



SOUND CITIES ASSOCIATION

38 Cities. A Million People. One Voice.

SCA Board of Directors AGENDA

November 20, 2019

Renton City Hall, 1055 S Grady Way, Renton, WA

in the Council Chambers on the 7th floor

10 AM - Noon

- | | |
|---|---------------------------------|
| 1) Call to Order – Mayor Leanne Guier, SCA President | 2 minutes |
| 2) Public Comment –President Guier | 10 minutes |
| 3) Consent Agenda –President Guier | 3 minutes |
| a. Minutes of the October 16, 2019 Board of Directors Meeting | Attachment 1 |
| b. September and October Financial Reports | Attachments 2-4 |
| <i>Recommended Action: Approval of consent agenda</i> | |
| 4) President’s Report –President Guier | 5 minutes |
| 5) Executive Director’s Report – Deanna Dawson, Executive Director | 10 minutes |
| 6) Treasurer’s Report – Councilmember Hank Margeson, Treasurer | 10 minutes |
| a. 2018 Form 990 | Handout |
| <i>Recommended Action: Approval of 2018 Form 990</i> | |
| b. Update on 2017 and 2018 End of Year Reports | |
| c. Update on Unemployment Issue | |
| d. Update on IRS Issue | |
| e. Update on Sponsorships | Attachment 5 |
| f. Other Updates | |
| 7) Action Items | 10 minutes |
| a. SCA Bylaw Updates | |
| <i>Recommended Action: Recommend Amendments to SCA Bylaws</i> | Attachment 6 |
| b. Members Emeritus | |
| <i>Recommended Action: Approval of Members Emeritus</i> | Attachment 7 |

- 8) PIC Chair's Report** -- Councilmember Ed Prince, PIC Chair 30 minutes
- a. November 13, 2019 PIC Meeting [Meeting Materials](#)
 - i) Pre-PIC Presentation: *Martin v. Boise*: Homelessness and the Limits of Enforcement
 - ii) Regional Homelessness Authority Handouts
 - iii) 2020 SCA Legislative Agenda Handout
 - iv) Metro's Mobility Framework
 - v) King Conservation District Rates and Charges Handout
 - vi) King County Waste to Energy and Waste Export Feasibility Study
 - vii) Levies and Ballot Measures
 - viii) Upcoming Issues

- 9) City Administrator's Report** – Bob Larson 5 minutes
[Attachment 8](#)

10) Discussion Items 30 minutes

- a. Election Debrief
- b. 2020 Board Leadership, Board Elections
- c. 2020 Board Elections
- d. Annual Meeting
- e. Potential Mayors Lunch
- f. Potential Partners Event
- g. 2020 Event Speakers
- h. 2020 Board and Committee Appointments
- i. 2020 Board Retreat Topics
- j. 2019 SCA Retreat
 - i) 2019 as year of transition:
 - (1) Retirements update
 - (2) Identifying and developing future leadership
 - ii) Supporting members on regional boards and committees
 - iii) 2019 priorities:
 - (1) Affordable housing
 - (2) Transportation
 - (3) Apprenticeships and workforce development (tie)
 - (3) Equity and inclusion (tie)
 - (5) Civility in public life, countering toxic social media
 - iv) Communicating Benefits of SCA
- k. 2019 Accomplishments

11) Upcoming Events/Meetings

- a. SCA Annual Meeting (guest speaker University of Washington President Ana Mari Cauce, sponsor Comcast) – Wednesday, December 4, 2019 – 5:30 to 8:00 PM – Renton Pavilion and Event Center
- b. SCA Public Issues Committee – Wednesday, December 11, 2019 – 7:00 to 9:00 PM (6:00 PM SCA Board Elections) – Renton City Hall
- c. SCA Board Meeting – Wednesday, December 18, 2019 – 10:00 AM – noon – Renton City Hall

- 12) For the good of the order** 5 minutes

13) Adjourn



SOUND CITIES ASSOCIATION

38 Cities. A Million People. One Voice.

SCA Board of Directors

DRAFT Meeting Minutes

October 16, 2019

Renton City Hall, 1055 S Grady Way, Renton, WA

in the Council Chambers on the 7th floor

10 AM – Noon

1) Call to order

SCA President Leanne Guier called the meeting to order at 10:04 AM. Present were members Hank Margeson, Davina Duerr, Ed Prince, Jim Ferrell, Jim Wagner, David Baker, and Bruce Bassett; and staff Brian Parry and Leah Willoughby. Member Amy Ockerlander joined the meeting at 10:15 AM during Item 6; member Catherine Stanford joined the meeting at 10:17 AM during Item 6. Absent were members Nancy Backus, Bob Larson, and Dana Ralph.

2) Public Comment

Guier asked if there were any members of the public present for comment. Hearing none, this portion of the agenda was closed.

3) Consent Agenda

Baker moved, seconded by Prince to approve the consent agenda consisting of the minutes of the September 18, 2019 SCA Board of Directors Meeting ([Attachment 1](#)). The motion passed unanimously.

4) President's Report

President Guier reported on the SCA partner forum on October 23, and asked if Board members would be able to attend. As some members reported scheduling conflicts, Guier asked if the forum should be postponed. Group agreed that the partner forum event should be postponed until January 2020; Guier will work with SCA staff to set a new date in January, which will be communicated to the board.

5) SCA Staff Report

Policy Director Brian Parry reported on King Conservation District, noting that rates and charges legislation was transmitted to the County Council. Parry also highlighted King County's release of Waste-to-Energy report. SCA staff will continue to update.

6) Executive Session to Discuss Personnel Matter

The Board convened into executive session at 10:15 AM for ten minutes to discuss a personnel matter. Parry and Willoughby left the room for the Executive Session. No action was taken in the Executive Session.

The Board reconvened the public meeting at 10:25 AM.

7) Treasurer's Report

a. 2020 Executive Director Salary

Guier moved, seconded by Ockerlander to approve a three percent salary increase for the Executive Director for 2020. The motion passed unanimously.

b. Recommended 2020 Member City Dues

Councilmember Margeson, SCA Treasurer, reviewed the recommended 2020 Member City Dues noting no change since previous meeting of the Board.

c. Recommended 2020 Budget

Councilmember Margeson reported on the Recommended 2020 Budget Margeson reported that SCA would have the revenue to support all work and hold required reserves. Margeson asked for any questions. Bassett asked for explanation on increase in accounting fees line since 2019. Margeson noted that the budget for accounting fees was increased to reflect 2019 actuals.

d. Update on Sponsorships

Margeson updated on Sponsorship status reporting on sponsorship payments received ([Attachment 5](#)).

e. 2020 Dues

Margeson moved, seconded by Wagner, to recommend the 2020 to SCA Membership Dues to the SCA general membership for approval at the 2019 SCA Annual Meeting ([Attachment 2](#)). The motion passed unanimously.

f. 2020 Budget

Margeson moved, seconded by Prince, to recommend the 2020 budget to the SCA general membership for approval at the 2020 SCA Annual Meeting ([Attachments 3-4](#)). The motion passed unanimously.

8) Action Items

a. SCA Bylaws Updates

Catherine Stanford, member of the Bylaws and Board Policies Committee, reviewed proposed edits to the SCA Bylaws ([Attachment 6](#)).

- i. **3.1.1** Population cap increased to 250,000 from 150,000; also reflected in **3.2**
- ii. **3.1.2** Created new section to define "voting member;" language taken from previously-included section of "Qualifications for Membership."; Regional Affiliate class removed
- iii. **4.4.1 (a)** Created new section for handling tie votes
- iv. **4.5** Language was simplified to clarify term limits as applied to Past Presidents (paragraph 4)
- v. **4.14, 4.15** Language was added to indicate inclusion of PIC and CM/CA chairs
- vi. **4.16.7 g** Gives the Board the authority to remove a regional committee appointee; uses same language as used for removal of a Board member (4.14)

- vii. **Article 5** “Executive Director” removed from title; also removed from **5.9**. Secretary role simplified here, and also added to **5.11**.
- viii. **6.5 Staff** section added

Bassett asked for clarification on the use of the word “toll” in **4.5**. Suggestion was made by Ferrell, and group agreed, to omit the sentence from the added language.

Stanford moved, seconded by Margeson, to recommend the amended bylaws to the SCA general membership for approval at the 2019 SCA Annual Meeting. Ferrell moved, seconded by Margeson, to delete the sentence in Section 4.5 related to tolling of terms. The amendment passed unanimously. There was no further discussion. The amended motion passed unanimously.

b. Members Emeritus

Board members discussed potential candidates to be honored as SCA Members Emeritus at the 2019 SCA Annual Meeting. The Board reviewed the criteria for the honor:

502 MEMBER EMERITUS

“Member Emeritus” shall be conferred by the Board of Directors on individuals meeting the following criteria:

- a) The individual must be retiring from his/her elected position with an SCA member city.*
- b) The individual must have provided distinguished service on behalf of member cities in King County.*
- c) The individual must have served as an elected official of a member city for a minimum of 8 years.*
- d) The individual must have actively participated in SCA as evidenced by service on the SCA Board or an SCA committee or task force for a minimum of 2 years.*

Parry reviewed nominations received as of October 8, 2019. Bassett noted SCA has awarded the honor to a very limited number each year. Guier noted that all nominees fulfilled the criteria set by Board Policies for nomination. As a nominee for Member Emeritus, Bassett voluntarily excused himself from the room at 10:56am for the remainder of item 8.b. Members discussed giving recognition to nominees who are not ultimately selected as Members Emeritus.

Margeson moved, seconded by Duerr, to honor Margaret Harto, Ken Hearing, Denis Law, John Marchione, and Amy Walen as Members Emeritus. The motion passed unanimously.

Members agreed that discussion of qualifications or any additional nominees or should be continued the November SCA Board of Directors Meeting.

c. Board Leadership

Parry noted that per SCA bylaws, the President shall appoint a Board Nominating Committee of four members including the Immediate Past-President and regionally balanced representation. The Committee will meet prior to the January meeting of the Board to make recommendations to the Board on who will serve as officers of the Board for the year. Guier asked for any members interested in participating on the committee.

Guier appointed to 2020 Board Nominating Committee members Leanne Guier, Amy Ockerlander, Nancy Backus, and David Baker.

9) PIC Chair's Report

- a. October 9, 2019 PIC Meeting ([Meeting Materials](#))
 - i. Pre-PIC Presentation: Navigating Toxic Social Media
Parry reported on the Pre-PIC presentation, highlighting valuable content regarding best practices. Associated PowerPoint was sent out to attendees and to members of the Board.
 - ii. 2020 SCA Legislative Agenda
Prince reported that the SCA Legislative Committee has begun discussion regarding 2020 legislative priorities. At future meetings, PIC will review the legislative priorities recommended by the Legislative Committee, and will recommend a Legislative Agenda to the Board for formal adoption.
 - iii. Proposed King County Regional Homelessness Authority
Draft minutes from the October 9, 2019 PIC meeting ([Minutes Attachment A](#)) were provided to members as a handout. Prince reviewed the minutes with the group and reported that the PIC voted to bring back a statement of guiding principles related to the proposed Authority to the November PIC meeting. Prince reported that a meeting convened by the County Executive's Office regarding the proposed authority will take place Friday, October 25th and that SCA shared the invitation with all member cities.
 - iv. Affordable Housing
Parry provided an update on the work of King County Regional Affordable Housing Committee, and reported that the committee is currently working on developing their 2020 work plan.

Prince exited the meeting at 11:27 AM, at the conclusion of Item 9.

10) City Administrator's Report

As Bob Larson was not present at the meeting, Parry reported on the October 2, 2019 City Managers and Administrators meeting ([Attachment 8](#)).

11) Discussion Items

- a. 2020 Board and Committee Appointments
Guier summarized application process and reminded group of deadlines for applications.
- b. Upcoming 2020 Board Retreat Topics
President Guier asked for comments regarding topics for discussion for the upcoming 2020 Board retreat. Margeson suggested communication and the roles and responsibilities of the Board, staff, and committee members in representing SCA. Margeson suggested the SCA Legislative Agenda as a topic, and added that this was also discussed by the PIC. Stanford agreed that this would be a good discussion topic for the retreat. Stanford suggested helping members understand best practices for working with their legislators. Ockerlander agreed and added that it is also important to build relationships with Legislative Assistants.
- c. 2019 SCA Retreat Recap

Guier reviewed 2019 SCA Retreat, and highlighted importance of identifying future leaders. Guier asked members to encourage people to get involved in SCA. Stanford asked that Future Leadership be added to the list of potential future discussion items; the group agreed.

d. **2019 Accomplishments**

Margeson noted successful Pre-PIC discussion on social media. Members discussed tools for meeting the requirements of the Public Records Act and Open Public Meetings Act and the use of social media. Ferrell and Ocklerlander offered to share with the group information on software currently being used for this purpose by their respective cities.

12) Upcoming Events/Meetings

Guier summarized upcoming events and meetings:

- a. SCA Networking Dinner (guest speakers SCA Past Board Members Mayor Ken Hearing, Councilmember Margaret Harto, and Mayor John Marchione, sponsor Sound Transit) – Wednesday, October 30, 2019 – 5:30 to 8:00 PM – Renton Pavilion Event Center
- b. SCA Public Issues Committee – Wednesday, November 13, 2019 – 7:00 to 9:00 PM (6:00 PM Pre PIC Workshop on Martin v. City of Boise decision and implications for cities) – Renton City Hall
- c. SCA Partner Forum with CenturyLink (topic: infrastructure and economic development) – Thursday, November 21, 2019 – 3:00 PM – location to be determined
- d. SCA Annual Meeting (guest speaker University of Washington President Ana Mari Cauce, sponsor Comcast) – Wednesday, December 4, 2019 – 5:30 to 8:00 PM – Renton Pavilion and Event Center
- e. SCA Public Issues Committee – Wednesday, December 11, 2019 – 7:00 to 9:00 PM (6:00 PM SCA Board Elections) – Renton City Hall

13) For the Good of the Order

Guier asked for items for the good of the order. Ockerlander reported on continuing and new concerns with homelessness affecting the city of Duvall. David Baker reported he would be attending the upcoming Chamber Regional Leadership Conference, and asked if any other board members would be attending. Hearing no further points for the good of the order, this portion of the agenda was closed by President Guier.

14) Adjournment

Guier adjourned the meeting at 11:58 AM

SOUND CITIES ASSOCIATION
Balance Sheet
As of September 30, 2019

ASSETS

1110 HomeStreet Bank		32,841.44
1120 HomeStreet Bank - Money Market		847,585.36
1130 PayPal Bank		464.28
Total Bank Accounts	\$	880,891.08
Total Accounts Receivable	\$	5,000.00
Total Current Assets	\$	885,891.08
Total Fixed Assets	\$	9,415.68
TOTAL ASSETS	\$	895,306.76

LIABILITIES AND EQUITY

Total Accounts Payable	\$	20.00
2200 HomeStreet Credit Card		7,088.00
Total Credit Cards	\$	7,088.00
2300 Accrued Payroll		13,341.23
2405 FUTA		322.67
2410 SUI		59.14
2415 FIT, SS, Medicare - 941		5,269.00
2420 L&I		492.95
2425 WA Paid Family & Medical Leave		329.01
2435 PERS Payable		3,925.00
2440 DCAP / FSA Payable		208.33
2445 DRS DCP Payable		1,304.00
2460 Accrued Vacation Pay		53,625.94
2499 Payroll Corrections		-0.54
Total 2400 Payroll Liabilities	\$	65,535.54
Total Current Liabilities	\$	85,984.77
Total Liabilities	\$	85,984.77
3110 Equipment Purchase Reserve		15,000.00
3120 Operations Reserves		393,014.00
3130 Contractual Obligations Reserve		124,913.00
3140 Legal Reserves Fund		25,000.00
Total 3100 Board Designated Reserves	\$	557,927.00
3200 Board Designated Contra		-557,927.00
3300 Fund Balance (Prior Years)		590,803.87
Net Income		218,518.12
Total Equity	\$	809,321.99
TOTAL LIABILITIES AND EQUITY	\$	895,306.76

September 2019 - Accrual Basis -

SOUND CITIES ASSOCIATION
Balance Sheet
As of October 31, 2019

ASSETS

1110 HomeStreet Bank		37,381.97
1120 HomeStreet Bank - Money Market		783,648.08
1130 PayPal Bank		0.00
Total Bank Accounts	\$	821,030.05
Total Accounts Receivable	\$	1,000.00
Total Current Assets	\$	822,030.05
Total Fixed Assets	\$	9,256.43
TOTAL ASSETS	\$	831,286.48

LIABILITIES AND EQUITY

Total Accounts Payable	-\$	2,433.90
2200 HomeStreet Credit Card		706.88
Total Credit Cards	\$	706.88
2300 Accrued Payroll		14,087.46
2405 FUTA		322.67
2410 SUI		27.21
2415 FIT, SS, Medicare - 941		4,564.88
2420 L&I		268.44
2425 WA Paid Family & Medical Leave		117.30
2435 PERS Payable		4,026.30
2440 DCAP / FSA Payable		208.33
2445 DRS DCP Payable		1,304.00
2460 Accrued Vacation Pay		53,625.94
2499 Payroll Corrections		-0.54
Total 2400 Payroll Liabilities	\$	64,464.53
Total Current Liabilities	\$	76,824.97
Total Liabilities	\$	76,824.97
3110 Equipment Purchase Reserve		15,000.00
3120 Operations Reserves		393,014.00
3130 Contractual Obligations Reserve		124,913.00
3140 Legal Reserves Fund		25,000.00
Total 3100 Board Designated Reserves	\$	557,927.00
3200 Board Designated Contra		-557,927.00
3300 Fund Balance (Prior Years)		590,803.87
Net Income		163,657.64
Total Equity	\$	754,461.51
TOTAL LIABILITIES AND EQUITY	\$	831,286.48

October 2019 - Accrual Basis - LW

SOUND CITIES ASSOCIATION

Profit and Loss by Month

January - October, 2019

	Jan 2019	Feb 2019	Mar 2019	Apr 2019	May 2019	Jun 2019	Jul 2019	Aug 2019	Sep 2019	Oct 2019	Total
Income											
1010 Member Dues	689,597.25										689,597.25
1020 Regional Associate Membership Dues and Event Sponsorship	54,500.00	5,000.00	11,500.00	6,000.00	1,500.00	7,500.00		1,500.00	1,000.00		88,500.00
1030 Registration/Dinners Revenue	5,495.00	0.00	3,845.00	2,740.00	3,235.00	90.00	3,555.00	1,190.29	1,630.00	4,444.30	26,224.59
1040 Interest Income	879.80	1,246.23	1,398.38	1,299.34	1,321.53	1,270.39	1,308.84		1,304.30	1,194.57	12,295.73
1050 Grants								6,000.00			6,000.00
Total Income	\$ 750,472.05	\$ 6,246.23	\$ 16,743.38	\$ 10,039.34	\$ 6,056.53	\$ 8,860.39	\$ 4,863.84	\$ 9,994.59	\$ 3,824.57	\$ 5,516.65	\$ 822,617.57
Expenses											
5110 Salaries	45,422.08	42,649.00	45,592.37	43,144.32	42,109.90	40,985.77	34,991.48	36,919.32	39,301.56	39,957.72	411,073.52
5210 Taxes-FUTA	195.59	11.61	24.13	4.54	35.53	6.47	0.00	15.00	27.00	0.00	319.87
5220 Taxes-SUTA	54.56	55.76	59.93	44.06	36.05	28.51	14.93	16.86	20.39	17.03	348.08
5230 Taxes - FICA, Medicare - 941	3,214.76	3,269.03	3,494.18	3,306.91	3,227.78	3,141.78	2,683.25	2,830.69	3,012.94	2,442.09	30,623.41
5240 Taxes - L & I	73.34	85.09	98.34	172.95	87.02	69.03	70.10	86.10	85.83	86.79	914.59
5250 Taxes-FMLA	108.32	109.29	116.74	55.20	109.33	115.06	88.19	140.00	100.72	66.50	1,009.35
Total 5200 Payroll Taxes	\$ 3,646.57	\$ 3,530.78	\$ 3,793.32	\$ 3,583.66	\$ 3,495.71	\$ 3,360.85	\$ 2,856.47	\$ 3,088.65	\$ 3,246.88	\$ 2,612.41	\$ 33,215.30
5310 Pension Plan Contributions	5,370.39	5,471.88	5,849.53	5,535.44	4,642.88	4,850.00	4,499.92	4,746.81	5,054.20	5,138.59	51,159.64
5320 Medical/Dental/Vision/Life Ins	3,951.16	3,951.16	5,427.41	4,994.18	4,249.20	4,249.02	3,516.24	3,516.24	4,249.20	4,249.12	42,352.93
5330 Professional Development	65.00							329.95			394.95
5340 Travel Reimburse	\$ 721.00	\$ 582.57	\$ 712.12	\$ 648.25	\$ 629.42	\$ 710.99	\$ 735.01	\$ 624.00	\$ 753.16	\$ 676.15	\$ 6,792.67
Total 5300 Staff Benefits	\$ 10,107.55	\$ 10,005.61	\$ 11,989.06	\$ 11,177.87	\$ 9,521.50	\$ 9,810.01	\$ 8,751.17	\$ 9,217.00	\$ 10,056.56	\$ 10,063.86	\$ 100,700.19
Total 5000 Staff	\$ 59,176.20	\$ 56,185.39	\$ 61,374.75	\$ 57,905.85	\$ 55,127.11	\$ 54,156.63	\$ 46,599.12	\$ 49,224.97	\$ 52,605.00	\$ 52,633.99	\$ 544,989.01
6100 Rent	2,333.90	2,333.90	2,333.90	2,333.90	2,333.90	2,333.90	2,333.90	2,333.90	2,333.90	2,333.90	23,339.00
6200 Office Insurance											604.00
6310 Copier/Printer Lease & Maint	368.00	369.21	369.21	542.37	369.21	369.21	369.21	369.21	369.21	379.26	3,874.10
6320 Outside Printing & Publication		573.56					75.67				649.23
Total 6300 Printing and Publication	\$ 368.00	\$ 942.77	\$ 369.21	\$ 542.37	\$ 369.21	\$ 369.21	\$ 444.88	\$ 369.21	\$ 369.21	\$ 379.26	\$ 4,523.33
6410 Internet	100.00	100.00	100.00	100.00	100.00	100.00	100.00	100.00	100.00	100.00	1,000.00
6420 Website Design/Hosting	20.00	20.00	20.00	20.00	20.00	20.00	20.00	20.00	20.00	20.00	200.00
6430 IT Equipment										1,870.02	1,870.02
Total 6400 IT	\$ 120.00	\$ 120.00	\$ 120.00	\$ 1,546.90	\$ 120.00	\$ 120.00	\$ 120.00	\$ 120.00	\$ 120.00	\$ 1,990.02	\$ 4,496.92
6500 Phones	261.86	274.14	275.02	271.06	202.93	221.05	221.05	199.29	217.40	210.90	2,354.70
6600 CC, Banking & Other Fees	0.00	9.52	-9.52				62.37	-40.51	-0.15		21.71
6700 Accounting Fees	\$ 2,972.00	\$ 9,113.20	\$ 2,174.50	\$ 1,034.00	\$ 1,437.50	\$ 1,374.70	\$ 551.00	\$ 446.00	\$ 672.50	\$ 492.50	\$ 20,267.90
6900 Office Supplies / Misc.	197.47	185.59	174.98	215.23	112.66	163.32	191.80	149.17	196.46	119.92	1,706.60
6800 Legal Fees										819.00	819.00
Total 6000 Office / Overhead	\$ 6,253.23	\$ 12,979.12	\$ 5,438.09	\$ 5,943.46	\$ 4,576.20	\$ 4,582.18	\$ 3,925.00	\$ 3,577.06	\$ 3,909.32	\$ 6,130.50	\$ 57,314.16
7100 Food/Beverage	4,490.86			3,794.16		3,986.36		3,725.88	5,305.37		21,302.63
7200 Event Prmts Processing Fee	182.49	3.69	136.06	87.00	110.22	5.00	198.27	97.27	62.28	152.03	1,034.31
7300 Other Meeting Expenses	192.50			192.50	111.50	192.50			65.00		754.00
Total 7000 Event Expenses	\$ 4,865.85	\$ 3.69	\$ 136.06	\$ 4,073.66	\$ 221.72	\$ 4,183.86	\$ 198.27	\$ 3,823.15	\$ 5,432.65	\$ 152.03	\$ 23,090.94
8100 Insurance (D&O)							1,774.00				1,774.00
8300 Retreats/Mtgs/Conf/Dues/Events	1,159.52	1,041.41	388.75	312.78	3,564.59	619.66	357.76	109.58	499.44	482.36	8,535.85
8400 Consultants	1,500.00	3,989.00	2,000.00	2,000.00				305.20			9,794.20
Total 8000 Board / Org Development	\$ 2,659.52	\$ 5,030.41	\$ 2,388.75	\$ 2,312.78	\$ 3,564.59	\$ 619.66	\$ 2,131.76	\$ 414.78	\$ 499.44	\$ 482.36	\$ 20,104.05
9000 Contingency Fund	221.94	-50.00		9,497.74	431.02	340.00		129.00			10,569.70
Depreciation	159.25	159.25	159.25	159.25	159.25	159.25	159.25	159.25	159.25	159.25	1,592.50
Total Expenses	\$ 73,335.99	\$ 74,307.86	\$ 69,496.90	\$ 79,892.74	\$ 64,079.89	\$ 64,041.58	\$ 53,013.40	\$ 57,328.21	\$ 62,605.66	\$ 60,377.13	\$ 658,479.36
Net Operating Income	\$ 677,136.06	-\$ 68,061.63	-\$ 52,753.52	-\$ 69,853.40	-\$ 58,023.36	-\$ 55,181.19	-\$ 48,149.56	-\$ 47,333.62	-\$ 58,781.09	-\$ 54,860.48	\$ 164,138.21
Reconciliation Discrepancies-(correction to 2017 credit card account)	480.57										480.57
Total Other Expenses	\$ 480.57	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00	\$ 480.57
Net Income	\$ 676,655.49	-\$ 68,061.63	-\$ 52,753.52	-\$ 69,853.40	-\$ 58,023.36	-\$ 55,181.19	-\$ 48,149.56	-\$ 47,333.62	-\$ 58,781.09	-\$ 54,860.48	\$ 163,657.64

October 2019 - Accrual Basis - LW

**Regional Associate Member/Partner/Sponsor
Payment Tracking 2019**

Entity	Level	Invoiced	Last Payment Received	Paid
AFT Washington	Regional Associate Member	\$ 500	Invoiced Nov 2019	
Almond and Associates	Partner	In Kind	n/a	n/a
Association of Washington Cities	Regional Associate Member	\$ 500	Paid February 2019	\$ 500.00
AT&T	Regional Associate Member	\$ 500	Paid June 2019	\$ 500.00
Boeing	Partner	\$ 6,000	Paid July 2019	\$ 6,000.00
Boeing	Sponsor - July 2019	\$ 2,500	Paid July 2019	\$ 2,500.00
Cedar Grove	Regional Associate Member	\$ 500	Paid January 2019	\$ 500.00
Centurylink	Partner	\$ 6,000	Paid January 2019	\$ 6,000.00
Challenge Seattle	Grant	\$ 6,000	Paid September 2019	\$ 6,000.00
ClearPath	Regional Associate Member	\$ 500	Paid September 2019	\$ 500.00
Comcast	Partner	\$ 6,000	Paid June 2019	\$ 6,000.00
Comcast	Sponsor - December 2019	\$ 2,500	Paid June 2019	\$ 2,500.00
EMC Research	Regional Associate Member	\$ 500	Paid August 2019	\$ 500.00
Foster Pepper	Regional Associate Member	\$ 500	Paid June 2019	\$ 500.00
Foster Pepper	Sponsor - September 2019	\$ 2,500	Paid June 2019	\$ 2,500.00
Green River College	Regional Associate Member	\$ 500	Invoiced August 2019	
Gordon Thomas Honeywell	Regional Associate Member	In Kind	n/a	n/a
Gordon Thomas Honeywell	Sponsor - May 2019	\$ 2,500	Paid April 2019	\$ 2,500.00
Inslee Best Doezie & Ryder PS	Sponsor - April 2019	\$ 2,500	Paid February 2019	\$ 2,500.00
Inslee Best Doezie & Ryder PS	Regional Associate Member	\$ 500	Paid February 2019	\$ 500.00
The Johnston Group	Regional Associate Member	\$ 500	Paid May 2019	\$ 500.00
Jurassic Parliament	Regional Associate Member	In Kind	n/a	n/a
King Conservation District	Regional Associate Member	\$ 500.00	Paid July 2019	\$ 500.00
King County Dept of Assesments	Regional Associate Member	\$ 500.00	Paid June 2019	\$ 500.00
King County Library Systems	Regional Associate Member	\$ 500.00	Paid June 2019	\$ 500.00
Marketing Solutions	Partner	In Kind	n/a	n/a
Master Builders Association of King & Snohomish Counties	Regional Associate Member	\$ 2,000	Paid June 2019	\$ 2,000.00
Microsoft	Partner	\$ 6,000	Paid May 2019	\$ 6,000.00
NorCom	Regional Associate Member	\$ 500	Paid February 2019	\$ 500.00
Port of Seattle	Partner	\$ 6,000	Paid February 2019	\$ 6,000.00
Outcomes by Levy	Regional Associate Member	\$ 500	Paid July 2019	\$ 500.00
PRR	Regional Associate Member	\$ 500	Paid May 2019	\$ 500.00
Puget Sound Energy	Partner	\$ 6,000	Paid June 2019	\$ 6,000.00
Recology CleanScapes	Partner	\$ 6,000	Paid February 2019	\$ 6,000.00
Republic Services	Partner	\$ 6,000	Paid January 2019	\$ 6,000.00
Saunderson Marketing	Regional Associate Member	In Kind	n/a	n/a
Strategies 360	Regional Associate Member	\$ 500	Paid Sep 2019	\$ 500.00
Seattle Building and Construction Trades Council	Partner	\$ 6,000	Paid July 2019	\$ 6,000.00
Seattle Building and Construction Trades Council	Sponsor - January 2019	\$ 2,500	Paid July 2019	\$ 2,500.00
SoundTransit	Regional Associate Member	\$ 500	Paid October 2019	\$ 500.00
SoundTransit	Sponsor - October 2019	\$ 2,500	Paid October 2019	\$ 2,500.00
Washington Hospitality Association	Regional Associate Member	\$ 500	Invoiced Sep 2019	
Waste Management	Partner	\$ 6,000	Paid June 2019	\$ 6,000.00
	Total	\$ 95,000		\$ 93,500.00
Entity	Level		Last Payment Received	
	Total			

status as of 11/12/2019



BYLAWS
OF
SOUND CITIES ASSOCIATION

Sound Cities Association
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ARTICLE 1. NAME, OFFICES AND REGISTERED AGENT

- 1.1 The name of the corporation shall be Sound Cities Association (herein referred to as "SCA") with its principal office for the transaction of business in the County of King, State of Washington, and/or in such other places as the Board of Directors may determine.
- 1.2 The Executive Director of SCA shall be the Registered Agent of record.

ARTICLE 2. PURPOSE

2.1 To lead King County cities with a population less than 250,000 to act locally and partner regionally to create livable vital communities through advocacy, education, leadership, mutual support and networking.

ARTICLE 3. MEMBERSHIP

3.1 **CLASSES OF MEMBERS.** The corporation shall initially have one class of voting members. Additional classes of members, the manner of election or appointment of each class of members, and the qualifications and rights of each class of members may be established by amendment to these Bylaws.

3.1.1 **Voting Members** Voting membership in the Association shall be open to all cities and towns in King County having a population of less than 250,000. Association members shall be those qualified cities and towns that have paid annual dues and assessments. Membership shall be in the name of the city or town

3.1.2 **Regional Associate Membership** SCA provides an opportunity for entities other than cities in King County with a public service interest to become members through a special "associate" membership category. Associate members are non-voting members and are not eligible to participate in SCA's legislative policy development or to serve on the Board of Directors or policy committees including but not limited to the Public Issues Committee (PIC).

3.2 **QUALIFICATIONS FOR MEMBERSHIP.** Voting membership in the Association shall be open to all cities and towns in King County having a population of less than 250,000. Association members shall be those qualified cities and towns that have paid annual dues and assessments. Membership shall be in the name of the city or town.

3.3 **MEMBERSHIP ANNUAL DUES AND ASSESSMENTS.** The dues of the Association shall be assessed annually as determined by the voting membership's adoption of the Association's budget. Assessments for special activities or expenses may be determined by action of the Board of Directors with approval of a majority of the membership. All dues and assessments will be based on the most recent official population figure for each city and town as provided by the State Office of Financial Management (OFM).

3.4 **VOTING RIGHTS.**

3.4.1. Designation of Delegates Each member city, prior to the annual membership meeting, shall designate one delegate who shall be a duly elected official of such member city to represent the member city in the affairs of the corporation, and shall file with SCA's Executive Director written notification of such designation prior to the annual membership meeting. Members' delegates may be changed at any time, provided the Executive Director receives written notice of such change prior to the annual meeting.

3.4.2. Voting Each member city shall be entitled to one vote upon each issue submitted to membership vote at the annual membership meeting. Each vote shall be cast in person by the delegate in attendance at the annual membership meeting. Voting by the general membership shall be via voice of the delegates. When the results of a voice vote cannot clearly be determined, any member may call for a roll call vote.

3.5 ANNUAL MEETING. The annual meeting of the members shall be held at such date as the Board may determine, for the purpose of adopting an annual budget and dues, and transacting such other business as may properly come before the meeting. The Board shall arrange for the program of all annual meetings and all other meetings as it determines.

3.6 SPECIAL MEETINGS. Special meetings of the membership may be called for any purpose by (1) the Board or (2) majority vote at the annual membership meeting.

3.7 PLACE OF MEETINGS. All meetings of members shall be held at a location in King County, Washington selected by the Board. Special meetings shall be held at places as may be determined by (1) the Board or (2) majority vote.

3.8 NOTICE OF MEETINGS. The President or the Board shall cause to be delivered to each member entitled to notice of or to vote at the meeting, either personally, by email, or by mail, not less than ten (10) nor more than fifty (50) days before the meeting, written notice stating the place, date and time of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called.

3.9 QUORUM. Fifty-one percent of the members of the corporation, represented in person shall, constitute a quorum at a meeting of the members. If less than a quorum of the members is represented at a meeting, a majority of the members so represented may adjourn the meeting.

3.10 MANNER OF ACTING. The vote of a majority represented in person at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required by applicable Washington law, the Articles of Incorporation or these Bylaws.

3.11 MEETINGS BY TELEPHONE. In the case of an emergency meeting of the membership, members of the corporation may participate in a meeting of members by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

ARTICLE 4. BOARD OF DIRECTORS

4.1. GENERAL POWERS. The Board of Directors shall have general control and supervision over the corporation and shall be empowered to determine all questions of policy that may arise in all intervals between annual membership meetings.

4.2. NUMBER. The Board shall be composed of thirteen (13) directors, consisting of ten (10) caucus representative directors, one (1) chair of the Public Issues Committee, the Immediate Past President, and one (1) member representative from a member city in good standing to the King County City Managers and Administrators Group. No member city may have more than one representative on the Board of Directors. The number of directors may be changed from time to time by an amendment to these Bylaws, but no decrease in the number of directors shall have the effect of shortening the term of any incumbent director. The Board shall review the size, make-up and structure of the Board at least once every five (5) years.

4.3. QUALIFICATIONS. In addition to the specific qualifications set forth below, each director must hold an elective office of some city or town within association membership or be a member representative from a member city in good standing to the King County City Managers and Administrators Group. In the event a director ceases to be an elected official or ceases to be employed as the City Manager/Administrator of a member city, that director's position on the Board shall become immediately vacant. Directors may have such other qualifications as the Board may prescribe by amendment to these Bylaws.

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4.3.1. Caucus Representative Directors The ten (10) caucus representative directors shall be four (4) chosen from North Caucus, four (4) chosen from South Caucus, one (1) chosen from the South Valley Caucus, and one (1) chosen from the Snoqualmie Valley Caucus as identified in Appendix I.

4.3.2. Chair, Public Issues Committee The chair of the Public Issues Committee shall serve as a director.

4.3.3. City Manager/Administrator Director One director of the Board shall be a member representative of and appointed by the King County City Managers and Administrators Group. This position shall be a voting position.

4.4. ELECTION OF DIRECTORS.

4.4.1. Caucus Representative Directors shall be elected for staggered two year terms. All Caucus representatives will be elected for two-year terms. The Caucuses shall elect Directors at a caucus meeting, held no later than December 31st of each year.

4.4.1(a) Voting Procedures for Election of Caucus Representative Directors

Each member city, prior to the caucus meeting wherein election of caucus representative director(s) is to occur, shall designate one delegate who shall be a duly elected official of such member city, to represent the member city as a voting representative at the caucus meeting, and shall file with SCA's Executive Director written notification of such designation no less than 48 hours prior to the caucus meeting. Member cities' delegates may be changed at any time, provided the Executive Director receives written notice of such change prior to the caucus meeting.

The election shall be conducted by a secret written ballot by those delegates present and qualified to vote. No proxy votes shall be allowed.

All candidates who provide written notice of their candidacy to the SCA Executive Director no less than 48 hours prior to the caucus meeting shall have their names printed on a written ballot prepared by SCA staff. Candidates shall be listed on the ballot alphabetically by last name. Other nominations may be made from the floor and may appear as write-in candidates.

Prior to voting each candidate shall have the privilege of addressing the voting delegates for up to three minutes to present their qualifications for office.

Ballots shall be collected and votes tallied by SCA staff.

If the number of candidates is equal to the number of seats to be filled, the Chair of the caucus meeting may dispense with the requirement for written ballot and allow for election by acclamation if there is no objection.

Single seat election:

Each voting delegate shall be entitled to one vote. The candidate receiving the majority of votes cast shall be elected. In the event that no candidate receives a majority of votes in the first ballot or a subsequent ballot, the candidate (or tied candidates) receiving the lowest number of votes shall be eliminated and balloting shall continue until one candidate receives a majority of votes.

Multiple seat election:

If multiple seats in a caucus are up for election, all candidates for the multiple seats shall be voted on simultaneously. Each voting delegate shall be entitled to cast a number of votes equal to the number of seats in the caucus up for election. A voting delegate may cast no more than one vote per candidate.

A candidate is required to secure votes from a majority of delegates present and voting in order to be elected.

- In the event that the number of candidates receiving votes from a majority of delegates present and voting is equal to the number of seats to be filled, those candidates shall be declared elected.
- In the event that the number of candidates receiving votes from a majority of delegates present and voting exceeds the number of seats to be filled, the candidate(s) receiving the highest number of votes shall be declared elected.
 - In the event of a scenario under this subheading wherein the number of candidates tied for the highest number of votes exceeds the number of seats to be filled, a runoff election shall be held between those top candidates.
 - In the event of a scenario under this subheading wherein there is a tie for second or third place, a runoff election shall be held between those candidates.
- In the event that one or more candidates, but less than the total number of seats to be filled, receive a majority of votes on the first or subsequent ballots, the candidate(s) receiving votes from a majority of voting delegates shall be declared elected. Voting for the remaining seat(s) shall continue with the remaining candidate(s).
- In the event that no candidate receives a majority of votes in the first ballot or a subsequent ballot, the candidate receiving the lowest number of votes shall be eliminated and balloting shall continue.

Tie Votes:

In the event that there is a tie vote in any of the above scenarios, a revote shall be held. In the event that voting remains tied after three rounds of voting, a deadlock shall be declared, and the meeting shall be adjourned. SCA staff shall attempt to reschedule an additional caucus meeting for the purpose of holding an election to break the tie. Should attempts to schedule a caucus meeting with a quorum be

unsuccessful, the caucus election shall take place at the next regularly scheduled Public Issues Committee (PIC) meeting. Should the caucus be unable to break the tie at the next caucus meeting/election, the caucus seat shall remain vacant until a vote to break the tie is successful.

Election for a short term:

In the event that one or more of the seats to be filled is a short term caused by a midterm resignation of a caucus representative director, the candidate(s) elected with the lowest number of votes shall be elected to the short term, while the candidate(s) receiving the higher vote total shall be elected to fill the full term vacancy or vacancies. In the case of a tie, or when voting is held by acclamation rather than written ballot, a candidate may also volunteer to serve the short term.

Failure to obtain a quorum:

In the event that there is no quorum at a caucus meeting at which caucus representative director(s) are to be elected, SCA staff shall attempt to reschedule a caucus meeting. Should attempts to schedule a caucus meeting with a quorum be unsuccessful, the caucus election shall take place at the next regularly scheduled Public Issues Committee (PIC) meeting. Should the caucus not have quorum present at the PIC meeting, the caucus seat shall remain vacant until attempts to schedule a caucus meeting with a quorum are successful.

4.4.2. Chair of Public Issues Committee The chair of the Public Issues Committee shall be elected by the committee no later than December 31st of each year and shall serve a term of one year.

4.4.3. City Manager/Administrator Member shall be a member representative of the King County City Managers and Administrators Group. This director shall be appointed by the group at the first King County City Managers and Administrators Group meeting of the year and shall serve a term of one year.

4.5. TERM OF OFFICE. Unless a director dies, resigns, is removed, or is no longer qualified to serve as a director, the director shall hold office until the expiration of the term.

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A caucus representative director may serve three (3) consecutive terms. If a director is chosen to fill less than fifty percent of an unexpired term, the director is eligible to serve three (3) full terms in addition to the unexpired term. After serving three consecutive terms, a director is ineligible to serve on the Board for a minimum of one (1) year.

Directors serving as Chair of Public Issues Committee (PIC) or City Manager/Administrator Member may serve two (2) consecutive terms. If the Chair of Public Issues Committee (PIC) or City Manager/Administrator Member is chosen to fill less than fifty percent of an unexpired term, the director is eligible to serve two (2) full terms in addition to the unexpired term.

The time spent in the Past President role shall not count toward the three-term limit, and also shall not be considered as a one-year break from serving on the Board.

4.6. REGULAR MEETINGS OF THE BOARD. By resolution, the Board may specify the date, time and place for the holding of regular Board meetings without other notice than such resolution. Regular meetings must be held at least quarterly.

4.7. SPECIAL MEETINGS OF THE BOARD. Special meetings of the Board or any committee designated and appointed by the Board may be called by or at the written request of the President or any two directors, or, in the case of a committee meeting, by the chairperson of the committee.

4.8. MEETINGS BY TELEPHONE. In the event of an emergency situation or a meeting of anticipated short length, directors or any committee designated by the Board may participate in and hold a meeting of the Board or committee by means of conference telephone or similar communications

equipment provided all persons participating in the meeting can hear or communicate with each other. Participation in such a meeting shall constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

4.9. PLACE OF MEETINGS. All Board meetings shall be held at a location within King County, Washington designated by the Board, by any person entitled to call a meeting.

4.10. NOTICE OF SPECIAL MEETINGS. Notice of Board meetings shall be given to a director in writing, by email, or by personal communication with the director not less than five (5) days before the meeting. Notices in writing may be delivered or mailed to the director at their address shown on the records of the corporation. Neither the business to be transacted at, nor the purpose of, any special meeting need be specified in the notice of such meeting. If notice is delivered by mail, the notice should be deemed effective when deposited in the official government mail properly addressed with postage thereon prepaid.

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4.11. QUORUM. A simple majority of the directors then in office shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is not present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

4.12. MANNER OF ACTING. The act of the majority of the directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or applicable Washington law. Each director, including the President, Immediate Past President, Vice President, and City Manager/Administrator director shall be entitled to debate and vote upon all issues properly before the Board. Votes of the Board shall be recorded in the Board minutes.

4.13. RESIGNATION. Any director may resign at any time with written notice to the President at the registered office of the corporation, or by giving oral or written notice at any meeting of the directors. Any such resignation shall take effect at the time specified therein, or if a time it is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4.14. REMOVAL. Any member of the Board of Directors absent for three consecutive meetings, or for any other reason deemed detrimental to the association, may be removed from office by a two-thirds (2/3) vote of the Board of Directors at any time during their term at any meeting of the Board. This section shall apply to all directors and is not limited to caucus representatives.

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4.15. VACANCIES. Any vacancy occurring in the membership of the Board shall be filled as described above. If the vacancy is of a caucus representative director, a meeting of the caucus shall be called to hold an election pursuant to 4.4.1(a). The election of either a caucus member or PIC Chair representative to the Board may be held at the next scheduled meeting of the Public Issues Committee (PIC). The election to fill a vacant City Manager/City Administrator representative may be held at the next regularly scheduled meeting of the City Managers/Administrators.

4.16. BOARD COMMITTEES.

4.16.1. Standing or Temporary Committees, General The Board, by resolution duly adopted by a majority of the directors present at a meeting at which a quorum is present, may designate and appoint one or more standing or temporary committees. Such committees shall have and exercise the authority of the directors in the management of the corporation, subject to such limitations as may be prescribed by the Board; except, that no committee shall have the authority to: (a) amend,

alter or repeal these Bylaws; (b) elect, appoint or remove any member of any other committee or any director or officer of the corporation; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize a sale, lease or exchange of all or substantially all of the property and assets of the corporation not within the ordinary course of business; (f) authorize the voluntary dissolution of the corporation or revoke proceedings therefore; (g) adopt a plan for the distribution of the assets of the corporation; and (h) amend, alter or repeal any resolution of the Board or membership that by its terms provides that it shall not be amended, altered or repealed by a committee. The designation or appointment of any such committee and delegation thereto of authorities shall not operate to relieve the Board or any individual director of any responsibility imposed upon it, him or her by law. Only members in good standing may be represented on any committee of the Board.

4.16.2. Quorum; Manner of Acting A simple majority of the number of members composing any committee shall constitute a quorum, and the act of a simple majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee unless a greater proportion is required by applicable Washington law, the Articles of Incorporation or these Bylaws.

4.16.3. Resignation Any member of any committee may resign at any time by delivering written notice to the President or the chairperson of such committee, or by giving oral or written notice at any meeting of such committee. Any such resignation will take effect at the time specified therein, or if a time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4.16.4. Removal of Committee Member The Board, by resolution adopted by a majority of the directors in office, may remove from office any member of any committee elected or appointed by it.

4.16.5. Executive Committee There shall be an Executive Committee of the Board, composed of the President, Vice President, Immediate Past President, Treasurer, and Secretary. The Executive Committee shall be authorized to exercise such powers as may be delegated to it by the Board.

4.16.6. Finance Committee There shall be a Finance Committee of the Board which shall be chaired by the Treasurer of the Board, and shall consist of at least two additional board members. In addition, at the discretion of the Board, the Finance Committee may include an additional member who is a City Manager/Administrator or Finance Director of a member city in order to provide technical assistance and financial expertise to the Committee. The Finance Committee shall provide financial oversight of the corporation, and shall recommend an annual budget to the Board.

4.16.7. Public Issues Committee There shall be a Public Issues Committee which shall review and evaluate policy positions and recommend to the Board what, if any, action should be taken on such policy positions.

a. Membership shall consist of one representative and one alternate from each member city. Each representative or alternate must hold an elective office in the city or town they represent.

b. Committee Leadership shall be a Chair and Vice-chair elected by the committee and may serve up to two consecutive one-year terms. The Chair shall establish the agenda in advance of each meeting in conjunction with the Executive Director. The Chair shall appoint subcommittees as needed.

c. Regular Meetings shall be held monthly or as deemed necessary.

d. Special Meetings may be called by the Chair of the committee or at the request of the Board in an emergency situation. Single issue emergency meetings may be held by conference call.

e. Quorum; Manner of Acting. Fifty-one percent of the members of the committee, represented in person, shall constitute a quorum at a meeting of the committee. If less than a quorum of the members is represented at a meeting, a majority of the members so represented may adjourn the meeting. The vote of two thirds (2/3) represented in person at a meeting at which a quorum is present shall be necessary for the advancement of a public policy position to the Board. Votes shall be recorded in the minutes of the PIC meeting. Votes shall be in the name of the member city, rather than the individual representing the city.

Issues will be heard at one regularly scheduled meeting for discussion and may return no sooner than the next regularly scheduled meeting for action. If not immediately addressing a policy issue renders SCA unable to take a position on a timely basis, 85% of those present at a regularly scheduled meeting may declare an issue an emergency and the issue may be discussed and voted upon at the same meeting.

f. Vacancies on the committee are to be filled immediately by the member city responsible for the vacancy.

g. Regional Committee Appointments shall be recommended to the Board by the PIC, and the Board shall act upon the recommendation of the PIC no later than December 31st each year. Additional recommendations may be made as vacancies occur throughout the year. A nominating committee of the Public Issues Committee consisting of one representative of each SCA Regional Caucus shall be appointed annually by the Chair of the Public Issues Committee in October to recommend appointments to the committee.

Appointees to major regional committees shall be selected from among elected officials otherwise qualified to serve in such positions, in accordance with the terms of the enabling documents creating such boards and committees. Appointees shall represent the positions of all the member cities. Equitable geographic distribution shall be considered in recommending appointments to the Board of Directors.

Any Appointee absent for three consecutive meetings, or for any other reason deemed detrimental to the association, may be removed from office by a two-thirds (2/3) vote of the Board of Directors at any time during **their** term at any meeting of the Board.

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Cities within King County who are not members of the Association may make recommendations to the nominating committee and be appointed to regional committees.

No member shall serve more than six (6) consecutive years on a regional board or committee appointed by SCA. This limitation shall not apply to alternates to regional boards and committees. Once a member has served six (6) consecutive years on a regional board or committee, that member shall be ineligible to serve on said committee for a minimum of one (1) year. This limitation shall be effective beginning with appointments to 2014 regional boards and committees.

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In extraordinary circumstances, the Board may make exceptions to the six-year term limit upon the recommendation of the PIC nominating committee and the PIC when a supermajority (2/3) of Board members present and voting at a meeting finds that doing so would be in the best interests of SCA and its member cities.

4.16.8. Board Nominating Committee There shall be a Nominating Committee of the Board appointed by the President no later than November 15th of each year. The President shall appoint a committee of four members including the Immediate Past-President and regionally balanced representation. Notice of such appointments and the date of the place of the first meeting of the Nominating Committee shall be given to each member immediately following said appointments. Members of the Nominating Committee shall not be eligible to run for an officer position during the year in which they serve on the Nominating Committee.

The Nominating Committee shall meet in advance of the January meeting of the Board of Directors and shall select a chairperson from its own membership and compile a list of potential candidates for the following positions: President, Vice President, Secretary, and Treasurer of the corporation..

Following the first meeting of the Nominating Committee and prior to the January meeting of the Board of Directors, the Nominating Committee shall report its initial list of candidates to the Board. The President shall invite additional nominations for positions to be made from the floor by any director after reading an acceptance of the Nominating Committee's final report; provided, however, that nominations from the floor, which must be seconded, shall designate the office or represented position to be filled and the nominee has agreed to comply with the responsibilities of the position for which they are being nominated.

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4.17. COMPENSATION. The directors shall receive no compensation for their service as directors but may receive reimbursement for expenditures incurred on behalf of the corporation.

ARTICLE 5. OFFICERS

5.1. NUMBER AND QUALIFICATIONS. The officers of the corporation shall be a President, Vice President, Secretary, Treasurer, and an Immediate Past President. Other officers and assistant officers may be elected or appointed by the Board, such officers and assistant officers to hold office for such period, have such authority and perform such duties as provided in these Bylaws or as may be provided by resolution of the Board. Any officer may be assigned by the Board and any additional title that the Board deems appropriate. The President, Vice President, and Immediate Past President must hold an elected office of a member city or town. In the event an officer ceases to be an elected official, their position shall immediately become vacant.

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5.2. ELECTION AND TERM OF OFFICE. The President, Vice President, Secretary, and Treasurer of the corporation shall be elected each January by the Board of Directors. At the end of their

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term as President, the President shall serve as Immediate Past President. Unless an officer dies, resigns, is removed from office, or is no longer qualified to serve as an officer, they shall hold office for one year.

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5.3. RESIGNATION. Any officer may resign at any time by delivering written notice to the President, Vice President, or the Board, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, or if a time is not specified, upon delivery thereof, and unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

5.4. REMOVAL. Any officer or the Executive Director elected or appointed by the Board may be removed from office by the Board whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

5.5. VACANCIES. A vacancy in any office created by the resignation, removal, disqualification, creation of a new office or any other cause may be filled by the Board for the unexpired term.

5.6. PRESIDENT. The President, subject to the Board's control, shall supervise and control all of the assets, business and affairs of the corporation. The President shall preside at all meetings of the members and the Board and at all meetings of the Executive Committee. The President may sign contracts or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the corporation, or are required by law to be otherwise signed or executed by some other officer or in some other manner. In general, the President shall perform all duties incident to the office of President and such other duties assigned by the Board from time to time.

Deleted: to him or her

5.7. VICE PRESIDENT. In the event the President vacates their office prior to the end of the term, the Vice President shall perform the duties of the President, except as may be limited by the resolution of the Board, with all the powers of and subject to all restrictions upon the President. The Vice President shall have, to the extent authorized by the President or the Board, the same powers as the President to sign contracts or other instruments. The Vice President shall perform such other duties as from time to time may be assigned by the President or the Board.

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5.8. TREASURER. The Treasurer, subject to the Board's control, shall provide a leadership position within the Board in the area of fiscal review.

5.9. SECRETARY. The Secretary shall, in addition to their duties as a director and a member of the Executive Committee, perform all duties incident to the Secretary and such other duties as may from time to time be assigned to him or her by the President or the Board.

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5.10. IMMEDIATE PAST PRESIDENT. Upon expiration of their term as President, the President shall serve as Immediate Past President. In addition to their duties as a director and a member of the Executive Committee, the Immediate Past President shall perform such duties assigned to him or her by the Board from time to time.

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5.11. COMPENSATION. The President, Vice President, Treasurer, Secretary, and Immediate Past President shall receive no compensation for their services as officers but may receive reimbursement for expenditures incurred on behalf of the corporation.

Association shall be disposed of and the proceeds distributed to member cities and towns in a formula identical to that in which Association dues and assessments are assessed.

ARTICLE 6. ADMINISTRATIVE PROVISIONS

6.1. FINANCES. The finances of the corporation shall comprise of membership fees of the members and other moneys as may be received from other sources. All membership fees and other moneys shall be paid to the corporation, which shall deposit all such moneys in an approved financial institution. All expenditures of the corporation shall be made in accordance with the annual budget adopted by or as amended by the Board.

6.2. BOOKS AND RECORDS. The corporation shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of its members and Board, and any minutes that may be maintained by committees of the Board; records of the name and address and class, if applicable, of each member and director, and of the name and post office address of each officer; and such other records as may be necessary or advisable. All books and records of the corporation shall be opened by request at any reasonable time for inspection by any member of three months standing or to a representative of more than 5% of the membership.

6.3. ACCOUNTING YEAR. The accounting year of the corporation shall be twelve (12) months ending December 31 of each year.

6.4. RULES OF PROCEDURE. The rules of procedure at meetings of the members, Board and committees of the Board shall be governed by rules contained in Robert's Rules of Order Newly Revised, Eleventh Edition, so far as applicable when not inconsistent with these Bylaws, the Articles of Incorporation or any resolution of the Board.

6.5 STAFF. The administration of Association routine operations shall be the responsibility of salaried staff, under the leadership of an Executive Director appointed by the Board.

ARTICLE 7. SPOKESPERSONS AND REPRESENTATIVES OF THE ASSOCIATION

Any elected official or other person who represents the member cities of this Association shall undertake to represent the interests of the group of cities as a whole or of the Association, and not the interests of their individual city. Representatives named by any Regional Caucus for appointment to regional forums and spokespersons identified by the Board or any committees shall represent the interests of the entire class of cities which they are charged with representing.

ARTICLE 8. AMENDMENTS

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted at the annual meeting of the membership by the affirmative vote of two-thirds of the voting members present.

ARTICLE 9. DISSOLUTION

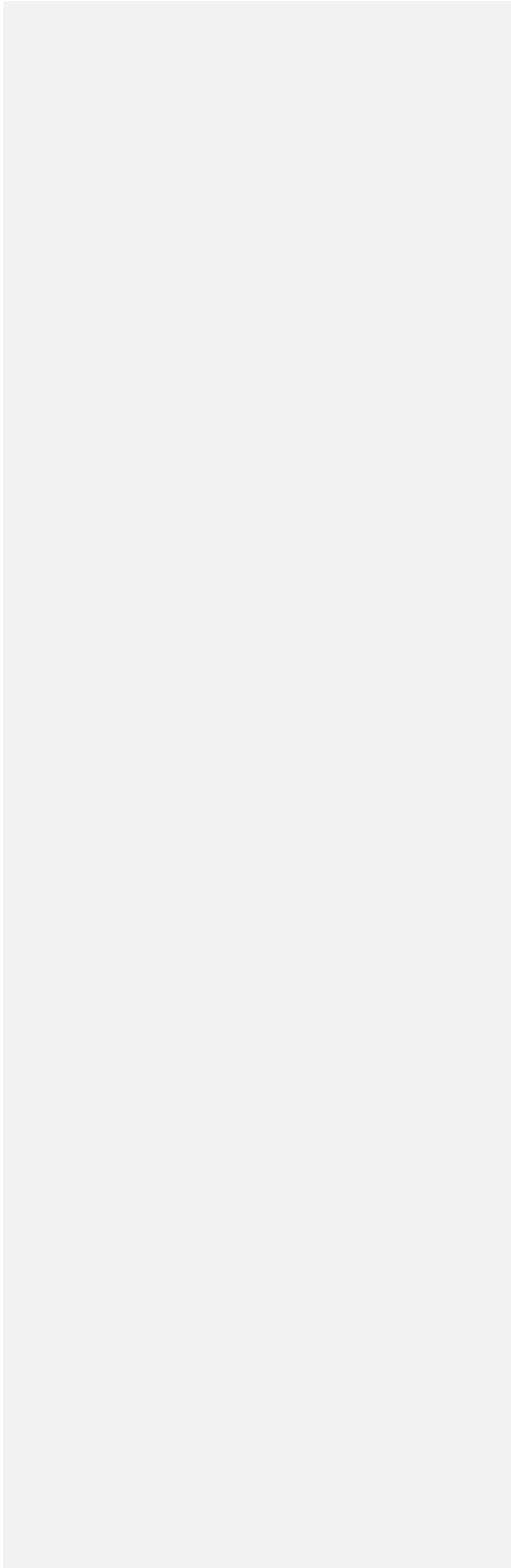
The Association may dissolve and conclude its affairs by the Board of Directors adopting a resolution in accordance with Chapter 24.03 RCW (Washington Non-profit Corporation Act) recommending that the Association be dissolved and directing that the question of dissolution be put to a vote of the entire voting membership. A resolution recommending dissolution shall be mailed to the member cities and towns at least twenty (20) days prior to the meeting at which the vote on dissolution is to be taken. A resolution recommending dissolution must be approved by a vote of at least sixty (60%) per cent of the member cities and towns qualified to vote. If dissolution occurs, the assets of the

* * * * *

CERTIFICATE OF ADOPTION

The undersigned, being the President of SCA, hereby certifies that the foregoing is a true and correct copy of the Amended Bylaws adopted by vote of the Membership of the corporation on December 4, 2019.

Leanne Guier, President



Appendix I.

The caucuses shall be comprised as follows:

NORTH CAUCUS	SOUTH CAUCUS	SNOQUALMIE VALLEY CAUCUS
Village of Beaux Arts	City of Auburn	City of Carnation
City of Bellevue	City of Burien	City of Duvall
City of Bothell	City of Covington	City of North Bend
City of Clyde Hill	City of Des Moines	City of Skykomish
Town of Hunts Point	City of Federal Way	City of Snoqualmie
City of Issaquah	City of Kent	
City of Kenmore	City of Maple Valley	Total 2019 Population 30,900
City of Kirkland	City of Normandy Park	SOUTH VALLEY CAUCUS
City of Lake Forest Park	City of Renton	City of Algona
City of Medina	City of SeaTac	City of Black Diamond
City of Mercer Island	City of Tukwila	City of Enumclaw
City of Newcastle	Total 2019 Population 590,840	City of Milton
City of Redmond		City of Pacific
City of Sammamish		Total 2019 Population 27,985
City of Shoreline		Population per OFM.
City of Woodinville		All caucuses subject to payment of 2020 dues as approved.
City of Yarrow Point		
Total 2019 Population 581,000		

502 MEMBER EMERITUS

“Member Emeritus” shall be conferred by the Board of Directors on individuals meeting the following criteria:

- a) The individual must be retiring from his/her elected position with an SCA member city.*
- b) The individual must have provided distinguished service on behalf of member cities in King County.*
- c) The individual must have served as an elected official of a member city for a minimum of 8 years.*
- d) The individual must have actively participated in SCA as evidenced by service on the SCA Board or an SCA committee or task force for a minimum of 2 years.*

Complete list of prior honorees:

1. Jim White, Kent 2005
2. Rosemarie Ives, Redmond 2007
3. Steve Mullet, Tukwila 2007
4. Mary-Alyce Burleigh, Kirkland 2009
5. Nancy McCormick, Redmond 2009
6. Sally Nelson, Burien 2009
7. Ava Frisinger, Issaquah 2013
8. Linda Kochmar, Federal Way 2013
9. Pete Lewis, Auburn 2013
10. Bob Sternoff, Kirkland 2013
11. Chris Eggen, Shoreline 2015
12. Mia Gregerson, SeaTac 2015
13. Suzette Cooke, Kent 2017
14. Don Gerend, Sammamish 2017
15. Will Ibershof, Duvall 2018
16. Doreen Marchione, Redmond/Kirkland 2017

Members Emeritus approved by SCA Board October 2019:

1. Margaret Harto, Covington
2. Ken Hearing, North Bend
3. Dennis Higgins, Kent (*previously approved 2017*)
4. Denis Law, Renton
5. John Marchione, Redmond
6. Amy Walen, Kirkland

Additional members for consideration:

1. Councilmember Marlla Mhoon, Covington
2. Deputy Mayor Catherine Stanford, Lake Forest Park
3. Councilmember Hank Margeson, Redmond
4. Other?

CITY MANAGERS AND ADMINISTRATORS
NOVEMBER
MEETING AGENDA

WEDNESDAY, NOVEMBER 6, 2019

9:30 TO 11:30 AM

RENTON CITY COUNCIL CHAMBERS
1055 S GRADY WAY, RENTON, WA 98057

- 9:30 AM A. WELCOME & INTRODUCTIONS**
DEBBIE TARRY, CITY MANAGER, CITY OF SHORELINE
- 9:40 AM B. ROUND TABLE PHASE I – ELECTION OUTCOMES**
AN OPPORTUNITY TO SHARE YOUR JURISDICTION ELECTION OUTCOMES
- 10:00 AM C. AWC LEGISLATIVE UPDATE W/ CANDICE (VIA PHONE)**
- RECAP OF STATE-WIDE ELECTION OUTCOMES (HIGH LEVEL)
 - PRE-LEGISLATION SESSION PREVIEW
 - AWC LEGISLATIVE PRIORITIES
- 10:30 AM D. ROUND TABLE PHASE II**
AN OPPORTUNITY TO WRAP UP ELECTION RESULTS AND JURISDICTION LEGISLATIVE PRIORITIES
- 10:45 AM E. KING COUNTY ASSESSOR, JOHN WILSON**
UPDATE ON SENIOR/DISABLED TAX EXEMPTION/DEFERRAL ELIGIBILITY,
TAX AND ASSESSED VALUE TRENDS
- 11.15 AM F. SOUND CITIES ASSOCIATION UPDATE**
DEANNA DAWSON, EXECUTIVE DIRECTOR, SOUND CITIES ASSOCIATION (SCA)
BOB LARSON, SCA BOARD LIASION
- 11:30 AM G. ADJOURN**