



BYLAWS

OF

SOUND CITIES ASSOCIATION

Sound Cities Association
6300 Southcenter Blvd Suite 206
Tukwila Washington 98188
Phone 206 433 7168
Fax 206 242 8031
Email sca@soundcities.org

www.soundcities.org

CONTENTS

ARTICLE 1. Name, Offices and Registered Agent

- 1.1 Registered Offices and Registered Agent
- 1.2 Registered Agent of Record

ARTICLE 2. Purpose

ARTICLE 3. Membership

- 3.1 Classes of Members
- 3.2 Qualifications for Membership
- 3.3 Membership Annual Dues and Assessments
- 3.4 Voting Rights
- 3.5 Annual Meeting
- 3.6 Special Meetings
- 3.7 Place of Meetings
- 3.8 Notice of Meetings
- 3.9 Quorum
- 3.10 Manner of Acting
- 3.11 Meetings by Telephone

ARTICLE 4. Board of Directors

- 4.1 General Powers
- 4.2 Numbers
- 4.3 Qualifications
- 4.4 Election of Directors
- 4.5 Term of Office
- 4.6 Regular Meetings
- 4.7 Special Meetings
- 4.8 Meetings by Telephone
- 4.9 Place of Meetings
- 4.10 Notice of Special Meetings

- 4.11 Quorum
- 4.12 Manner of Acting
- 4.13 Resignation
- 4.14 Removal
- 4.15 Vacancies
- 4.16 Board Committees
- 4.17 Compensation

ARTICLE 5. Officers and Executive Director

- 5.1 Number and Qualifications
- 5.2 Election and Term of Office
- 5.3 Resignation
- 5.4 Removal
- 5.5 Vacancies
- 5.6 President
- 5.7 Vice President
- 5.8 Treasurer
- 5.9 Secretary /Executive Director
- 5.10 Immediate Past President
- 5.11 Compensation

ARTICLE 6. Administrative Provisions

- 6.1 Finances
- 6.2 Books and Records
- 6.3 Accounting Year
- 6.4 Rules of Procedure

ARTICLE 7. Spokespersons and Representatives of the Association

ARTICLE 8. Amendments

ARTICLE 9. Dissolution

APPENDIX I Updated annually

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 150,000 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 **Regional Affiliate Membership** SCA Regional affiliate membership is available to all cities and towns in Kitsap, Pierce, and Snohomish Counties having populations of less than 150,000 that demonstrate an interest in the purposes and programs of SCA and desire to make a useful contribution to its work.

3.1.2 **Regional Associate Membership** SCA provides an opportunity for private firms and individuals with a public service interest to become members through a special "associate" membership category. Associate members are non-voting members and are not eligible 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 150,000. 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 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 no less than 48 hours 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 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 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 at the annual membership meeting.

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, 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, his or her position on the Board shall become immediately vacant. Directors may have such other qualifications as the Board may prescribe by amendment to these Bylaws.

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 prior to December 31st each year at a caucus meeting.

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.

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.

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 by 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, he or she shall hold office until the expiration of the term. A 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. At the end of their term of office, a director is ineligible to serve on the Board for a minimum of one (1) year.

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

4.7. SPECIAL MEETINGS. 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 meetings shall be held at a location within King County, Washington designated by the Board, by any person entitled to call a meeting or by waiver of notice signed by at least nine directors.

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 his or her 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.

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 his or her term at any meeting of the Board.

4.15. VACANCIES. Any vacancy occurring in the membership of the Board shall be filled as described above. In the case of a caucus representative director, a meeting of the caucus shall be called to hold an election pursuant to 4.4.1(a).

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 Director-at-large.

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 shall be sent to the SCA Executive Director by any committee member or SCA delegation to any regional or county board, committee or task force to be placed on the agenda. Issues will be heard at one regularly scheduled meeting for discussion and may return no sooner than the next regularly scheduled meeting for action. Resources for the development of the issue will be provided by the interested cities. 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 by

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 by the Chair of the Public Issues Committee in October to recommend appointments to the committee. Members shall serve for a period of one year.

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.

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, s/he 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.

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: (a) at least one elected official of the Board of Directors for each of the offices of President, Vice President, and Treasurer of the corporation, respectively and (b) at one elected official of the Board of Directors for the Director-at large position on the Executive Committee.

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 he/she is being nominated.

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 AND EXECUTIVE DIRECTOR

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, his or her position shall immediately become vacant.

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 his or her 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, he or she shall hold office for one year.

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 to him or her by the Board from time to time.

5.7. VICE PRESIDENT. In the event the President vacates his/her 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 to him or her by the President or the Board.

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; EXECUTIVE DIRECTOR. There shall be an Executive Director who shall be selected and appointed by the Board and who shall also be elected by the Board to act as Secretary of the corporation. Such Executive Director shall manage the business of the corporation and principal office of the corporation, supervise all staff and contract employees, and attend all correspondence. The Executive Director shall submit an annual report and financial statement at each annual membership meeting, showing all receipts and expenditures of the corporation for the previous year. The Executive Director shall submit an annual budget to the Finance Committee for the coming fiscal year.

The Executive Director as Secretary shall: (a) keep the minutes of the meetings of the members and the Board, and minutes which may be maintained by committees of the Board; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records of the corporation; (d) keep records of the post office address and class, if applicable, of each member and director and of the name and post office address of each officer; (e) sign contracts or other instruments; and (f) in general, 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.

5.10. IMMEDIATE PAST PRESIDENT. Upon expiration of his or her term as President, the President shall serve as Immediate Past President. In addition to his or her 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.

5.11. COMPENSATION. The President, Vice President, Treasurer, 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.

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 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 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 on Parliamentary Procedure, newly revised, so far as applicable when not inconsistent with these Bylaws, the Articles of Incorporation or any resolution of 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 quorum 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 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.

* * * * *

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 2, 2015.



Matt Larson, 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 Bothell	City of Burien	City of Duvall
City of Clyde Hill	City of Covington	City of North Bend
Town of Hunts Point	City of Des Moines	City of Skykomish
City of Issaquah	City of Federal Way	City of Snoqualmie
City of Kenmore	City of Kent	Total 2015 Population 28,640
City of Kirkland	City of Maple Valley	SOUTH VALLEY CAUCUS
City of Lake Forest Park	City of Normandy Park	City of Algona
City of Medina	City of Renton	City of Black Diamond
City of Mercer Island	City of SeaTac	City of Enumclaw
City of Newcastle	City of Tukwila	City of Milton
City of Redmond	Total 2015 Population 553,580	City of Pacific
City of Sammamish		Total Population 26,225
City of Shoreline		Population per OFM.
City of Woodinville		All caucuses subject to payment of 2015 dues as approved.
Total 2015 Population 392,655		