

GMVUAC Bylaws

The following document is the GMVUAC Bylaws (these Bylaws) and includes all amendments through August 5, 2019.

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Article I — Name, Organization, and Purposes

Section A Name and Contact Information

1. The name of the organization shall be "Greater Maple Valley Unincorporated Area Council" and is referred to herein as "GMVUAC" or the "Council".
2. The GMVUAC's contact information and mailing address is as set forth on its official Internet website at www.gmvuac.org.

Section B Organizational Format

1. The GMVUAC is a council of volunteer citizens who reside in the unincorporated portion of Tahoma School District No. 409 and that, in a non-partisan manner, represents as its primary, defined service area this part of the Greater Maple Valley/Cedar River Community Service Area

(CSA) advocating with King County, state officials, and other organizations for the interests of the citizens of this unincorporated area -- some 16,000 rural area residents.

2. The GMVUAC is organized under the laws of the State of Washington as a nonprofit corporation. GMVUAC is not a charitable organization under any part of 26 U.S.C. Section 501.

Section C Purposes

The purposes of the Council are:

1. To contribute to the orderly development of GMVUAC's primary service area, while maintaining its historic rural character;
2. To make and publish studies which promote and improve its primary service area;
3. To act as liaison for the residents of its primary service area in providing area representation, comments, and recommendations to county, state, and federal agencies;
4. To consider and take appropriate action, at its sole discretion, on any issues or matters arising outside of its primary service area where such may have a significant impact or affect on its area residents; and
5. To exercise all powers necessary or convenient and within its corporate authority to implement and/or carry out any of these purposes.

Section D Definitions

Undefined words and terms will have their usual and customary meanings as defined in a standard English language dictionary, including as may be appropriate the most recent edition of Black's Law Dictionary. Terms related to gender will apply equally to male and female, and singular will include plural where necessary and appropriate to fairly interpret and apply these Bylaws. The laws and statutes of the State of Washington will apply

to interpret and enforce these Bylaws. As used hereinafter, the following words are specially defined as follows:

1. "Action" is intended to mean any communication, product, or report authored and presented by the GMVUAC as an official expression of its collective membership regarding or relating to any issue or matter brought before and approved by the Council.

2. "Ad Hoc Committee" is a short term work group as may be designated from time to time by the Council Chairperson upon recommendation of any member, other committee, or the Council, and assigned special projects outside the jurisdiction of any existing Standing Committee and report to the Council its recommendation(s) for possible future action. Members may volunteer to serve on an Ad Hoc Committee and, thus, assume the responsibilities thereof assigned by the Council Chairperson.

3. "Election" shall mean, as used and applied in these Bylaws unless expressly provided otherwise herein, the manner and means chosen by the Council in these Bylaws to fill available seats on the Council from all qualified individuals residing in the GMVUAC's defined service area. An election is intended to be a fair, yet flexible and cost-effective, means and method employed to secure voluntary citizen participation on the Council and its various activities. An election does not have to be conducted by ballot or vote of the general population of residents in the geographic area served by the GMVUAC.

4. "Focal Point" is a position/responsibility as may be designated from time to time by the Council Chairperson upon recommendation of any member, other committee, or the Council, and assigned to monitor a particular government function or agency and report to the Council for possible future action. Members may volunteer to serve as a Focal Point and, thus, assume the responsibilities thereof assigned by the Council Chairperson.

5. "May" and "Should" are permissive terms and connote discretion and such action or conduct will not be challenged and overturned unless the exercise thereof was abused by being unreasonable or based on untenable grounds or reasons.

6. “Proxy” generally means a person who is authorized to represent and act for another. Under the GMVUAC Bylaws, a member of the Council in good standing may, subject to certain limitations and requirements, designate another member who will be present in person at the meeting to represent and act on behalf of him/her, including and not limited to casting votes for him/her on any matter before the Council. See Article II, Section E.

7. “Quorum” – a simple majority of all members in good standing of the GMVUAC or the Executive Committee constitutes a quorum for that body. A quorum is the smallest number of members in good standing who must be present in person or by designated alternate member (not by proxy) in order for the Council or the Executive Committee to proceed with a meeting at which business may be transacted and any decisions made. *E.g.*, if there are a total of 15 members in good standing in the GMVUAC, there must be at least 8 members present in person or by designated alternate member to constitute a quorum and conduct a valid meeting. Committees other than the Executive Committee are not required to have a quorum present in order to meet and conduct any of their business.

8. “Regular Meeting” is that meeting of the entire Council membership held once per month at a designated time and place (see Article VI, Section A).

9. “Shall” and “Must” are words of command and connote a required, mandatory, or imperative action or conduct.

10. “Will” connotes an expected or required action or conduct to be undertaken (*i.e.*, controlling future action or conduct).

Section E Illustrations and Examples of Bylaws

At the conclusion of these Bylaws there are presented illustrations and examples of the application of certain provisions of these Bylaws as an aid for members.

Article II — Composition and Membership

Section A Community Areas

1. The primary service area represented by the Council shall consist of four community areas: Francis, Hobart, Ravensdale, and River Heights.
2. All residents in these four community areas are constituent members of the primary service area represented by the Council.

Section B Community Area Boundaries

1. At least once every four years the Council's Executive Committee may review each community area and make recommended changes to the Council.
2. The Council by majority vote shall approve changes to the boundaries of the community areas. The boundaries of each community area shall be geographically connected; however, although the population of each community area should be taken into consideration, there is no requirement that the number of residents in each community area be substantially equal.
3. The boundaries of each of the four community areas are defined and depicted in Attachment #1 (subject to change by majority vote of the Council; no Bylaws amendment required).

Section C Membership

1. The membership of the Council shall be comprised of volunteer representatives, each of whom shall reside in the GMVUAC's defined service area.
2. Each community area shall be entitled to four representatives. Those members living in a specific area will represent that area. In the event a community area has more than four members or fewer than four members residing therein, members willing to voluntarily serve as at-large representatives will be appointed by the Council to equalize the count in

the four areas. Residents who express an interest in consideration for membership on the Council will have in the letter sent to them from the Public Relations Committee an explanation of this at-large provision to ensure they are apprised of the possibility that they could be selected to represent a community area in which they do not reside.

3. Each representative shall occupy a position on the GMVUAC at will. Council members are not subject to re-election, and will continue to voluntarily serve on the GMVUAC until one of the following occurs: resignation; moving out of the GMVUAC service area; termination by vote of the Council; excessive absenteeism; or other incapacity resulting in a vacancy.

4. The GMVUAC shall normally use its biennial survey to conduct elections to fill vacancies on the Council. If all 16 Council positions are filled at the time a biennial survey is conducted, such survey will not include any call for an expression of interest in membership from survey respondents; however, volunteers for non-member participation in any GMVUAC committees will be accepted.

5. Should an existing member of the Council decide to resign membership, that member shall give written notice to the Chairperson not less than 60 days prior to any scheduled biennial survey/election so that a vacancy of that member's seat may be included as part of that biennial survey/election. If circumstances do not allow for such timing and/or advance notice, the resignation of any member shall be filled under and pursuant to the procedures applicable to vacancies.

6. Subject to any other provisions of Article VII, Section I, of these Bylaws, for good cause shown and for a reason other than absences, an existing member may be removed and permanently terminated from the Council by super majority vote of the Council at any Regular Meeting.

7. New members shall be sworn in by taking the following oath that is administered by the Chairperson: "I (state your name) do solemnly swear or affirm to perform my duties as a member of this Council, to faithfully abide by all Council Bylaws, and to represent my community area and this Council, in good faith and to the best of my ability."

Section D Qualifications and Residence Requirements

1. A member is qualified to serve on the Council if he/she is at least 18 years of age, a registered voter, and a resident of the GMVUAC's defined service area. The Public Relations Committee will undertake reasonable verification that each potential member is qualified to serve on the Council.
2. Whenever a non at-large representative moves from their community area to another community area, the Council will decide in which community area that at-large member will serve and represent.
3. The membership of any representative moving outside the boundaries of the Tahoma School District, or into an incorporated area, shall terminate automatically upon such a move, and the position held by the member shall be considered vacated.
4. As may be necessary, the Council shall determine an at-large member's community area of representation should there be future changes in community area boundaries. See Article II, Section F(4)(e) for general provisions applicable to out-of-area member appointments.

Section E Attendance Requirements

1. Subject to those limitations and/or exceptions set forth below in Sections (E)(2) through E(8), inclusive, a member will be considered present for any meeting of the Council if that member (a) is no more than 1 hour tardy and present in person; (b) has properly designated an alternate member (but no more than three times in any 12-month period); or (c) has been properly excused. However, if a Regular Meeting is cancelled due to inclement weather or other circumstance determined by the Executive Committee on a case-by-case basis, no member shall be deemed absent at either that Regular Meeting or, because of conflict or other such reason, at the rescheduled Regular Meeting due to such cancellation.
2. Unless otherwise formally excused by and at the discretion of the Chairperson with notice given to and ratification by the Council, if a member has been absent from three Regular Meetings within a 12-month period and is not present and has failed to designate an alternate member

for roll call at a fourth meeting within the same 12-month period, the Chairperson or acting Chairperson shall declare the absent member's position to be vacated and notify that member of such action, unless the absent member has expressed an unequivocal desire to continue serving on the Council and has good cause for their absence, which shall be determined by a simple majority of the members present at that Regular Meeting.

3. For the purpose of meeting attendance requirements, a member who, at the request of the Council or its Chairperson, is attending another meeting shall be considered present for the Council meeting, if the scheduled time of the other meeting makes it impractical for the member to attend both meetings. If the conflict in times is in doubt, the Chairperson, subject to review by the entire Council, shall rule on the question.

4. A member whose position is declared vacated for failing to meet attendance requirements may apply for re-appointment.

5. Whenever a member cannot attend a Regular Meeting of the Council, that member may designate another member of the Council as his/her proxy in writing. It is the responsibility of the member designating a proxy to make certain the recipient of the proxy is aware of and accepts the member's request. E-mail communication (to the Chairperson) satisfies the proxy requirement; however, the proxy shall be shown to the Chairperson before any vote is taken in which a member intends to cast a proxy vote.

6. Whenever a member cannot attend a Regular Meeting of the Council, and if that member chooses not to designate a proxy, that member may, but no more than three times in any 12-month period, designate another resident of the same community area who is at least 18 years of age and a registered voter to be an alternate member to represent the area. The regular member shall make this designation in writing to the Chairperson before the call to order of the meeting.

7. Alternate members may participate in all discussions and they may vote and count towards quorum requirements.

8. The Recording Secretary shall record a member absent if the member does not appear to the Recording Secretary at the meeting place within one hour of the call of the roll, or before adjournment, whichever comes first.

Section F Vacancies

1. If a position on the Council is vacated at any time, for any reason, the position shall be filled at the next regular biennial survey/election.

2. Notwithstanding Section F(1) above, the Council, at its next Regular Meeting, may choose to vote whether or not to fill the position before the next biennial survey/election. If it is decided to fill the position before the next regular biennial survey/election, the Chairperson shall direct the Public Relations Committee to immediately advertise the vacancy in the Voice of the Valley or other suitable means of giving public notice.

3. Candidates for a vacancy shall apply in writing or by e-mail during a period determined by the Chairperson and according to any other terms approved by the Council.

4. The Council shall vote to fill any vacancy:

a. If no candidate for appointment to the Council receives a majority vote, the candidates receiving no votes and the candidate receiving the least number of votes (but at least one vote) shall be eliminated from consideration and the Council shall choose from the remaining candidates.

b. The procedure of eliminating one candidate at a time from consideration shall be repeated until one candidate has a majority vote.

c. The Chairperson, in his/her discretion, may break any tie votes in this appointment procedure. If the Chairperson chooses not to break the tie, the Council may continue to deliberate the choice of remaining candidates to fill the vacancy, else the vacancy shall continue to be unfilled until the next biennial survey/election to fill such seat.

d. If the vacancy arises from a non at-large member, the Council shall only consider applicants from the community area that the vacated position represents, unless there are no candidates from that community area. If the vacancy arises from an at-large member, applicants to fill such vacancy must only meet those general requirements for Council membership.

e. At the sole discretion of the Chairperson and upon affirmative vote of the Council at a Regular Meeting, any member of the Council residing in a community area which would otherwise have more than four representatives may be appointed to serve as an at-large member to represent a community area in which he/she does not reside. Such out-of-area appointment shall continue at will unless decided otherwise by the Council. The Council shall endeavor to ensure that each community area is fully represented, but not over-represented thereby minimizing the necessity for out-of-area appointed at-large members.

5. Membership on the Council by appointment to fill a vacancy is effective upon the candidate's receiving a majority vote of the Council, and the appointee shall be sworn in before any other business and thereafter continue to serve at will just as all other members of the Council.

6. Notwithstanding any other provision of these Bylaws to the contrary, when there exists for any reason a vacant position on the Council any qualified resident of the GMVUAC's defined service area may attend in person a monthly regular meeting of the Council and express his/her desire to be considered for membership on the Council. At such Regular Meeting, in the discretion of the Council, the Council may interview that volunteer and vote on his/her Council membership. If that person is approved for Council membership, such new member will be sworn in at the next regular monthly Council meeting and notice of such new member shall be posted on the GMVUAC website. Depending on the circumstances of the vacancy now filled, the Council will determine whether such new member will serve that specific community area in which he/she resides, or whether such new member will be appointed as an at-large out-of-area representative.

Section G Membership Duties

Each member is expected to participate and to contribute in a responsible way and, among other responsibilities:

1. To participate on at least one major subject-matter committee (Economic Development, Environment, Growth Management, or Transportation) and at least one other standing or ad hoc committee, or focal point (see Attachment #2 for current list of GMVUAC standing committees and focal points);
2. To maintain a file of all relevant materials on Council matters, such as minutes of Council and committee meetings;
3. To maintain communication with residents of his or her community area;
4. To serve, when necessary and appropriate, as a representative of the Council when participating in other community organizations. The Chairperson and the Corresponding Secretary are the usual Council spokespersons at meetings with government officials or other organizations; however, any member when authorized by the Council to do so, may speak or write on its behalf. Council members shall make it clear when they as members of the Council are expressing their own opinions and when they are speaking or writing in behalf of the Council. When acting as representatives of the Council, members (a) may only describe those policies and decisions that have been agreed to by the full Council; and (b) must make clear they are not authorized to make commitments unless the full Council has already authorized such a commitment. Finally, should they decide to speak as individual citizens, they must first state they are doing so and, thus, are not presenting Council positions; and
5. To exercise diligence in protecting the Council against charges of conflict of interest or appearance of conflict of interest. In meeting this objective a member shall abstain from any Council deliberations or votes out of which such charges should reasonably arise. If a member believes that another member may be subject to such a charge, he/she may state that belief as a point of order. A conflict of interest exists when a member accepts, directly or indirectly, anything of value, which is given for the purpose of obtaining

special consideration in the Council's activities; or whenever a member, business associate of the member, or someone in the member's household has a financial interest in an issue, and the person with that interest could benefit differently than other Council members or the public.

Article III — Elections and Surveys

Section A Frequency of Elections

An election, if necessary, shall be held in each odd numbered calendar year in order to fill any available seats on the Council due to vacancy by such seat(s) not being filled and/or by resignation/removal of existing Council members. The election shall be included as part of the biennial survey conducted by the Council and scheduled so as to be fully completed by the end of December. Existing members of the Council will not be subject to any re-election and shall continue as an at will voluntary member of the Council unless and until he/she resigns or is otherwise removed from the Council. At least 60 days prior to an election, the Public Relations Committee will submit a summary of the eligibility requirements for membership on the Council and for completion of the biennial survey to be published in a newspaper/ publication of general circulation in the GMVUAC represented area. At the discretion and motion of the Chairperson and passed by the Council, elections may be held in any calendar year in which the total membership of the Council is fewer than seven (7) members in good standing. See Article II, Section F.

Section B Conduct of Elections and Surveys

Unless otherwise decided and passed by a two-thirds vote of the Council at a Regular Meeting, the provisions in Article III, Section A, and the following general guidelines will govern the Council's conduct of elections and surveys, all of which fall under the jurisdiction of the Public Relations Committee:

1. Reasonable advance mailed notice of GMVUAC member elections and citizen opinion surveys will be given to each family residing in the community areas represented by the Council. If mailed notice is deemed

by the Council to be too costly, the Council shall determine what alternative means constitutes reasonable advance notice.

2. The preferred method of conducting elections and surveys will be online through the GMVUAC's official Internet website – www.gmvuac.org.

3. At least 30 days advance notice of the GMVUAC election and survey shall be published in the Voice of the Valley, and on the GMVUAC's official Internet website.

4. Each resident of the community area who is at least 18 years of age is entitled to participate in the election and survey. The online survey, and included notice of intent to be considered for membership on the Council, is to be completed and submitted online at no cost to the resident. Reasonable means should be employed to ensure that each respondent completes only a single survey; including possible required identification of respondent's voting precinct, street address, and/or email account.

5. The results of each member election and opinion survey will be summarized and published as soon as possible in the Voice of the Valley, and online on GMVUAC's official Internet website.

6. Depending on member representation for the respective community areas, the Council may decide to assign an elected member to represent a community area in which such member does not reside in order to retain members or to balance representation. So long as each Council member resides within the Community Service Area represented by the GMVUAC, a member does not have to reside within the specific community area he/she is designated to represent. See Article II, Section F(4)(e).

Section C Council Consideration of Membership Candidates

1. Included in the online survey will be a convenient means by which each resident will be informed as to his/her appropriate community area and whether there are any vacant positions on the Council and/or for that area. Only if at such time there exists one or more vacant seats on the Council, the resident will be asked whether or not he/she wishes to be considered for voluntary membership on the Council. If the resident so wishes to be

considered, the indication of which choice shall require him/her to insert relevant contact information, including at a minimum his/her name, street address, telephone number, email address, and an affirmation that he/she is a registered voter. A notice will also be given informing the resident that final selection for membership will be subject to an interview with and at the discretion of the existing members of the Council. The resident will then be given the option to stay in or opt out of consideration, and then be directed to the survey for completion.

2. Upon conclusion of the time period selected for conduct of the survey and election, the Public Relations Committee shall collect and review all affirmative responses, and shall present a summary thereof to the Council at its next Regular Meeting. Such summary shall include the name of those residents who wish to be considered for membership on the Council and in which community area each potential candidate resides.

3. Based on the number of residents who have asked to be considered for membership on the Council in light of the number of vacant seats that exist and whether such seats were filled by a member who resided in that specific community area or whether it was filled by an out-of-area at-large member, the Council will, in its collective and good faith discretion, determine which, if any, of the volunteer residents will in fact be considered for membership on the Council.

4. If the results of the election do not yield any volunteer residents to fill all vacancies on the Council, the existing members of the Council may nominate residents who they know are interested in membership on the Council and regardless of community area in which such person in fact resides.

5. The Public Relations Committee will by letter contact each volunteer, or otherwise nominated, resident and invite him/her to attend the next Regular Meeting for an interview with the Council. After the Council interviews each volunteer or nominated resident, such persons and the public in attendance will then be excused from the meeting and the Council shall vote on each person for membership. A majority vote is required for confirmation of membership on the Council, and such vote shall be final, conclusive, and not subject to appeal. Following the vote on all such candidates, the

meeting shall be reopened to the public and the results will be announced by the Chairperson. New members shall immediately be sworn in by the Chairperson and take their seat with the Council and fully participate in all matters. The Council by majority vote will also determine, as appropriate, if such new member(s) will be appointed to serve as an out-of-area at-large representative for a specific under-represented community area.

Section D Postponement or Suspension of Elections

The Council can postpone or suspend elections by a majority vote, and all vacancies will continue to be unfilled until the next biennial survey/election is held, unless the provisions for appointments are employed to fill vacancies pursuant to Article II, Section F.

Article IV — Officers

Section A Composition

Council officers are: Chairperson, Vice Chairperson, Recording Secretary, Corresponding Secretary, and Treasurer.

Section B Election of Officers

As its first order of business at the first Regular Meeting in the calendar year, after the swearing in of newly elected Council members, the Council shall elect its officers from among its members by majority vote. Election challenges shall be decided before the election of officers.

Section C Nominations

1. The Chairperson of the Council shall, at the December meeting, appoint a nominating committee. Such nominating committee shall be composed of one member from each of the Districts that make up the Council, where possible, and further that no member indicating intention to run for office shall be a part of the committee. Such intention shall be determined by show of hands at the direction of the Chairperson, of those wishing to seek office for the next year, before the nominating committee is formed.

2. Each duly elected and sworn member may run for any office with the exception of the Chairperson. Chairperson nominees shall have served a minimum of one full year on the Council.

3. The nominating committee shall elect one of their number as chair of the committee and one of their number as secretary of the committee. It shall be the job of the nominating committee to determine which members of the Council are intending to seek office. They shall make note of such intention and shall at the January meeting of the Council, report the slate of candidates to the current Chairperson, who shall run the election of officers.

4. Any member may make nominations from the floor, and on acceptance of the nomination by the nominated person his/her name shall be added to the list of candidates for that office, for purposes of balloting.

5. Election of the Chairperson shall be conducted first. On election of the Chairperson, the elected Chairperson shall conduct the remaining elections for officers.

6. All balloting may be by secret ballot except that where there is only one candidate for office, the election may be by acclamation, after proper motion and second from the floor. Passage of the motion shall be deemed election of that candidate to office.

Section D Vacancies

In case of the resignation, disqualification, or removal of an officer a special election shall be held at the next Regular Meeting of the Council to fill the vacancy. In lieu of a special election, the Council may at its discretion fill any officer vacancy by nomination and by super majority vote at the Regular Meeting at which such vacancy is announced.

Section E Duties of the Officers

1. The Chairperson shall oversee all activities of the Council; execute all instruments on its behalf; prepare the agenda; preside at and control all meetings of the Council and of the Executive Committee; call Emergency

Meetings, other than the Regular Meetings of the Council; assign issues or other matters to the appropriate committee for discussion and recommendations to the Council; and perform other duties usually inherent in such an office. Unless otherwise expressly precluded by these Bylaws, the Chairperson shall be entitled to cast his/her vote as any other member on any issue or matter before the Council.

2. The Vice Chairperson shall serve in the absence of the Chairperson and perform other duties as the Chairperson, or the Council, shall direct. In addition, the Vice Chairperson will coordinate with other Council members to find and invite prospective guest speakers for GMVUAC Regular Meetings.

3. The Recording Secretary distributes the agenda of each Regular Meeting of the Council and prepares and distributes the minutes of the prior meeting. Committee reports from the prior meeting should also be included with the minutes. The Recording Secretary also schedules rooms for Regular Meetings. The Recording Secretary shall keep all records of the Council, except those of the Corresponding Secretary and the Treasurer, and shall perform such other acts as the Chairperson shall direct.

4. The Corresponding Secretary shall prepare and transmit all correspondence from the Council, monitor Council website and email account to coordinate responses to all public inquiries, and shall perform other duties as the Chairperson shall direct. In addition, the Corresponding Secretary will prepare and submit meeting announcements to local newspapers, will prepare and submit for publication Council meeting summaries, and will generally act as the GMVUAC spokesperson with government authorities, agencies, and outside organizations.

5. The Treasurer shall receive and be accountable for all funds belonging to the Council; maintain bank accounts in depositories designated by the Executive Committee; render annual financial reports for the prior year at the February meeting; and pay all obligations as deemed necessary and with Council prior approval; and, with the approval and signature of one other officer, all obligations over \$250. The Chairperson is also authorized to sign checks in absence of the Treasurer.

6. The Executive Committee consists of the five current officers. In addition to any other specific powers set forth in these Bylaws, the Executive Committee manages the general corporate affairs of the GMVUAC, including the adoption of general policies and procedures as the need may arise. In addition, all functions and duties of the former Bylaws Committee are merged into and become functions and duties of the Executive Committee, and the Council Vice Chairperson shall assume the responsibilities of the former Bylaws Committee Chairperson and oversee the management and amendment of these Bylaws. The Executive Committee has the power and authority at any time to establish procedures and guidelines prescribing Council member usage of the GMVUAC website and interaction with members of the public. Any such procedure or guideline adopted by the Executive Committee may be overruled by the Council at any Regular Meeting, and the Council is entitled to pass a replacement procedure or protocol if deemed necessary and appropriate. At the discretion of the Executive Committee, meetings may be held, up to once per month to review active business of the Council, to set the agenda for the upcoming Council meeting, etc. The meetings are open to all Council members. Three members constitute a quorum of the Executive Committee for the transaction of official business.

Article V — Committees

Section A Standing Committees

1. The Council may establish a standing committee by a majority vote. See Attachment #2 for a current list of the GMVUAC standing committees.
2. Each standing committee shall have: a name, a description of its area of oversight, and at least three Council members, one of whom shall serve as chair of the committee. The committee shall select a chair and a vice chair, who will serve in the chair's absence. From time to time the Council will review the membership of each committee and determine whether there should be changes in its composition in order to equalize member workload and ensure that each committee is appropriately represented by both GMVUAC members and non-members.

3. The Council Chairperson shall appoint a temporary chair for each standing committee whose members can then select a permanent chair.

4. Subject to the provisions of Article II, Section G, membership on all committees, except the Executive Committee, shall be voluntary. Whenever fewer than three Council members serve on any committee, that committee shall cease to function. At the Council's discretion, that committee may subsequently be revived when at least three members express a desire to serve on that committee, or the function(s) thereof may be designated as a focal point.

5. Non-members of the Council may be members of standing committees, other than the Executive Committee, subject to confirmation of the Council.

6. The Executive Committee is a permanent standing committee as described in Article IV, Section E(6).

Section B Ad Hoc Committees and Focal Points

1. Upon proper recommendation, the Council Chairperson may form ad hoc committees and focal points for any purpose. Persons serving on such need not be members of the Council. The Council Chairperson shall determine the size and duration of ad hoc committees and focal points. Subject to Article II, Section G(1), service on any particular ad hoc committee or focal point is voluntary. The Council Chairperson shall appoint the initial chair of each ad hoc committee and focal point unless the Council determines otherwise. See Attachment #2 for current list of GMVUAC ad hoc committees and focal points.

2. The Joint Transportation Initiative (JTI) is a special cooperative undertaking of the GMVUAC. See Attachment #2 for a description of the JTI.

Section C Committee Chair Reports

At each Regular Council Meeting, the committee chair or vice chair shall report on all pertinent matters subject to his or her committee, which have occurred during the previous month, including recommendations on issues

or matters assigned to it under its jurisdiction. A written report shall be distributed by e-mail to all Council members in advance of each Regular Meeting as an informational and time saving measure. See Article VI, Section G, Paragraph 8.

Article VI — Meetings

Section A Regular Meetings

1. The Council shall hold Regular Meetings on a consistent day and hour each month. The Chairperson, or Vice Chairperson as appropriate, shall have complete control over such Meeting for the purposes of regulating time and duration of discussions, but not relevant content thereof.
2. The Council may change the date or the hour of any or all Regular Meetings by majority vote, provided that reasonable efforts are made to notify all members of any change at least 10 days in advance of any meeting affected by the change.
3. The Chairperson may cancel or postpone a Regular Meeting in case of serious emergency, scheduling conflict, or weather -- provided that all reasonable efforts are made to notify all members of the change.
4. The first Regular Meeting in each calendar year is considered to be the annual meeting of the Council.

Section B Special and Emergency Meetings

1. The Council may hold Special Meetings for any purpose in addition to the Regular Meetings.
2. The Council Chairperson shall notify all members at least 7 days in advance of the time, place, and purpose of a Special Meeting.
3. The Council may hold Emergency Meetings for any emergency purpose provided that reasonable efforts are made to notify all members of the time, place, and purpose of the meeting.

4. In all Special or Emergency Meetings, the Council may transact business only on those matters, which are relevant to the announced purpose of the meeting.

Section C Open Meetings

All Council and committee meetings shall be open to interested members of the community. Written notice of each Council Regular Meeting shall be provided to the news media and/or posted on the GMVUAC's official website prior to each meeting.

Section D Communication to Outside Organizations

Except as otherwise provided in Sections F and G below, all actions (products or reports) of all Council committee meetings and sub-committee meetings are preliminary only and not binding on the Council, and shall first be reported to the soonest Council Regular Meeting, or Special or Emergency Meeting called for its consideration and discussion, before it is finalized and sent to the Local, County, State, or Federal government or agency it seeks to influence. Notwithstanding any other Bylaw, any committee member is authorized to contact, by whatever means deemed appropriate, the staff or any representative of any federal, state, or local agency in order to pose a question to or obtain a clarification from such agency representative regarding or relating to any issue pending before the Council.

Section E Quorum and Rules of Order

1. The rules contained in the current edition of Robert's Rules of Order shall govern the Council whenever they are applicable and when they do not conflict with these Bylaws or any other rule that the Council adopts.

2. To pass any motion, or any measure, a simple majority of all members in good standing who are present at a Council or Executive Committee meeting either in person or by designated alternate, and including any additional absent members who do not designate an alternate but who do designate a member present as his/her proxy for the purpose of voting, is required to cast their vote in favor thereof. Should any member or alternate

present, and including any additional absent members who do not designate an alternate but who do designate a member present as his/her proxy for the purpose of voting, abstain from casting either a vote in favor of or against any motion or measure, such an abstention is neutral. See Illustrations and Examples.

3. The Chairperson can at his or her discretion at any time call the question on any motion thereby causing an immediate vote on said motion.

Section F Action by the Executive Committee

1. When the Executive Committee determines that Council action is required before the next Regular Meeting of the Council regarding or relating to any new issue or matter not previously brought to the attention of the full Council membership, the Executive Committee must first call a Special or Emergency Meeting of the Council, whichever is appropriate under the circumstances, EXCEPT that where the issue or matter has previously been brought up before the entire Council membership and a vote thereof giving directions or approval has been affirmatively given, but some intervening cause has given rise to the necessity for an immediate response of the GMVUAC not inconsistent with the previous consent given by the full Council, the Executive Committee has the discretion to, by itself and solely by e-mail, discuss, vote, and transmit any necessary communication to the appropriate recipient without first calling either a Special or Emergency Meeting. The Chairperson shall report such action taken by the Executive Committee, and the reasons therefor, to the Council at the next Regular Meeting. Unless a member brings a specific motion to rescind such action taken by the Executive Committee, and it passes by majority vote of the Council, the action stands. This exception is an extraordinary measure that shall not be abused by the Executive Committee, and is subject to review and abolishment by the Council at any Regular Meeting by simple majority vote.

2. A Special Meeting is any meeting other than a Regular Meeting for which at least 7 days advance notice may be given to members by e-mail or by other appropriate means intended to give reasonable notice (e.g., by mail, by personal contact, or by telephone). Notice of the issue(s) to be

discussed at such Special Meeting must be included in the notice, and no other business may be transacted or discussed thereat.

3. An Emergency Meeting is any meeting other than a Regular or Special Meeting that is time critical and for which at least 7 days advance notice cannot be given. Notice of an Emergency Meeting may be by e-mail or by other appropriate means intended to give reasonable notice (e.g., by mail, by personal contact, or by telephone). Notice of the issue(s) to be discussed at such Emergency Meeting must be included in the notice, and no other business may be transacted or discussed thereat.

4. If a quorum (a simple majority of all members of the Council) does not exist at any Special or Emergency Meeting called for the specific purpose of discussing and voting on a new issue or matter pursuant to Paragraph F(1), above, there is no Special or Emergency Meeting and such meeting must be cancelled immediately and no vote taken or issue discussed thereat.

5. The Executive Committee cannot overrule or countermand any action taken or decision made by the Council at a Regular, Special, or Emergency Meeting.

Section G Notices and Votes by E-mail

Notwithstanding any provision in these Bylaws or in Robert's Rules to the contrary, the following Rules shall govern the use of e-mail to give notice of Special, Emergency, and/or committee Meetings; and for members to engage in discussion of issues and cast votes thereon related to Council business, and for committee chairs to present status reports to the Council prior to any Regular Meeting in order to reduce the time for such agenda matters:

1. Notice of Special and Emergency Meetings may be given by e-mail or by other appropriate means intended to give reasonable notice (e.g., by mail, by personal contact, or by telephone). It's up to each member to subscribe to an appropriate e-mail service.

2. Notice of committee meetings may be given by e-mail or by other appropriate means intended to give reasonable notice (e.g., by mail, by personal contact, or by telephone).

3. Notice of any and all meetings of the Council and committees may be given to the news media (Voice of the Valley) by e-mail and posted promptly on the GMVUAC website at any time prior to the date and time of the meeting.

4. All votes conducted by the Council at Regular Meetings, at Special and/or Emergency Meetings, are in person by members, including votes cast by properly designated alternate members and proxies.

5. Business conducted, including discussion of issues, by any committee may be by e-mail or by other reasonable and appropriate means of communication (e.g., by personal contact, or by telephone).

6. Voting by the Council and/or the Executive Committee must comply with the quorum requirements of the Bylaws. However, under those limited circumstances where the Executive Committee deems it necessary and appropriate to take any action outside of a Regular Meeting and/or without first calling a Special or Emergency Meeting, see Article VI, Section F(1), the Executive Committee may conduct its discussion, vote, and execution of such action all by e-mail.

7. Final decisions made and actions taken by the Council shall be summarized in the meeting minutes that are posted on the GMVUAC website.

8. At least 5 calendar days prior to any Regular Meeting, each committee chair will prepare a written status report/summary of relevant committee activities, highlighting changes from the previous report and emphasizing any recommended action to be taken, and send to each Council member via e-mail in order to save time on such agenda matters otherwise required at the upcoming Meeting. Each Council member should review all such written status reports/summaries, and recommendations, in advance of the Regular Meeting and be prepared to appropriately discuss any issues and to vote on any required actions. The committee chair is not expected to

review in detail those matters set forth in his/her written status report/summary at the Regular Meeting.

Article VII — Rules of Operation

Section A Offices

The registered agent of the GMVUAC is as set forth in the annual Corporation Report filed with the Washington Secretary of State, Corporations Division. The GMVUAC's official mailing address is as set forth on its official Internet website. The Public Relations Committee will obtain and maintain an official Internet website (including a Mailchimp, Facebook, and other such ancillary/support sites, if and as may be approved by the Executive Committee), and e-mail account for the GMVUAC.

Section B Non-Discrimination

The Council, or any individual or committees acting on behalf of the Council, shall not discriminate in any of its activities, deliberations, or communications with regard to race, sex, religion, ethnicity, disability, sexual orientation, gender identity, national origin, income, age, or political affiliation.

Section C Contracts

The Council may authorize any officer of the Council to enter into any contract or execute and deliver any instrument in the name of and on behalf of the GMVUAC.

Section D Negotiable Instruments

The Treasurer shall sign all checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the GMVUAC. Two officers shall sign all checks over \$250.00.

Section E Depositories

All funds of the GMVUAC shall be deposited in a timely manner to the credit of the GMVUAC in such banks, trust companies, or other depositories as the officers may select.

Section F Gifts

Any officer may accept on behalf of the GMVUAC any contribution, gift, bequest, or device for any purpose of the GMVUAC. Any such gift received by an officer shall be reported to the full Council at its next Regular Meeting, with a decision made thereat as to the appropriate disposition thereof.

Section G Compensation

All members and officers of the Council shall serve without compensation. However, special Council-related and pre-approved expenditures of personal funds shall be reimbursed by the Treasurer upon submittal of an Invoice at the next Regular Meeting. Any Council member who incurs any expense related to Council business that was not pre-approved by the Council at a Regular Meeting shall not be entitled to reimbursement; and it shall be solely within the discretion of the Council whether or not to provide any monetary or other reimbursement or acknowledgment for such gratuitous personal undertaking and expense.

Section H Annual Budget, Audits, and Dissolution

At the November Regular Meeting, the Executive Committee shall present for Council approval a budget for the next calendar year of anticipated income and expenses, taking into consideration input from committee chairs, individual Council members, and CSA and other grant or financial aid requests. The Treasurer shall track and biannually report to the Council the status of compliance with the annual budget. The Executive Committee will review the GMVUAC's financial records before the first Regular Meeting of the calendar year and copies of the results shall be made available at the first Regular Meeting. Upon dissolution of the Council by action taken voluntarily by the Council or involuntarily by the

Secretary of State or a court of law, all business and affairs will be wrapped up and all Council assets shall be accounted for and disbursed in strict accordance with the laws of the State of Washington applicable to nonprofit corporations.

Section I Removals

1. An officer or member may be removed for cause from office or membership by a two-thirds vote of the members voting in favor of a motion stating the cause for removal. This requirement does not apply to vacancies created by a member's becoming ineligible to serve in his or her position on the Council.
2. No vote may be taken on a removal motion until the Council has made reasonable efforts to notify the member of the motion and to provide an opportunity for the member to respond to the motion. A member may not delay the vote by refusing to respond in a timely manner.

Section J Minority Reports

When four or more members of the Council object or disagree with the conclusions in full or in part of a committee or subcommittee report or product they shall have the right to construct the objections or disagreement into a written document delineating those objections or disagreements and such report shall be a product of the Council. A minority report shall include the names of the members who object or disagree and be included with the final Council approved documents transmitted to the Local, County, State, or Federal government or agency for which they are intended.

Section K GMVUAC Membership With Other Organizations

At the sole discretion and majority vote of the Council, the GMVUAC may apply to or otherwise become a member of any other organization deemed to be beneficial and appropriate to serving the Council's constituents.

Article VIII — Amendments

Section A Required Votes

1. The Council may amend these Bylaws by a two-thirds vote of the Council.
2. A proposed amendment (or amendments if more than one change is proposed) shall be read at one meeting of the Council and acted upon at the next Regular Meeting. In lieu of reading the text of any amendment(s) at the Council's Regular Meeting, the draft amended Bylaws may be e-mailed or otherwise provided to the Council members at least 7 calendar days prior to the Council's Regular Meeting.

ILLUSTRATIONS AND EXAMPLES

Article VI, Section E

A. If GMVUAC has a total of 15 members in good standing, a quorum is equal to 8 members who are present at a Council meeting. Presence of a member for determining a quorum is (1) where the member in good standing is physically present at the meeting; or (2) where a member in good standing designates an alternate and such other person is physically present at the meeting. Proxy designations do NOT count as physical presence for the purpose of determining whether there exists a quorum. If a quorum does not exist, there is no meeting and no business of any kind may be transacted. At the discretion of the Chairperson, a suitable time period may be given for tardy members to arrive in order to achieve a quorum. Under such a circumstance, however, at any subsequent time a member may move to adjourn that, if seconded and passed, will immediately terminate the assembly.

B. If a quorum exists and there are 9 members who are present at a Council meeting, and there are no proxy designations, a simple majority to pass any motion or measure is equal to 5 votes in favor.

C. If a quorum exists and there are 9 members physically present and 3 members who are absent but who have designated a proxy for the purpose of voting, a simple majority to pass any motion or measure is now equal to 7 votes in favor.

D. If a quorum exists and there are 9 members physically present and 3 members who are absent but who have designated a proxy for the purpose of voting, and four members who are physically present vote against the motion or measure and 2 proxy votes are cast against the motion or measure, the motion or measure FAILS -- 6 for and 6 against.

E. If a quorum exists and there are 9 members physically present and 3 members who are absent but who have designated a proxy for the purpose of voting, and three members who are physically present vote against the motion or measure, one member who is physically present abstains, and 2 absent members by proxy abstain, the motion or measure FAILS -- 6 for, 3 affirmatively against, 1 member present who abstained (neutral), and 2 absent members who by proxy abstained (neutral). Final tally is 6 for, 3 against, and 3 neutral.

Article IV, Section E(6)

F. The Executive Committee has a total of 5 members. A quorum is equal to 3 members in order for it to take any official action. IF all 5 members are present and 2 members abstain, the other 3 members must all vote in favor of the motion or measure in order for it to pass. IF all 5 members are present and 2 members abstain and 1 member votes against the motion or measure, the motion or measure FAILS. IF only 3 members are present, then 2 of the 3 members present must vote in favor of the motion or measure in order for it to pass.