

WASHINGTON STATE ASSOCIATION OF BOUNDARY REVIEW BOARDS

BYLAWS and RULES OF POLICY

Adopted May 24, 1986
Amended September 29, 1990
Amended March 25, 1994
Amended January 2004
Amended October 2007
Amended September 2009
Amended January 2017

ARTICLE I. NAME: The name of the association is Washington State Association of Boundary Review Boards.

ARTICLE II. PURPOSES: The purpose of the Association is to provide an organization for study, discussion, and action on matters of interest to boundary review boards (BRBs) within the state. To this end, the Association shall:

1. Arrange and conduct periodic meetings for the purpose of educating its members as to the powers and responsibilities of boundary review boards.
2. Arrange for the exchange of information among boundary review boards.
3. Promote consistency of boundary review board functions and processes in interpreting and carrying out duties and responsibilities according to statute and pertinent case law.
4. Review proposed legislation affecting boundary review boards and represent the views of the Association before the legislative and executive branches of Washington State government.
5. Initiate such legislation as it deems desirable to improve the operations of boundary review boards.
6. Communicate with the Association of Washington Cities, the Washington State Association of Counties, the special district associations, the Washington State Office of Community Development and the Washington Chapter of the American Planning Association.

ARTICLE III. MEMBERSHIP: Any boundary review board which has paid the annual membership assessment (Article VIII) and has indicated by appropriate action its desire to join the Association shall be a member board in good standing.

Any boundary review board member, boundary review board executive officer, and legal counsel of any boundary review board in good standing shall be a member of the Association.

ARTICLE IV. MEETINGS AND VOTING BY THE GENERAL MEMBERSHIP:

1. Annual Meeting: There shall be an annual meeting of the general membership at a time and place determined by the Executive Board.
2. Quorum: A majority of members in good standing who are present shall constitute a quorum at any meeting of the general membership.
3. Voting: All members of boards in good standing are entitled to one vote at any annual or special meeting. Staff of the Executive Board (Association executive officer or legal counsel) do not have voting privileges.
4. Voting by Mail: Voting by mail (via US mail or electronic mail) outside of the annual meeting and other meetings shall be conducted for issues deemed by the President or Executive Board to be significant enough to warrant a vote of the full membership. The Association's Executive Officer shall provide, to all member boundary review boards in good standing, a written notice of the subject upon which a vote shall be conducted. Each member boundary review board in good standing is entitled to one vote on the issue(s) and shall respond as requested by the Association's executive officer. A simple majority of ballots returned will determine the outcome of the election, provided, however, that in the event that more than 50 percent of the member boundary review boards fail to vote, the outcome may shall be determined by the Executive Board for a period of one year.

ARTICLE V. EXECUTIVE BOARD: Except at meetings of the general membership, the business of the Association shall be conducted by an Executive Board.

1. Officers: The Executive Board shall consist of the Association's president, president-elect, and the chairs of the standing committees. The president is empowered to appoint committee chairs and co-chairs to also serve as Executive Board members. The Association's executive officer and, if necessary, legal counsel of a member boundary review board in good standing shall assist the Executive Board. The immediate past president may serve as an ex-officio member of the Executive Board.

2. Election, Appointment, and Terms of Executive Board Members:

- a. The president and president-elect shall serve a term of one year or for the period of time between annual meetings or until their successors are elected and qualified. The president and president-elect shall be elected by a majority of attending members of boundary review boards in good standing at the regular annual meeting.
- b. The Executive Board may declare vacant the position of any Executive Board member who misses three consecutive meetings of the Executive Board. Before declaring a position vacant, the Executive Board shall notify the incumbent of its intentions to do so and allow the absent member an opportunity to offer a reason for absences. In this matter, the decision of the Executive Board is final.
- c. In the event that the offices of president and president-elect become vacant, the Executive Board shall appoint persons to fill these positions for the remainder of the term of office.
- d. The Executive Board shall select the Association's executive officer on an annual basis.
- e. The legal counsel, legislative liaison and financial officer shall be appointed by the Executive Board when these positions come vacant or as needed.
- f. The Association's executive and financial officers, legislative liaison and legal counsel do not have voting privileges.

3. Powers of the Executive Board: The Executive Board shall have the following powers:

- a. It may call a special meeting of the members whenever deemed necessary.
- b. It shall appoint and remove, at its pleasure, all officers, agents, and employees of the Association. It shall prescribe duties for these positions to the extent that these duties are not set out in these bylaws.
- c. It shall appoint an Association Executive Officer.

- d. It shall conduct and manage the affairs and business of the Association. It shall make rules and regulations consistent with these bylaws for the guidance of the officers and management of the affairs of the Association.
 - e. It may contract for such staff and clerical assistance as may be necessary to perform its duties.
 - f. It shall establish, levy and collect annual dues, assessments, and such other charges and fees necessary to carry out the purposes of the Association, consistent with the provisions of Article VIII Annual Assessments, of these bylaws.
 - g. It shall establish an annual budget at the first Executive Board meeting following election and shall authorize all expenditures of Association funds.
4. Duties of the Executive Board: The Executive Board shall carry out the following duties:
- a. It shall arrange and conduct, with the primary assistance of the conference committee, an annual meeting of the Association and such other meetings and conferences as it determines necessary.
 - b. It shall arrange for the exchange of information among boundary review boards.
 - c. It shall encourage and oversee the development and implementation of education and training programs for boundary review boards.
 - d. It shall review existing laws and proposed laws affecting boundary review boards and make such recommendations thereon as it deems appropriate.
 - e. It shall appoint such committees as are necessary to assist the Executive Board in the performance of its duties.
 - f. It may adopt rules of policy and procedure for the conduct of Executive Board meetings and meetings of the general membership. The president shall rule on all questions of procedure in accordance with such rules.

Whenever a question is not covered by such rules, Roberts Rules of Order, to the extent it is appropriate, shall apply. All decisions of the president shall be appealable to the general membership.

- g. It shall perform such other duties as are necessary to carry out the purposes of the Association or as directed by the membership.

5. Duties of Board Officers:

- a. The president shall preside over all meetings of the Executive Board and of the membership and shall sign, as president, all deeds, contracts, and other instruments in writing which have first been approved by the Executive Board. The president shall have, subject to the direction of the Executive Board, general supervision of the business affairs of the Association and generally shall discharge such other duties as may be required by the Executive Board. Committee chairs shall serve at the pleasure of the president.
- b. The president-elect shall, in the absence of the president or the inability or refusal of the president to act, carry on all the duties and powers required by law or by these bylaws. The president-elect shall have all the powers conferred by law or these bylaws upon the president. The president-elect shall be a member of the legislative committee.
- c. The Executive Board shall determine the duties of officers.

6. Meetings of the Executive Board: The Executive Board shall meet as soon as possible after election of new Board members for the purpose of determining meeting places and times for the ensuing year. Regular Executive Board meetings shall be scheduled as determined by the Executive Board. The Executive Board should strive to meet at least quarterly, but not less than twice a year.

Written notices shall be sent one week prior to the Executive Board meeting date. Special meetings may be called by the president or by a majority of the voting members of the Executive Board. Notice of a special meeting shall be given orally or in writing by the Association's executive officer at least 24 hours prior to said special meeting. Said notice shall include the agenda of the special meeting. At a special meeting, action may be taken only on those items that appear on the agenda of said special meeting.

No action may be taken at a regular meeting or special meeting unless a majority of the voting members are present or have consented in writing to the items of the meeting agenda. The Executive Board may act on all matters upon the majority vote of the voting members present at the meeting.

ARTICLE VI. STANDING COMMITTEES: The committees of the Association are established as presented below. Other committees may be established by the Executive Board according to these bylaws or by simple majority vote of the members of boundary review boards in good standing. These committees may be established at the annual meeting or other meetings of the general membership that are called pursuant to these bylaws. The president, where appropriate, shall appoint committee chairs and co-chairs from representatives of member boundary review boards in good standing.

1. Legislative Committee: This committee is responsible for monitoring, reviewing, developing, and responding to legislative proposals ~~which~~ that may affect the powers, responsibilities and capabilities of boundary review boards and the Association under RCW 36.93, *et seq.*

The legislative committee shall be comprised of be a minimum of four members. The State Association President and the President-Elect will serve on the Committee, as will the President- Elect. Any other member of the Executive Board may serve on the committee. A chair will be appointed by the President and approved by the Committee.

The Association's legislative liaison and officers from member boundary review boards in good standing, shall assist the committee. Assistance may include, but not be limited to: assistance in monitoring, reviewing, developing and responding to legislative proposals or other activities. Assignments related to the needs of the Legislative Committee will be at its discretion.

2. Conference and Education/Training Committee: This committee is responsible for planning the agenda and arranging annual meetings of the Association. The committee shall be chaired by a member of the host boundary review board designated to host that year's Annual Meeting.
3. Nominating Committee: The Executive Board shall appoint a nominating committee for the purposes of preparing for elections. It shall consist of one member of each of three boundary review boards in good standing as appointed by the Association president. The committee shall meet or otherwise communicate as necessary to develop a list of nominees to be submitted for consideration at the forthcoming meeting. Nominations may also be made from the floor at the annual meeting. The Executive Board shall make such rules as are necessary to carry out the provisions of this article.

ARTICLE VII. RESOLUTIONS OF THE MEMBERSHIP: Resolutions may be considered and adopted at the annual meeting of the Association and at any statewide, general meeting that is convened upon order of the Executive Board. Resolutions may be proposed by any member boundary review board in good standing, any member of such a boundary review board, or by the Executive Board. A proposed resolution shall be submitted in writing to the Executive Board at least forty-five days prior to the annual meeting at which the resolution is to be considered. The Executive Board shall mail copies of all resolutions so submitted to all member boundary review boards in good standing. Resolutions shall be mailed at least thirty days prior to the meeting at which they are to be considered. Adoption of resolutions submitted under this procedure requires a majority vote of the member boundary review boards in good standing that are present and eligible to vote.

Proposed resolutions (in written form by mail or electronic mail) may be submitted and considered at the annual meeting or any statewide, general meeting convened upon order of the Executive Board. The requirements set out in the preceding paragraph may be waived for such resolutions. Such resolutions may be considered at a meeting where at least 50 percent of the member boundary review boards in good standing are present. Two-thirds of the member boundary review board members present must approve a waiver of the requirements set out in the preceding paragraph.

ARTICLE VIII. ANNUAL ASSESSMENTS: Annual membership assessments shall be levied based upon the classification of counties as follows:

Counties over 1,000,000 population	\$450.00
Counties over 150,000 population	\$300.00
Counties under 150,000 population	\$150.00

Counties under 150,000 population and other counties with larger populations may request adjustment in assessments based upon available funding.

Any increase or decrease in the amount of the annual assessment established by the Executive Board shall be ratified by the membership before becoming effective.

The Association's financial officer shall prepare and present an annual financial report at the Annual Meeting.

ARTICLE IX. AMENDMENT OF BYLAWS: These bylaws may be amended at the annual meeting of the Association or at any statewide, general meeting convened upon order of the Executive Board. Bylaw amendments may be proposed by members of boundary review boards in good standing or by the Executive Board.

Proposed amendments shall be submitted to the Executive Board in writing at least forty-five days prior to the meeting at which they are to be considered. The Executive Board shall mail (which includes US mail and/or electronic mail) copies of the proposed amendments to all member boundary review boards in good standing. These proposed amendments must be mailed at least thirty days prior to the meeting at which they are to be considered. A majority vote of the members of boundary review boards in good standing that are present and eligible to vote is required for adoption of amendments submitted under this procedure.

Written amendments to the bylaws may be submitted and considered at the annual meeting of the Association without complying with the requirements set out in the preceding paragraph if at least 50 percent of the member boundary review boards in good standing are represented at such a meeting.

ARTICLE X. ESTABLISHMENT/AMENDMENT OF RULES OF POLICY: Rules of Policy may be established and/or amended upon order of the Executive Board. Rules of Policy may be proposed by members of boundary review boards in good standing or by the Executive Board. A written proposal to add, amend, or repeal a Rule of Policy must be provided ten (10) days prior to the meeting of the Executive Board. Any Rule of Policy may be added, amended, or repealed at any time by not less than a majority of the members present at any

Executive Board Meeting.