

# THE SWEDISH MEDICAL CENTER PROVIDENCE CAMPUS MASTER PLAN CITIZEN'S STANDING ADVISORY COMMITTEE

## Committee Bylaws

Adopted 11/17/2005

### **Article I. Purpose**

The Swedish Medical Center Providence Campus Master Plan Citizen's Standing Advisory Committee (Committee), is a representative group of adjacent community members and others who are interested in the Swedish Medical Center Providence Campus, that will advise the Institution and the City of Seattle (City) on matters related to the review of projects deriving from, or related to, the Providence Medical Center Final Compiled Major Institution Master Plan (the Plan) in order to achieve a balance of public benefits on the growth and change of the Institution with the need to maintain the livability and vitality of the adjacent neighborhoods. This will be accomplished by periodically reviewing the status of the Plan, any Master Use Permits (MUPs) that require a comment period or discretionary decision and any amendments and renewals of the Plan.

### **Article II Membership**

Section 1. Composition: The Committee shall be established jointly by the City and the Institution under the authority of a Memorandum of Agreement between the City and Institution, and shall be composed of not less than six nor more than twelve people plus two alternates, who are interested in performing advisory work consistent with the Committee member job description (Section 2, below). The Committee shall contain one non-management employee of the Institution appointed by the Institution. There shall be ex-officio members appointed by the following bodies: the Institution, City of Seattle Department of Transportation (SDOT), City of Seattle Department of Planning and Development (DPD) and City of Seattle Department of Neighborhoods (DON).

#### Section 2. Committee Member Job Description

Each Committee member will:

1. Contribute to developing good communication between the Institution and the adjacent community.
2. Become familiar with the Plan.
3. Serve a minimum term of 2 years, meeting a minimum of twice annually or as required to meet the schedule and agenda developed by the City and the Institution.
4. Maintain interest and a desire for involvement in neighborhood land use issues, particularly as they relate to the Institution and the community needs for medical services.

Section 3. Initial Appointments: Initial appointments to the Committee shall be made jointly by the Institution and Director of DON under authority of the Memorandum of Agreement between the City and Institution and reviewed by the Seattle City Council. The authorized formal membership of the committee shall consist of twelve voting members and two alternates.

Section 4: Re-appointment: Members may serve any number of consecutive two-year terms upon re-appointment by the City and Institution. Re-appointment is at the sole discretion of the City and Institution.

**Article III.  
Participation**

- Section 1. Term of Membership: In order to assure that the expiration of term on the Committee are staggered, each member shall serve an initial term of either two or three years and renewable two year terms thereafter. Those to serve initial terms of three years shall be selected by lot at the first or second Committee orientation meeting.
- Section 2. Resignation: A member may resign from the Committee by sending a letter to the ex-officio DON representative on the Committee, stating the effective date and the reason for resigning.
- Section 3. Replacement: Vacancies that occur on the Committee may be filled by the Director of the DON from a list of possible appointees acceptable to both the City and Institution, without Council confirmation, provided that such appointments do not alter the balance or size of the Committee. Persons serving in the alternate positions shall be considered first for any vacancy that occurs.
- Section 4. Option to Forgo Filling Vacant Positions: The City and Institution may forgo filling vacant positions so long as: 1) the active membership of the Committee does not fall below 75% of the size of the Committee established in the initial Memorandum of Agreement that authorized the Committee, or the absolute code-mandated minimum of six persons, whichever is greater; and 2) the vacancies do not significantly change the balance of the Committee.. In the event that the City and Institution recommend a delay in the replacement of members who have resigned, DON shall inform the Chair and all active members of the Committee, who shall have an opportunity to comment on the recommendation prior to the final decision.
- Section 5. Excused Absences: A Member who has two consecutive unexcused may be excused from attendance at any regularly scheduled meeting upon receipt of a formal notification to the Chair and/or ex-officio DON representative no less than 24 hours prior to the meeting.. Formal notification shall consist of written notice, e-mail or direct phone contact.
- Section 6. Termination from the Committee for lack of Regular Attendance: Members who have two consecutive unexcused may be terminated from the Committee upon recommendation of the Director of DON and with concurrence of the Chair and majority vote of the Committee. Terminated members can be replaced according to the process in Section 3 above.
- Section 7. Compensation: All members of the Committee shall serve without compensation.
- Section 8. Orientation: The Institution and the DON will provide appropriate and necessary orientation to all new members of the Committee.

**Article IV.  
Leadership**

- Section 1. General: The officers of Committee shall be a chair and vice-chair. Members and officers shall have one vote each.
- Section 2. Appointment and Term of Office: The officers shall be elected by the Committee Membership. The term of office shall be one year. Officers are eligible to be re-elected for consecutive terms.
- Section 3. Duties and Authority: The officers shall be responsible for setting meeting agendas in consultation with the Institution and ex-officio DON representative. The chair shall conduct each meeting and arrange for approval of all correspondence prepared on behalf of the Committee, The vice-chair shall assume responsibility in the absence of the chair.

**Article V.  
Decision Making**

The Committee shall endeavor to reach consensus on all recommended actions. If consensus is not possible a vote shall be taken by the show of hands and the record of the Committee shall show the number of votes cast for and against the recommendation. All actions of the Committee shall be constant with the purposes stated in Article I and the intent of the City of Seattle Major Institutions Code. Each major decision to be made by the Committee shall have a timeline which will be established by the Committee. Deviations, if any, from this timeline shall be approved in advance by the Committee.

**Article VI.  
Meetings**

- Section 1. Frequency: The Committee shall meet at least twice per year. Meetings will be established based on the agenda developed by the officers, the Institution and ex-officio DON representative.
- Section 2. Notice to Members: A written and/or e-mail notice of each meeting shall be sent to each Committee member at least one week prior to the established meeting date. The notice shall include the agenda of the meeting, the meeting time and location, the summary of the previous meeting and any new materials that may require action at the meeting.
- Section 3. Notice to Public: All meetings of the Committee are open to the public and opportunity for public input should be provided on each meeting's agenda. Notices of each meeting will be sent to: 1) interested parties, which shall include any person who has attended one of more meetings; and 2). presidents of local community groups (list established by the City, the Institution and Committee officers).
- Section 4. Location: The Institution shall arrange a suitable location for the Committee meetings.
- Section 5. General: Robert's Rule of Order apply to the conduct of each meeting. A quorum shall be defined as 60% of all eligible voting members (vacant positions shall not be counted as members). Actions taken by the Committee shall require a quorum present in person. In the absence of any regular member, whether excused or unexcused, the alternate members shall be counted both as a part of any required quorum and that alternative member shall be eligible to vote.

**Article VII.  
Reporting**

- Section 1. Meeting Notices and Agendas: The Institution and DON shall be responsible for working with the officers to prepare and to send the meeting notices and agenda.
- Section 2. Meeting Summary: DON shall be responsible for taking notes at each Committee meeting, preparing a summary of each meeting's activity and mailing it to all members. The summary shall be subject to review, amendment and approval at the next subsequent Committee meeting. The summary shall include a list of Committee members and excused and unexcused absences, and guests present at the meeting. Summaries of all meetings will be available at the office of DON for public review.
- Section 3. Correspondence: DON shall provide clerical assistance to produce the correspondence of the Committee. Copies of all Committee correspondence shall be sent to all voting, alternate and ex-officio Committee members.

**Article VIII.**

## Amendments

Members shall have the ability to propose new sections, or amend and repeal existing sections of the bylaws of the Committee at any meeting subject to the following conditions: 1) The proposed change to the bylaws shall have received a two-thirds vote of the active membership; 2) the proposed amendment is offered for consideration and discussed at one Committee meeting prior to the vote; 3) the proposed change has been provided to active member by mail or e-mail prior to the meeting at which a vote will be taken; and 4) no portion of the proposed change violates provision of the Seattle Municipal Code Chapter 23.69.

The above By-laws are approved and adopted by the City of Seattle/University of Washington Community Advisory Committee on the 11<sup>th</sup> day of \_November, 2005.