

## **By-Laws and Rules of Procedure**

### **Skagit County Marine Resources Committee (SCMRC)**

#### **INTRODUCTION**

Skagit County Marine Resources Committee (SCMRC) was established by Skagit County Resolution No. 17433 on May 4, 1999. Resolution No. 17682 on December 6, 1999 established official appointments to the SCMRC. The SCMRC was formed to bring together interest groups in Skagit County to discuss marine resource issues and determine action items relating to enhancing and protecting local marine habitat as stated in the goals of the SCMRC as enumerated in the August 20<sup>th</sup>, 1998 report to conveners and as adopted by the Skagit County Board of County Commissioners (BOCC) by resolution.

#### **COMMITTEE STRUCTURE**

1. The SCMRC will consist of interest groups from Skagit County that are concerned about marine resource issues in the County. These interest groups include but are not limited to:
  - Local government
  - Economic interests
  - Recreational interests
  - Tribal interests
  - Environmental interests
  - Concerned citizens
  - Marine scientists
2. Meeting Communication: In the spirit of collaboration, participants will attempt to identify solutions that meet the interests of all. They will seek to:
  - clearly articulate their own interests;
  - respect the legitimacy of the interests of other participants;
  - make an effort to educate themselves about the issues and interests involved;
  - listen to, and hear what each participant is saying;
  - refrain from personal attacks or accusations;
  - take responsibility for assuring each member's interests are met.
3. The Board of Skagit County Commissioners appoints Committee members for 4-year terms.

**WE, THE MEMBERS** of the Marine Resources Committee of Skagit County, State of Washington, hereby adopt, publish and declare the following By-laws and Rules of Procedure.

## **I. NAME, MEMBERSHIP, AND PURPOSE**

**NAME:** The official name shall be “The Skagit County Marine Resources Committee” (SCMRC), hereinafter referred to as “the Committee”.

**PURPOSE:** The Committee’s purpose is to investigate, research and identify local marine resources and marine resource and habitat problems; recommend remedial actions to Skagit County agencies & authorities; carry out such recommendations where appropriate; and build local awareness of the issues and broad-based community support for the remedies as enumerated in the August 20<sup>th</sup>, 1998 report to conveners and as adopted by the Skagit Board of County Commissioners by resolution.

**MEMBERSHIP:** Members of the Committee are those individuals appointed by the Board of Skagit County Commissioners (BOCC) pursuant to its resolution establishing the Committee.

**ALTERNATES:** Each member may from time to time designate an Alternate to attend and participate in the Committee's meetings, functions, or activities during his/her absence so that the member is kept informed. Designated Alternates are authorized to vote on behalf of the member they represent. The Chair for purposes of establishing a quorum may count the presence of an Alternate at any meeting. Whenever possible, the member should announce and/or introduce the designated Alternate prior to the occasion when the Alternate may need to participate in a vote.

## **II. MEETINGS**

*Statement of Intent:* A goal of the SCMRC is public awareness. To promote public confidence, all efforts shall be made to insure that all parties wishing a voice have their say. In addition all interested parties should be invited to hear all sides of any discussion.

Basic Rules:

- A. All meetings of the Committee and/or its sub-committees shall be held in accordance with the Open Public Meeting Act, Chapter 42.30 RCW.
- B. All meetings shall be held at such times and locations as the Committee determines and for which public notice is provided, unless otherwise directed by the Chair. Regular meetings shall be held on the second Thursday of each month beginning at such time and place as the Committee or its Chair determines and shall be open to the public. Meetings will be announced in local papers. Regular meetings may be changed at the will of the Committee. Special meetings shall be at the call of the Chair or a majority of the Committee members in accordance with the provisions of Section 42.30.140 RCW, the Open Public Meetings Act.
- C. Committee member participation in all regular and special meetings, workshops and hearings of the full Committee is expected. When a Committee member must miss a meeting, the member should notify the Chair or the Vice Chair as soon as possible prior to the meeting.
- D. In the event that a Committee member has un-excused absences from three (3) or more consecutive regular meetings, or when a Committee member’s conduct adversely affects the business of the Committee, the SCMRC (by 2/3 majority vote) may, through its Chair, request the appointing County Commissioner(s) to review that Committee member’s value to the Committee’s mission. This may include a recommendation for the removal and replacement of the member by the Board of Commissioners.

- E. Individual citizens, representatives of organized groups and neighboring areas are encouraged to present issues of concern. To that end the public shall be provided an opportunity to speak or comment on matters pertaining to the Committee's mission at some time during every regular, special and workshop meeting.
- F. When a regular meeting day falls on a legal holiday, the Committee will convene at the call of the Chair in accordance with the special meeting provisions of Section 42.30.140 RCW, the Open Public Meetings Act.

### **III. ELECTION OF OFFICERS**

- A. The officers of the Committee shall consist of a Chair, a Vice-Chair, a Secretary, and a Treasurer (or Financial officer). The Committee shall also elect a representative and alternate to the Northwest Straits Commission per the NW Straits Initiative. Officers and the NWSC Representative shall be elected by majority vote of the appointed voting members of the Committee and must be elected from among the Committee's voting membership. The Secretary may or may not be an officially appointed Committee member. The Committee may choose not to fill the positions of Secretary and Treasurer. If said positions are filled it shall be in the manner prescribed herein.
- B. The election of officers and Northwest Straits Commission representatives shall take place on the occasion of the first meeting of the Committee, in January of each year or as soon thereafter as practical. Officers shall assume office upon election. The Northwest Straits Commission representatives shall take office upon expiration of the previous officers' terms. The term of each officer and NWSC representative shall run for a period of one year with a maximum of two consecutive years in any office. The term of the Northwest Straits Commission representative may be extended by SCMRC consensus for an additional year for the purposes of said representative serving as an officer of the Northwest Straits Commission. Any officer may be removed at any time, for cause, by the Committee after a vote by a 2/3 majority of the Committee's total membership of record.
- C. A vacancy caused by the resignation or removal of any officer of the Committee during that person's term of office shall be filled for the remaining term of office from amongst the membership by a new election of the Committee.
- D. The Committee may, by simple majority vote, hereafter create such other officers or positions as it deems fitting for its mission. Such other officers or positions shall be elected by the Committee from within or outside its membership as described above. Such other officers or positions include but are not limited to Executive Secretary, Executive Director, etc. whose duties and responsibilities shall be defined in any motion to create such positions or offices.

### **IV. CHAIR, VICE CHAIR, COMMITTEES, CONDUCT OF MEETINGS**

- A. The Chair shall preside over the meetings of the full Committee and exercise the powers usually incident to the office, retaining, however, to him/her self as a member of the Committee, the full right to have his/her own vote recorded in all deliberations of the Committee.
- B. The Chair, with consent of the Committee, shall have the power to create standing or temporary committees of one or more members, charged with such duties, examinations, investigations and inquiries relative to one or more subjects of interest to the Committee. No standing or temporary committee shall make any recommendation except to the Committee as a whole. The term "Consent of the Committee" whenever used in these by-laws, shall be deemed granted if no objections are raised to a procedural action of the Chair, announced at regular scheduled meetings.

- C. The Chair shall take appropriate action to ensure that meetings are conducted in an equitable, orderly, and expeditious manner.
- D. The Vice-Chair shall, in the absence of the Chair, perform the duties incumbent upon the Chair. The Chair and the Vice-Chair, both being absent, the members present shall elect for that meeting a temporary presiding officer who shall have full powers of the Chair and Vice Chair if there is a quorum.
- E. The Chair may place reasonable limitations on questions and material presented by the public and time allotted to the subject before the Committee. The Chair, with consent of the Committee present at a meeting, may establish such rules for presentations and testimony to the Committee as may be deemed appropriate.
- F. In the conduct of formal hearings, The Chair shall require all speakers to state their names and addresses, and interest in the subject at hand. All speakers representing any specific organizations may additionally be required to present evidence authorizing such representation.
- G. Speakers or presenters claiming professional experience and knowledge regarding any matter before the Committee may be required to provide evidence (written or oral) for the record identifying their level of expertise in the subject at hand.

## **V. SECRETARY AND RECORDS**

- A. The Secretary of the Committee may or may not be a member of the Committee but shall be elected by the Committee of the whole.
- B. The Secretary, or person appointed by the Chair if no secretary is elected, shall keep a record of the attendance and proceedings of all meetings of the Committee, and its sub-committees when requested to do so; these records shall remain the property of the Committee; and
  - 1. Minutes will be distributed to Committee members within 5 working days via. mail or email. Minutes shall be prepared of all regular and special meetings and approved, subject to additions and corrections, at the next regular meeting of the Committee, unless waived and postponed by the Chair or Committee for cause.
  - 2. Sub-committees shall report on their meetings in either oral or written form to the Committee at such regular or special meetings as appropriate or upon request of the Chair. A written summary will be part of the recorded minutes.
  - 3. The record of the proceedings of the Committee and its sub-committees shall be maintained by the Secretary, or person appointed by the Chair if no secretary is elected, and include all oral and written testimony and exhibits received at regular and special meetings of the Committee. Written "Minority Reports" on actions taken by the Committee may be submitted by any voting member or members no later than 14 days after a meeting at which action is taken and shall be maintained as part of the official record.

## **VI. TREASURER AND RECORDS**

- A. The Treasurer of the Committee, if elected, must be a member of the Committee and shall be elected by the Committee.
- B. The Treasurer shall keep and maintain all financial records of the Committee in accordance with applicable laws of the State of Washington.

- C. The treasurer shall report to the Committee on the status and dispersal of funds managed by Skagit County. The Committee shall report in writing to the Skagit County Commissioners if the Committee deems certain county expenditures to be inappropriate.

## **VII. QUORUM AND VOTING**

- A. A simple majority of the total-voting members of the Committee shall constitute a quorum for the transaction of business. Any action taken by the Committee when a quorum is present, at any regular or special meeting, shall be deemed and taken as the action of the Committee, subject to the exception set forth in Paragraph B below. An action, petition or report to the public or to Public Agencies may only be approved by the passage of a motion for approval thereof, together with any associated written findings and recommendations.
- B. The decision making approach of the SCMRC will be by modified consensus. All reasonable effort is made to reach consensus. The rules below apply if consensus fails.
- C. If consensus has reached impasse then a motion from the floor may be made to call for a vote. That call for vote motion must be approved by a majority plus one. Approval of the measure requires a 2/3 majority. Whenever a vote is taken without reaching consensus, dissenting voting members shall be given the opportunity to present written minority reports to the official record within 14 days of the meeting at which action was taken.
- D. Voting will be by “ayes” and “nays”, except where State Law, these Rules, or the Committee may require a ballot or roll call vote. A roll call vote shall be required on the call of any voting member. Any member may abstain from voting upon announcement thereof to the Committee. Abstentions shall be part of the record of the proceedings. Any time a member present does not record his or her vote, by abstention or otherwise, it shall be counted and recorded as a vote with the majority for determining whether a motion passes or fails. In actions where a majority of the total-voting members is required, abstentions may also be counted by the Chair, with the consent of the Committee, as votes with the majority.
- E. Proxies: Voting by members shall be either in person or shall be presented in written form at a regular or special meeting of the Committee or its sub-committees if it is appropriate, as determined by the Chair, for the matter at hand. There shall be no voting by proxy, i.e. the granting or delegation of one member's vote to another member, in the conduct of the Committees' business, unless a motion to suspend the rules for such purpose is appropriately approved. As discussed under Paragraph “I” above, Designated Alternates are allowed to vote.
- F. Voting cannot be done at special meetings unless previously announced that a vote will occur.
- G. The Committee shall report at least annually to the Board of Skagit County Commissioners regarding the progress of the Committee and its mission.

## **VIII. AGENDAS**

An agenda shall be prepared by the Chair, Secretary and/or County Representative for each regular meeting and shall be distributed, at least by Electronic mail, to all Committee members and the local press not later than 24 hours prior to the meeting. Agendas for special meetings shall be similarly provided at the discretion of the Chair, time allowing. Notice of special meetings shall be provided by the most practical means to members and the local press at least 48 hours prior to each such meeting.

## **IX. FINANCIAL SUPPORT**

- A. Out-of-County travel and training expenses approved by the SCMRC for all SCMRC members shall be supported by the SCMRC fund, administered by Skagit County.
- B. Travel to and from regularly scheduled meetings and other events within Skagit County are not covered.

## **X. RULES OF ORDER**

The latest edition of Roberts' Rules of Order is hereby adopted to govern the Committee's formal proceedings in all matters not otherwise addressed herein. The implementation of "formal proceedings" for the purpose of this section shall be at the call of any member of the Committee unless a "motion to suspend the rules" as described in "Roberts Rules of Order" is adopted to the contrary by the Committee as a whole. In most cases "formal proceedings" need not be employed and meetings shall be conducted as determined most efficient by the Chair.

## **XI. CONFLICTS OF INTEREST**

Conflicts of interest will rarely arise as a matter of concern for SCMRC members; however, in the discussion, preparation and submittal of funding proposals for SCMRC projects it is possible that a conflict or the appearance of a conflict may arise.

- A. A conflict of interest is defined as the possibility or appearance of possibility, and not just the actuality of a private benefit, direct or indirect, or the creation of a material personal gain or advantage to the member, family, friends or associates who hold some share of a member's loyalty.
- B. Any member who believes that he or she has a conflict of interest on any matter before the SCMRC must, as soon as the chair introduces the matter, announce that he or she has a conflict and promptly leave the room. The particulars of the conflict need not be disclosed.
- C. A member who believes he or she may have the appearance of a conflict but who does not believe that an actual conflict exists nor that his/her ability to reach an unbiased conclusion is in any way compromised should, at the opening of the discussion, disclose the apparent conflict, declare that he/she does not believe he/she is biased in any way and ask if anyone in the audience would object to his/her participation in the matter. If there is an objection and the SCMRC would have a quorum without the member, the member should step down and leave the room. If there is no objection the member may remain and participate in the matter.
- D. If a member has not disclosed any appearance of a problem but is challenged from the floor and the challenge has no basis in fact, the member should so state and may decline to step down. A member is not obliged to accede to groundless challenges. However, if there may be an appearance of conflict, the member should respond in accordance with the earlier instructions in this section.
- E. A member who has questions about his or her participation in any matter to come before the SCMRC should direct those questions to the chair that may, if necessary, call upon the SCMRC for a decision. The SCMRC may call upon the prosecuting attorney for advice. The member, however, should begin his/her inquiries with the chair.

- F. A member's absence due to possible or actual conflict of interest shall be an excused absence and the reason shall not be disclosed to the SCMRC or the public prior to or during the SCMRC's consideration of the item.

## **XII. AMENDMENT OR SUSPENSION OF THE RULES**

These By-laws and Rules of Procedure may be amended at any regular meeting of the Committee by a 2/3 majority vote of the entire voting membership. Proposals to amend the By-laws must be presented in writing (by Mail, FAX, or e-mail) to all voting members at least 21 days prior to a regular meeting at which action is to be taken on the proposal. Rules of procedure contained herein, including Roberts rules of Order, but excluding quorum or voting requirements, may be temporarily "suspended" for a given purpose at any meeting by adoption of a motion "to suspend the rules" as provided in Robert's Rules of Order, and requiring a 2/3 majority of voting members present at a meeting with a quorum in attendance.

**APPROVED AND ADOPTED THIS 13<sup>th</sup> DAY OF July, 2006.**

## **NON-ADOPTED GUIDELINES FOR CONSENSUS DECISION MAKING**

### **1. Consensus Approach**

Consensus means that all parties involved in decision-making share a sense that they have reached a common resolution. Consensus implies that all participants in an action “are willing to live with” or “have no opposition.” to the overall action approved by the Committee.

### **2. Problem Solving Principles in Consensus Decision-Making.**

The objective is to reach consensus. Consensus is reached when all the participants agree or at least agree not to object. It is essential that each participant support the overall agreement. The participants may not agree with all aspects of an agreement; but they do not disagree enough to warrant their opposition to the overall package. Each participant agrees to be committed to the process and to participate in good faith. Acting in good faith means remaining honest throughout the process and contributing to the development of an outcome that accommodates the interests of all.

If, having negotiated in good faith, the participants find that they can reach agreement on a significant majority of the issues, but cannot agree on a limited number of issues, they may “agree to disagree” on those issues. They should describe clearly the areas of disagreements. They may indicate that further investigation is necessary on one or more of the unsettled issues. They may suggest that one or more of the unsettled issues be referred to some other decision-making process.

With respect to the issues on which a member withholds agreement, that member is responsible for explaining how his/her interests are adversely affected or how the proposed agreement fails to meet his/her interests. The member withholding agreement must propose alternatives and other members must consider how all interests may be met.