

BYLAWS	INTERPRETATION OF BYLAWS
<b>KING COUNTY REGIONAL HOMELESSNESS AUTHORITY</b>	
<b>IMPLEMENTATION BOARD BYLAWS</b>	
Article I. <b>Authority</b>	
Section I.01 <b>Authority; Purpose.</b>	
The “Interlocal Agreement for the Establishment of the King County Regional Homelessness Authority” dated December 18, 2019 (as it may be amended and supplemented, the “Interlocal Agreement”) between King County (the “County”) and the City of Seattle (“Seattle”), creates an Implementation Board (the “Implementation Board” or “Board”). The Board is responsible for the operations and management of the King County Regional Homelessness Authority (the “Authority”) and provides strategic vision, community accountability and robust oversight for the Authority by performing the duties established therein.	The Interlocal Agreement for the Establishment of the King County Regional Homelessness Authority creates an Implementation Board, which is responsible for the operations and management of the Authority. The Board provides strategic vision, community accountability, and robust oversight for the Authority.
The purpose of these bylaws (“Bylaws”) is to establish procedures for Implementation Board operations. These Bylaws are adopted by the Board pursuant to Article IX, Section 2(j)(vi) of the Interlocal Agreement.	The Implementation Board has created this document as a set of rules for how it should operate. The rules are called "Bylaws." The Board adopted the Bylaws because they are required to do so by the <a href="#">Interlocal Agreement</a> Article IX, Section 2(j)(vi).
Capitalized terms not otherwise defined herein shall have the meanings set forth in the Interlocal Agreement.	The <b>Interlocal Agreement</b> defines the <b>Implementation Board</b> as the governing body of the KCRHA. The <b>Authority</b> is the KCRHA itself. The <b>County</b> is King County, and <b>Seattle</b> is the City of Seattle. The <b>Bylaws</b> are the rules that govern how the Implementation Board should operate.
<b>Section I.02 Guiding Principles.</b>	
Actions of the Authority and its governing bodies, including the Board, will adhere to and be informed by the Interlocal Agreement, including but not limited to, the Guiding Principles outlined in Article IV, Section 3	The Authority and its governing bodies will take all actions in accordance with the Interlocal

of the Interlocal Agreement, an equity based decision-making framework as articulated in Article VIII, Section 2(m) of the Interlocal Agreement, a theory of change, and evidenced-based practices.	Agreement. They will be guided by the Interlocal Agreement's <a href="#">Guiding Principles</a> , an <a href="#">equity-based decision-making framework</a> , a theory of change, and evidenced-based practices such as but not limited to: Housing First, Harm reduction, Trauma Informed Care, and Culturally Responsive Services.
<b>Article II. Implementation Board Membership</b>	
<b>Section II.01 Membership Generally.</b>	
The Board is comprised of 13 members appointed pursuant to Article VIII, Section 2 of the Interlocal Agreement, including individuals representing those with Lived Experience. Members representing individuals who have Lived Experience shall be appointed by the Advisory Committee, which shall consider recommendations from the Coalition of Lived Experience or other groups representing individuals with Lived Experience of homelessness.	<p>The Board is made up of 13 members, including three people who represent people with lived experience. The Advisory Committee <i>appoints</i> the members who represent those with lived experience, after first <i>considering</i> recommendations from the Coalition of Lived Experience or other groups representing people with lived experience of homelessness. Priority for these three Board seats is given to individuals with personal lived experience.</p> <p>At least one of the three members representing those with lived experience must represent stakeholders who have lived experience outside of the City of Seattle.</p> <p>All appointments by the Advisory Committee of people representing those with lived experience must be <i>confirmed</i> by the Governing Committee prior to becoming effective.</p>

<p>Implementation Board Members shall be comprised of individuals representing the characteristics and holding the expertise and skills set forth in Article VIII, Section 2(a) and (b) of the Interlocal Agreement. All Implementation Board Members shall have equal status, voting rights and authority; provided, however, the Co-Chairs, the Treasurer and the Secretary (each as defined below) and other officers of the Board (if any) may have additional responsibilities as set forth herein and in policies and procedures of the Board.</p>	<p>The Implementation Board is made up of individuals with the characteristics and expertise set out in the Interlocal Agreement. All members have equal status, voting rights, and authority. However, the Co-Chairs, the Treasurer, the Secretary, and other officers of the Board may have additional responsibilities as set out in the Interlocal Agreement or the Board's policies and procedures.</p>
<b>Section II.02 Implementation Board Term.</b>	
<p>Members of the Implementation Board shall serve terms as provided in Article VIII, Section 2(c) and (d) of the Interlocal Agreement. Except as otherwise provided in the Interlocal Agreement with respect to initial appointments, Implementation Board Members shall serve four-year terms (or such shorter period, if appointed to fulfill a term or removed as provided in the Interlocal Agreement and/or these Bylaws). Implementation Board Members may serve no more than two successive terms. Implementation Board Members' terms begin at the start of the calendar year in which they are nominated for, and terms conclude at the end of the calendar year in which their term is set to expire.</p>	<p>Members of the Implementation Board serve four-year terms, with a maximum of two terms (total of eight years). Terms begin at the start of the calendar year in which the member is nominated, and end at the end of the calendar year in which the term expires.</p>
<p>Any Implementation Board Member may be deemed to have forfeited such individual's position as an Implementation Board Member and may be removed from such position as provided in the Interlocal Agreement. In particular, any Implementation Board Member who is absent for three consecutive regular meetings without excuse may, by resolution adopted by a majority vote of the then Implementation Board Members and such action concurred by a majority of the Governing Committee, be deemed to have forfeited such position on the Board and that position shall become vacant. Furthermore, if at least a majority of the Implementation Board determines that a Board Member should be removed with or without cause and such action is concurred by a majority of the Governing Committee, the Governing Committee may by resolution remove such Board Member and that position shall become vacant. Such forfeiture and/or removal may be effective immediately.</p>	<p>An Implementation Board Member can be removed from their position if they miss three consecutive meetings without an excuse. The decision to remove the member must be approved by a majority of the Implementation Board and the Governing Committee.</p> <p>A member can also be removed with or without cause if a majority of the Implementation Board and the Governing</p>

	Committee agree. The removal can be effective immediately.
<b>Section II.03 Vacancies.</b>	
A vacancy or vacancies on the Implementation Board shall be deemed to exist in the case of the death, disability, resignation, removal by forfeiture or removal by the Governing Committee or if the individual is no longer eligible for such appointment. Any vacancy on the Implementation Board shall be filled in the same manner as the original appointment. Vacancies during an unexpired term shall be filled as soon as reasonably possible for the remainder of the unexpired term.	<p>A vacancy on the Implementation Board occurs when a member dies, becomes disabled, resigns, is removed, or is no longer eligible to serve.</p> <p>Vacancies are filled in the same way as the original appointment. Vacancies during an unexpired term are filled as soon as possible for the remainder of the term.</p>
<b>Section II.04 Alternates.</b>	
Members of the Board representing those with Lived Experience appointed pursuant to the Interlocal Agreement may have alternates (an “Alternate”) to serve on the Board in the absence of such Members. There may be a total of three Alternates who may serve on behalf of any Member of the Board representing those with Lived Experience.	<p>The three members of the Board representing those with lived experience can appoint alternates to serve on the Board in their absence. There is a maximum of three alternates. These three alternates are a “slate” of alternates and can serve in the absence of any of these three primary Board members.</p> <p>Other members of the Board may not designate alternates or have other people serve on the Board on their behalf.</p>
Alternates for Members of the Board representing those with Lived Experience shall be appointed and confirmed in a manner similar to the primary Member; provided, at least one of the three Alternates shall represent stakeholders who have Lived Experience in areas outside the city of Seattle and priority shall be given to those individuals with personal Lived Experience.	Alternates for Board members representing those with lived experience are appointed and confirmed in a similar way to the primary member. Similar to primary members, at least one of the three alternates must represent stakeholders with lived experience outside of Seattle, and

	priority will be given to those individuals with personal lived experience.
Alternates are intended to serve from time to time in the absence of a primary Board Member. The Alternates shall be responsible for notifying the Board of the name of the Alternate, if any, for such Member.	Alternates are intended to fill in for primary Board Members when they are absent. Alternates must notify the Board their name and other contact information.
Either the primary Board Member or such Member's Alternate may attend meetings; provided, however, if both representatives are in attendance at a meeting of the Board, only the primary Member of the Board shall be included for purposes of establishing a quorum and voting on matters before the Board. If an Alternate is serving in a meeting on behalf of a Board Member, such Alternate shall have all of the rights and authority of the primary Member of the Board under the Interlocal Agreement and these Bylaws, including but not limited to establishing a quorum and voting on matters before the Board. When a Member of the Board is represented by an Alternate, the Member is considered to have an excused absence from the meeting and is not subject to forfeiting their seat as outlined in the Interlocal Agreement.	<p>Either the primary Board Member or their alternate may attend meetings. If both are present, only the primary Board Member will be counted for quorum and voting. Alternates have the same rights and authority as the primary Board Member, including voting and attending executive sessions, and must abide by the rules applicable to public officers. A Board Member who is represented by an alternate is considered to have an excused absence and will not be subject to forfeiture of their seat.</p> <p>As a reminder, provisions in the Bylaws regarding alternates only apply to the three Board Members representing those with lived experience.</p>
<b>Article III. Implementation Board Officers and Committees</b>	
<b>Section III.01 Officers of the Implementation Board.</b>	
The Implementation Board shall have two Co-Chairs, a Treasurer and a Secretary, each as described below. The Implementation Board may elect other officers and assistant officers as may be determined to be necessary. No person may simultaneously hold more than one office. In addition to the powers and duties specified below, the officers shall have such powers and perform such duties as the Implementation Board may prescribe.	The Implementation Board will have two Co-Chairs, a Treasurer, and a Secretary. The Board may also elect other officers and assistant officers as needed. No one may hold more than one office at a time. The officers will have the powers and duties specified below, and any other powers and duties that the Board may prescribe.

<b>Section III.02 Co-Chairs, Treasurer, and Secretary.</b>	
<p>(a) <i>Co-Chairs.</i> Implementation Board Members shall elect from its membership two Chairpersons (each a “Chair,” a “Co-Chair,” a “Chairperson” or a “Co-Chairperson”). Each Co-Chair shall serve in such position for a one-year term, or at such time as such officer’s membership on the Implementation Board ceases or terminates, whichever is sooner. Preference for a Co-Chair position shall be given to Members from the Lived Experience seats. The intent is to have a Member with Lived Experience serve as a Co-Chair of the Board.</p>	<p>The Implementation Board will elect two Co-Chairs from among its members. Each Co-Chair will serve for a one-year term, or until their membership on the Board ends, whichever comes first. Preference will be given to Members representing those with lived experience. The goal is to have one Member representing those with lived experience serve as a Co-Chair of the Board.</p>
<p>It shall be each Co-Chair’s duty to see that the transaction of Implementation Board business is in accordance with law, the Interlocal Agreement, and these Bylaws. Each Co-Chair of the Implementation Board shall have the following authority and responsibilities: to jointly preside at regular and special meetings of the Implementation Board; to jointly call special meetings as determined to be appropriate; and to each execute documents requiring approval of the Implementation Board (such as resolutions of the Implementation Board). On resolutions approved by the Implementation Board, the signature of one Co-Chair or the Co-Chair presiding at the meeting where the resolution was approved shall be sufficient to bind the Authority.</p>	<p>The Co-Chairs are responsible for making sure that the Implementation Board follows the law, the Interlocal Agreement, and these Bylaws. They will jointly preside over regular and special meetings, call special meetings as needed, and sign documents that require approval from the Board. The signature of one Co-Chair or the Co-Chair who presided over the meeting where the resolution was approved is sufficient to bind the Authority.</p>
<p>The Co-Chair in attendance at any meeting shall perform the duties of both Co-Chairs without further authorization in the event that the other Co-Chair is unable to attend. If neither Co-Chair is able to attend an Implementation Board meeting, Implementation Board Members then in attendance shall elect, by majority vote, a Chair pro tem to preside at such meeting.</p>	<p>If one Co-Chair is unable to attend a meeting, the other Co-Chair will perform the duties of both Co-Chairs. If neither Co-Chair is able to attend a meeting, the Implementation Board Members present will elect a Chair pro tem to preside over the meeting at the beginning of the meeting.</p>
<p>(b) <i>Treasurer.</i> The Treasurer shall coordinate with Authority finance staff and provide oversight of the funds and deposits of the Authority as prescribed by the Board. In collaboration with Authority finance staff, the Treasurer shall monitor all revenues and expenses of the</p>	<p>The Treasurer will work with the Authority's finance staff to oversee the Authority's funds and deposits. They will monitor all</p>

Authority, including those funds held by the County treasurer, and shall ensure maintenance of a complete and accurate account of all funds received and disbursed. The Treasurer will assist with the development of the budget and present a financial report of income and expenses at meetings of the Board.	revenues and expenses, including those held by the County treasurer, and ensure that all funds are accounted for accurately. The Treasurer will also assist with the development of the budget and present a financial report at Board meetings.
(c) <i>Secretary.</i> The Secretary shall keep or authorize others to keep a full and complete record of the meetings of the Board, the meetings of committees and officers with appropriate minutes, when necessary; shall supervise the keeping of the books and other records and ledgers and other written documents comprising the business and purpose of the Authority, and shall discharge such other duties as pertain to the office as prescribed by the Board.	The Secretary will keep or have someone else keep a full and accurate record of the meetings of the Board, committees, and officers. They will also supervise the keeping of the Authority's books, records, ledgers, and other written documents. The Secretary will also perform any other duties that the Board prescribes.
<b>Section III.03 Removal from Office.</b>	
Upon reasonable prior notice to all Implementation Board Members of the alleged reasons for dismissal, the Implementation Board, by an affirmative vote of a majority of the Implementation Board Members, may remove a Chair, Treasurer, Secretary or other officer of the Implementation Board from such position whenever in its judgment the best interests of the Authority will be served thereby.	The Implementation Board may remove a Chair, Treasurer, Secretary, or other officer from their position if they believe it is in the best interests of the Authority. The Board must give all Implementation Board Members reasonable notice of the alleged reasons for dismissal before voting on the removal. A majority vote of the Implementation Board Members is required for removal.
<b>Section III.04 Vacancies.</b>	
The Implementation Board shall fill any officer position which becomes vacant with a successor who shall hold office for the unexpired term and until such officer's successor shall have been duly appointed and qualified. Any successor shall be selected in the same manner as the appointment for the removed Board Member and any successor shall hold office for the unexpired term.	If an officer position becomes vacant, the Implementation Board will appoint a successor to fill the position. The successor will hold office for the remainder of the unexpired term. The successor will be selected in the same

	manner as the original appointment.
<b>Section III.05 Committees.</b>	
Pursuant to Article IX, Section 4 of the Interlocal Agreement, the Continuum of Care Board shall act as Advisory Committee to the Implementation Board.	The Continuum of Care Board will provide advisory services and serve as the Advisory Committee to the Implementation Board.
The Implementation Board may, by resolution, establish other committees, each consisting of one or more Implementation Board Members, to advise the Implementation Board. The designation of any such committees and the delegation thereto of authority shall not operate to relieve any Implementation Board Member of any responsibility imposed by law.	The Implementation Board can create committees to help them with their work, but the members of these committees are still responsible for carrying out their duties as Implementation Board Members.
<b>Article IV. Meetings of the Implementation Board</b>	
<b>Section IV.01 Implementation Board Meetings.</b>	
(a) <i>General.</i> Regular meetings of the Implementation Board shall be held at least six times per year in accordance with Article X of the Interlocal Agreement. The date, time and place of regular meetings for the upcoming calendar year shall be approved by resolution no later than the last regular meeting of the preceding calendar year. Regular and special meetings of the Implementation Board shall be held and noticed pursuant to the Interlocal Agreement and the chapter 42.30 RCW, as it may be amended from time to time (“Open Public Meetings Act”).	<p>The Implementation Board will hold at least six regular meetings per year. The date, time, and place will be approved by resolution. Meetings will be held in accordance with the Interlocal Agreement and the Open Public Meetings Act (OPMA).</p> <p>The OPMA is a Washington state law that requires government agencies to hold their meetings in public and to give notice of those meetings. The OPMA also allows government agencies to hold executive sessions to discuss certain confidential or sensitive matters. Only those topics permitted by law and specifically listed in the OPMA may be discussed in executive session and outside of an open public meeting. Not all topics, even sensitive topics, may be discussed in executive session. Washington state law imposes significant</p>



	consequences for violating the OPMA requirements.
At any meeting, a hearing of a particular matter may be continued to any subsequent meeting by a majority vote of the Implementation Board present, as provided in RCW 42.30.100. Notice of any continued meeting shall be provided in the same manner as special meetings. Meetings of the Implementation Board that fall on a holiday shall be rescheduled or cancelled by the Implementation Board.	<p>The Implementation Board may continue a hearing to a subsequent meeting by a majority vote. Notice of any continued meeting will be provided in the same manner as special meetings. Meetings that fall on a holiday will be rescheduled or canceled.</p> <p>Note that special meetings typically require at least 24 hours prior notice, as further described in the OPMA.</p>
(b) <i>Executive Sessions.</i> Executive sessions of the Implementation Board shall not be open to the public. Executive Sessions may be attended by Members of the Implementation Board, Alternates, legal counsel to the Authority, authorized staff members and/or other individuals as authorized by the Co-Chairs presiding over the meeting so as long as the attorney client privilege will not be deemed waived by such persons participation in the executive session.	An executive session is a meeting that is closed to the public. Matters discussed in executive session must be dept confidential. Only Members of the Board, Alternates, certain authorized staff and legal counsel to the Authority may attend an executive session.
Prior to convening an executive session, a Chairperson of the Implementation Board shall announce the executive session to those attending the meeting by stating the purpose of the executive session (in sufficient detail to identify the purpose as falling within one of those identified in the Open Public Meetings Act), and the time when the executive session shall end. The executive session may be extended by announcing to the public that it will be extended to a stated time. The Implementation Board shall not reconvene open session until the time stated unless such meeting is reconvened solely for the purpose of ending the meeting without further discussion or action. No final action shall be taken during an executive session. Everything discussed during an executive session, and all written materials reviewed during an executive session, shall be considered confidential by law and shall not be publicly disclosed by any Member of the Implementation Board, any Alternate or attendee of the executive session absent a vote of the Implementation Board on the record in a public meeting. This restriction applies to all executive session discussions and materials regardless of whether the Authority's counsel is present.	The Chairperson of the Implementation Board will announce the purpose of the executive session and the time it will end. The public meeting may not be reconvened until such time period that was announced has ended. There is an exception if the purpose of reconvening the public meeting is to only adjourn the meeting. The session may be extended, but the Implementation Board must announce the extension to the public. The Implementation Board may not take any final action during an executive session. Everything discussed during an executive session and all written materials reviewed during an executive session are confidential and may

	not be disclosed to the public, unless the reason falls under OPMA.
<b>Section IV.02 Quorum.</b>	
At all meetings of the Implementation Board, a quorum of the Implementation Board must be present in order to do business on any issue. A quorum is defined in the Interlocal Agreement as a majority of the Board Members in number, excluding any Board Member who has given notice of withdrawal or whose position is vacant.	A majority of the Implementation Board must be present to conduct business. A quorum is defined as a majority of the Board, excluding vacant positions.
For the sake of clarity, “doing business on any issue” means taking any “action” as defined in the Open Public Meetings Act. As of the date of these Bylaws, “action” is defined in the Open Public Meetings Act (RCW 42.30.020(3)) as “the transaction of the official business of a public agency by a governing body including but not limited to receipt of public testimony, deliberations, discussions, considerations, reviews, evaluations, and final actions. ‘Final action’ means a collective positive or negative decision, or an actual vote by a majority of the members of a governing body when sitting as a body or entity, upon a motion, proposal, resolution, order, or ordinance.”	The Implementation Board can only conduct official business if a majority of its members are present. This includes receiving public testimony, discussing and considering issues, and voting on motions, proposals, resolutions, orders, or ordinances. If a majority of the Implementation Board is not present, the Board cannot conduct any official business.
<b>Section IV.03 Participation in Implementation Board Meetings.</b>	
Pursuant to the Interlocal Agreement, meetings of the Implementation Board shall be open to the public to the extent required by the Open Public Meetings Act. Implementation Board Members may participate in a regular or special meeting in person or remotely as permitted in the Open Public Meetings Act.	The public is welcome to attend Implementation Board meetings. Board members can attend meetings in person or remotely, as allowed by the Open Public Meetings Act.
The Implementation Board shall allow members of the public to attend its meetings remotely as permitted in the Open Public Meetings Act. At a minimum, the Implementation Board shall provide telephone access to members of the public wishing to participate remotely. The telephone number shall be included in the meeting agenda available on the Authority’s website and through other means feasible to the Authority, including on the Authority’s public calendar and through social media, as applicable.	The public is welcome to attend Implementation Board meetings. They can attend in person or remotely by phone. The phone number to call will be listed on the meeting agenda, which is available on the Authority's website and other public channels.
<b>Section IV.04 Conduct of Business.</b>	
Meeting agendas will be set by the Co-Chairs in consultation with Authority staff and the Chief Executive Officer. The Chief Executive Officer, or such officer’s designee, will provide the agenda, previous	The Co-Chairs of the Implementation Board will create the meeting agenda with input

meeting minutes and other meeting materials to all Members of the Implementation Board in advance of any regular meetings.	from staff and the CEO. The Clerk will then distribute the agenda, minutes, and other materials to all members in advance of meetings.
Authority staff will be responsive to Implementation Board Members with requests and support as needed. Regular meeting agendas will include, but are not limited to, the approval of the minutes of the previous regular meeting and any special meetings held during the applicable time period and any other items for Implementation Board consideration and approval. Minutes shall be taken and recorded, whether in writing, by tape recording or by any other method deemed appropriate, for each meeting, and provided upon request as provided in Article X, Section 9 of the Interlocal Agreement.	The Authority staff will help the Implementation Board members with their requests and provide support as needed. The meeting agenda will include the approval of the minutes from the previous meeting, any special meetings, and any other items that need to be considered or approved by the Implementation Board. The minutes will be taken and recorded, and can be provided upon request.
The Implementation Board may devote part or all of its meeting to an informational study session during which no comments from the audience will be permitted, unless the Co-Chairs or a majority of the Implementation Board from time to time should decide otherwise.	This allows the Implementation Board to have a more productive meeting by focusing on gathering information and discussing it among themselves without being interrupted by public comments.
<b>Article V. Code of Conduct</b>	
<b>Section V.01 Code of Conduct; Ethics.</b>	
In accordance with, and as more fully set forth in, Article VIII, Section 4 of the Interlocal Agreement, Implementation Board Members (including Alternates, if any) shall conduct themselves in accordance with all applicable laws, including but not limited to, chapter 42.23 RCW, as it may be amended from time to time (the “Code of Ethics for Municipal Officers”), the Open Public Meetings Act, the Interlocal Agreement, these Bylaws, and policies of the Authority.	Implementation Board Members must follow the law. This includes the Code of Ethics for Municipal Officers, the Open Public Meetings Act, the Interlocal Agreement, and the Authority's Bylaws and policies.
<b>Section V.02 Attorney-Client Privilege and Work Product.</b>	
In accordance with, and as more fully set forth in, Article VIII, Section 4 of the Interlocal Agreement, the Authority, and not any individual Member of the Implementation Board, is the holder of any attorney-client privilege with the Authority’s counsel and any attorney work product protection. No individual Member of the Implementation Board shall make any disclosure or release any information which would	Only the Authority can decide what information to share with the public about its legal matters. No individual Implementation Board Member can disclose information about the Authority's

result in the waiver of the attorney-client privilege or work product protection absent a vote of the Implementation Board majority on the record in a public meeting.	legal matters without the Authority's permission.
<b>Article VI. Approval of Bylaws</b>	
Pursuant to Article III, Section 2(j)(vi) of the Interlocal Agreement, these Bylaws were approved by an affirmative vote of the Implementation Board pursuant to Resolution No. 2023-01, adopted on May 10, 2023.	These Bylaws were approved by the Implementation Board on May 10, 2023.