

KING COUNTY REGIONAL HOMELESSNESS AUTHORITY

IMPLEMENTATION BOARD BYLAWS

Article I. Authority

Section I.01 Authority; Purpose.

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 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.

Capitalized terms not otherwise defined herein shall have the meanings set forth in the Interlocal Agreement.

Section I.02 Guiding Principles.

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 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.

Article II. Implementation Board Membership

Section II.01 Membership Generally.

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.

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.

Section II.02 Implementation Board Term.

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.

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.

Section II.03 Vacancies.

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.

Section II.04 Alternates.

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.

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 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.

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.

Article III. Implementation Board Officers and Committees

Section III.01 Officers of the Implementation Board.

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.

Section III.02 Co-Chairs, Treasurer, and Secretary.

(a) *Co-Chairs.* 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.

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.

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.

(b) *Treasurer.* 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 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.

(c) *Secretary.* 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.

Section III.03 Removal from Office.

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.

Section III.04 Vacancies.

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.

Section III.05 Committees.

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 Implementation Board may, by resolution, establish other committees, each consisting of two 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.

Section III.06 Elections.

Elections will be held at the February Implementation Board Regular Meeting every calendar year. Elections will be held by a Chair Pro Tempore, who is a member of the Implementation Board that is not running for an officer position and is selected by the board present on election day.

Article IV. Meetings of the Implementation Board

Section IV.01 Implementation Board Meetings.

(a) *General.* 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](#)").

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.

(b) *Executive Sessions.* 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.

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.

Section IV.02 Quorum.

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.

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."

Section IV.03 Participation in Implementation Board Meetings.

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 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.

Section IV.04 Conduct of Business.

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 meeting minutes and other meeting materials to all Members of the Implementation Board in advance of any regular 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 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.

Article V. Code of Conduct

Section V.01 Code of Conduct; Ethics.

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.

Section V.02 Attorney-Client Privilege and Work Product.

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 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.

Article VI. Approval of Bylaws

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.