



KING COUNTY REGIONAL HOMELESSNESS AUTHORITY

GOVERNING BOARD BYLAWS

Article I. Authority

Section I.01 Authority; Purpose.

The “Amended and Restated Interlocal Agreement for the Establishment of the King County Regional Homelessness Authority” dated November 7, 2024 (“Interlocal Agreement”) between King County (the “County”) and the City of Seattle (“Seattle”), creates a Governing Board (the “Governing Board” or “Board”). The Board acts as the governing and oversight body of the King County Regional Homelessness Authority (the “Authority”). The Board is responsible for setting strategic policy direction and providing fiscal oversight and ensures the Authority is making progress on its mission. The Board may carry out additional functions and powers provided under the ILA.

The purpose of these bylaws (“Bylaws”) is to establish procedures for Governing Board operations. These Bylaws have been approved by resolution of the Board pursuant to Article VIII, Section 3(A)(2) of the Interlocal Agreement. In the event of a conflict between these Bylaws and the Interlocal Agreement, the terms of the Interlocal Agreement shall prevail.

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 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 4 of the Interlocal Agreement. The Authority shall proactively address racial-ethnic and other statistical disproportionalities amongst the population of people experiencing homelessness, such as, but not limited to, racism, ableism, homophobia, transphobia, misogyny, and other forms of inequities in the development, delivery, and evaluation of services in the homeless service system.

Article II. Governing Board Membership

Section II.01 Membership Generally; Board Member Duties.

(a) *General.* The Board is comprised of 12 members appointed pursuant to Article VIII, Section 1(A) of the Interlocal Agreement, including individuals representing those with Lived Experience appointed pursuant to Article VIII, Section 1(A) of the Interlocal Agreement. Under the Interlocal Agreement, King County, Seattle, and Sound Cities Association (each, an

“Appointing Body”) is responsible for appointing certain individuals to the Governing Board. The individuals appointed by each Appointing Body represent a caucus (“Caucus”).

All Governing Board Members shall have equal status, voting rights and authority. No Board Member may also be employed by the Authority.

(b) *Duties of Board Members.* Members of the Governing Board shall serve in such capacity to the best of such individual’s ability and in compliance with law, policies, and the following duties. While serving in its capacity as a Member of the Governing Board, each Governing Board Member shall have a duty to the Authority to act in good faith, with care, and in the best interest of the Authority. To that end, each Governing Board member shall: 1) comply with the duties set forth in Article 8 Section 2 A-K of the ILA; 2) ensure that the Authority follows all laws, the Interlocal Agreement, and with respect to the Governing Board, these Bylaws; 3) attend meetings, review financial documents and other materials provided to Governing Board Members, actively engage in strategic planning, and work to carry out the mission of the Authority consistent with the guiding principles as described in the Interlocal Agreement; 4) avoid conflicts of interest from membership on the Governing Board and inform the Governing Board immediately if a conflict, or a perceived conflict, arises; and 5) maintain confidentiality of sensitive information, including but not limited to information provided in executive sessions.

Section II.03 Board Term.

The terms of the Seattle Mayor and the County Executive shall be co-terminus with their respective offices. The County Council and the Seattle City Council shall determine which of its respective members shall serve on the Governing Board and such Members shall serve until replaced or until no longer a member of their respective Council. The Governing Board Members that are city elected officials from outside of Seattle appointed by the Sound Cities Association shall serve until replaced or until no longer eligible for appointment. The Board individuals representing Lived Experience shall serve for up to twenty-four months or until replaced by their Appointing Body.

Section II.04 Vacancies.

A vacancy or vacancies on the Governing Board shall be deemed to exist in the case of the death, disability, resignation, removal by forfeiture or removal by the Governing Board or if the individual is no longer eligible for such appointment. Any vacancy on the Governing Board shall be filled by the appropriate Appointing Body 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. When future Governing Board members are selected, whether due to an expired term or unexpired vacancy, each respective Appointing Body shall notify the other Appointing Bodies of the names and contact information for that Appointing Body’s selected members. Notice to King County shall be sent to both the County Executive and the Chair of the County Council. Notice to the City of Seattle shall be sent to both the Seattle Mayor and the president of the Seattle City Council. Notice to Sound Cities Association shall be sent to the Association's board president and executive director.

Section II.05 Alternates.

The King County Executive, Seattle Mayor and Sound Cities Association may appoint one alternate (an “Alternate”) to serve on the Board in the absence of a member of its Caucus by providing written notice to KCRHA and the Board Chair or Co-Chairs. The Seattle Mayor and King County Executive may appoint a representative from their Executive Teams to serve as their Alternate. Seattle City Council, Sound Cities Association, and King County Council shall establish their own processes for appointing alternates. For the sake of clarity, a chart summarizing Appointing Bodies, Caucuses and Alternates is attached as Exhibit A to these Bylaws.

Either the primary member or the Alternate of the Board may attend meetings; however, if both representatives attend the Board meeting, only the primary Board member 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 Governing Board member, such Alternate shall have all the rights and authority of the primary Governing Board Member under the Interlocal Agreement and these Bylaws, including but not limited to establishing a quorum and voting on matters before the Governing Board. When a Governing Board Member is represented by a properly-noticed 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. Governing Board Officers and Committees

Section III.01 Officers of the Governing Board.

Pursuant to Article IX of the Interlocal Agreement, the Governing Board shall elect two co-chairs from its members (the “Co-Chairs” and each a “Co-Chair”). One Co-Chair shall be an elected official from the Seattle Caucus and one Co-Chair shall be an elected official from the King County Caucus. The selection of the initial Co-Chairs of the newly constituted Governing Board shall occur no later than six months after the Amendment Effective Date.

Section III.02 Co-Chairs

It shall be the Co-Chairs' duty to see that Governing Board business is in accordance with law, the Interlocal Agreement, and these Bylaws.

The Co-Chairs shall have the authority and responsibilities to preside at regular and special meetings of the Governing Board; to call special meetings as determined to be appropriate; and to each (acting individually) execute documents, including resolutions, on behalf of the Authority.

Section III.03 Removal from Office.

The Governing Board may remove a Co-Chair, Treasurer, Secretary or other officer of the Governing Board for failure to perform the prescribed duties of the officer in such a manner that it is in the best interest of the authority for the officer to be removed. The Governing Board must provide reasonable prior notice to all Governing Board Members of the alleged reasons for dismissal and removal shall be by an affirmative vote of a majority of the

Governing Board Members.

Section III.04 Vacancies.

The Governing Board shall fill any officer position which becomes vacant (including by removal, resignation, or other inability to serve in such position) by electing a successor who shall hold office for the unexpired term and until such officer's successor shall have been duly appointed and qualified.

Any vacancy in the Governing Board (including by removal, resignation, or other inability to serve in such position) shall be selected in the same manner as the appointment for the removed vacant Board Member and any successor shall hold such position 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 Governing Board.

The Governing Board may, by resolution, establish other committees, each consisting of two or more Governing Board Members, to advise the Governing Board. The designation of any such committees and the delegation thereto of authority shall not operate to relieve any Governing Board Member of any responsibility imposed by law. Notwithstanding anything herein to the contrary, a committee shall not be comprised of a quorum (or more) of Governing Board Members. It is the intent of the Governing Board that committees (other than the Advisory Committee) shall serve in advisory capacities only and shall not be subject to the requirements of the Open Public Meetings Act (as defined below). Pursuant to Article X, Section 6 of the Interlocal Agreement, meetings of the Advisory Committee shall be open to the public (other than duly called executive sessions) and shall be noticed as provided in the Open Public Meetings Act.

Section III.06 Elections.

Elections will be held each calendar year at the January Governing Board regular meeting; provided, if such meeting is postponed or otherwise not held, elections shall be held at the next regular or special meeting of the Governing Board. Elections will be conducted by a Chair Pro Tempore, who is a member of the Governing Board that is not running for an officer position and is selected by a majority of the Governing Board in attendance at the meeting on election day.

Article IV. Meetings of the Governing Board

Section IV.01 Governing Board Meetings.

(a) *General.* Regular meetings of the Governing Board shall be held monthly unless otherwise provided by the Governing Board. Regular and special meetings of the Governing Board shall be held and noticed pursuant to the Interlocal Agreement and chapter 42.30 RCW, as it may be amended from time to time ("Open Public Meetings Act"). Pursuant to the Interlocal Agreement, Article X, Section 1, the Governing Board shall adopt a resolution specifying the date, time and place (if known) of regular meetings for the upcoming calendar year by the last meeting of the preceding year. If not otherwise provided in the resolution

adopting a regular meeting schedule of the Governing Board, the location of regular meetings shall be provided on the Authority's website as soon as reasonably possible and in all cases, shall be included on the Authority's website with its meeting agenda at least 24 hours prior to such meeting as provided in the 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 Governing Board present, as provided in RCW 42.30.100. Notice of any continued meeting shall be provided in the same manner as special meetings.

(b) *Executive Sessions.* Executive sessions of the Governing Board shall not be open to the public. Executive Sessions may be attended by Members of the Governing 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, the Chairperson of the Governing 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 Governing 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 Governing Board, any Alternate or attendee of the executive session absent a vote of the Governing 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 Governing Board, a quorum of the Governing Board must be present in order to do business on any issue. A quorum of the Governing Board is defined as nine (9) members in Article VIII, Section 4(B) of the Interlocal Agreement.

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 Governing Board Meetings.

Pursuant to the Interlocal Agreement, meetings of the Governing Board shall be open to the public to the extent required by the Open Public Meetings Act. Governing Board Members may

participate in a regular or special meeting in person or remotely as permitted in the Open Public Meetings Act.

The Governing Board shall allow members of the public to attend its meetings remotely as permitted in the Open Public Meetings Act.

Section IV.04 Conduct of Business.

(a) **General.** Meeting agendas will be set by the Co-Chairs of the Governing Board in consultation with Authority staff and the Chief Executive Officer. Any member of the Governing Board may move to add an item to the agenda, subject to simple majority vote. 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 Governing Board in advance of any regular meetings and in compliance with the Open Public Meetings Act. The Chief Executive Officer shall provide on-going reporting and documentation to the Governing Board as needed or requested to ensure the Governing Board can provide sufficient fiduciary oversight, strategic and policy direction and performance monitoring of the Authority. KCRHA will strive to provide final materials for all Governing Board meetings at least 7 days in advance of the meeting. This includes but is not limited to submitting the Authority's Funding Requests to the Governing Board for review and other budgetary documents required by the Interlocal Agreement with sufficient time and opportunity for meaningful deliberation. For approval of the Annual Budget, there must be at least two meetings – one for presentation and discussion of the budget materials and one for a vote to approve the Annual Budget.

(b) **Decorum.** The Governing Board encourages public participation in the legislative process. To preserve order and decorum and in the interest of efficiency, the Co-Chairs may impose time and subject matter limits on public comment or testimony. A member of the public providing testimony cannot yield their allotted time to another public commentator. Public comment may not be used for the purpose of assisting a campaign for election of any person to any office or for the promotion of or opposition to any ballot proposition.

(1) Engaging in speech or conduct that interrupts, delays or otherwise disrupts the orderly conduct of any meeting is prohibited. Disruptions include, but are not limited to:

- a. Speech by an individual after expiration of the time allotted for the speaker's public comment or testimony;
- b. Speech by an individual who has not been recognized by a Co-Chair for public comment or testimony, who is speaking in a volume louder than a low, conversational level appropriate for communication between persons seated next to each other in the location where the meeting is held, or whose speech is audible by others;
- c. Comments or testimony that does not comply with subsection (b) of

this section;

- d. Standing, except when: entering or leaving the meeting, providing comment or public testimony after being called on by a Co-Chair, or as necessary to obtain a copy of meeting materials from staff;
- e. Holding or placing a banner or sign during a meeting in a way that may endanger other individuals or that obstructs the free passage or view of others attending or viewing the meeting;
- f. Whistling, handclapping, stamping of feet, making noise or waving arms; or
- g. Activities by an individual that, in the reasonable determination of the Co-Chairs, disrupt the meeting.

(2) If an individual engages in disruption of the meeting, including but not limited to any of the actions described in subsection (1) of this section, the Co-Chairs may order the individual:

- a. To leave the meeting; or
- b. To cease the activity and impose other reasonable conditions for the individual's continued presence at the meeting.

If the individual does not immediately comply with the Co-Chair's order under subsection (b)(2)(b) of this section, the Co-Chairs may direct the removal of the individual from the meeting. Unless otherwise ordered by the Co-Chairs, any individual ordered to be removed from a meeting is excluded from returning to that meeting, unless the decision of the Co-Chairs is overruled by a majority vote of those Governing Board Members in attendance. Any two Governing Board Members may place before the Governing Board the question of whether to permit the individual to return to the same meeting.

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 6 of the Interlocal Agreement, Governing 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.

The Authority, and not any individual Member of the Governing 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 Governing 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 Governing Board majority on the record in a public meeting.

Article VI. Approval of Bylaws

These Bylaws were approved pursuant to Resolution No. 2025-02 by an affirmative vote of a majority of the Governing Board Members present at a meeting held on April 17, 2025, at which a quorum of the Governing Board was present. These Bylaws are intended to apply to the Governing Board constituted under the Interlocal Agreement after the Amendment Effective Date, and shall amend, replace and supersede any prior bylaws adopted by the prior Governing Board.

Exhibit A
Governing Board Composition

<u>Appointing Body</u>	<u>Caucus</u>	<u>Alternate</u>
King County	• County Executive • Two members of the King County Council, one of the two representing a district in whole or in part located in Seattle and one representing a district outside of Seattle • One member with Lived Experience	• County Executive may appoint member of Executive Team to serve as alternate • King County Council establishes process to appoint Alternates
Seattle	• Seattle Mayor • Two members of Seattle City Council • One member with Lived Experience	• Seattle Mayor may appoint member of Executive Team to serve as alternate • Seattle City Council establishes process to appoint Alternates
Sound Cities Association	• Three members who are elected officials from cities or towns other than Seattle • One member with Lived Experience	• One alternate to represent all members of Caucus • Sound Cities Association establishes process to appoint Alternates