

King County Regional Homelessness Authority
Proposed Bylaws for the Governing Committee

Staff Report

August 20, 2020

Over the course of four meetings, a Bylaws Sub-Group of the Staff Working Group met with Deanna Gregory of Pacifica Law Group to develop proposed Bylaws for the Governing Committee (see Attachment A) per the Interlocal Agreement. The Bylaws Sub-Group consisted of Lived Experience Governing Committee Members and their staff, and staff from the King County Executive, Seattle Mayor, King County Council, Seattle City Council and Sound Cities Association (SCA). Robust discussion resulted in general agreement to submit to the Governing Committee for consideration the Bylaws presented to you today. There are several outstanding issues, which are presented as Amendments A through D to the proposed Bylaws and described briefly, below.

The purpose of these bylaws is to establish procedures for Governing Committee operations. Items addressed in the Bylaws include, but are not limited to:

- The Governing Committee membership, including handling vacancies and naming alternates (note Amendment A to Section 2.04 of the Bylaws);
- Governing Committee Officers and Chairs, including the allowance for more than one Chair, all of whom will serve a two-year period; removal of any Officer from such position: addressing Office vacancies; and the establishment of committees;
- Governing Committee Meetings, including noticing and calendaring of meetings and how Executive Session will be conducted; holding remote meetings; and regular conduct of meetings, such as agenda setting; and
- Code of Conduct.

While the Bylaws Sub-Group approved most aspects of the proposed Bylaws, there are several items for which agreement on a final proposal could not be achieved among Staff representatives:

- Amendment A, proposed by Seattle City Council Members Andrew Lewis and Lorena Gonzalez and Mayor Durkan would amend Article II, Section 2.04 allowing each member of the Governing Committee to appoint an alternate to serve in the absence of a Governing Committee member and providing that the King County Executive and Seattle Mayor may appoint Alternates from their respective Executive Teams.
- Amendment B, proposed by Seattle City Council Members Lorena Gonzalez and Andrew Lewis and Executive Constantine and Mayor Durkan and would add a new Section 4.05 that sets a higher voting threshold than that required by the Interlocal Agreement to amend budgets, goals, policies, and plans developed and recommended by the

Implementation Board, setting the voting threshold for those amendments at an affirmative vote of at least eight Members of the Governing Committee.

- Amendment C, proposed by Jonathan Hemphill, Zaneta Redi and Kirk McClain, amends Article II and Article IV. These amendments create alignment of Article II and a portion of Article IV with the clarification that the LEC will make the final decision about Advisory Committee appointments of Governing Committee members.
 - Section 2.01 Regarding the appointment of Lived Experience members, that the Lived Experience Coalition (LEC) shall select the Lived Experience Members for appointment by the Advisory Committee;
 - Section 2.02 Regarding terms, representatives of Lived Experience will serve terms of 24 consecutive months or until replaced by the LEC and may serve up to three terms;
 - Section 2.03 Regarding vacancies, they shall be filled in accordance with the original appointment and the Bylaws;
 - Section 2.04 Regarding alternates, LEC members will have a pool of three alternates for the three members and presence of any properly-named alternate at a meeting means the Member has an excused absence and is not subject to forfeiting their seat; and
 - Section 4.02 Regarding quorum, clarifies that quorum is counted as nine members selected pursuant to the bylaws.
- Amendment D, proposed by Jonathan Hemphill, Zaneta Redi and Kirk McClain, amends Article IV, Section 4.04 to require that the CEO provide agenda, previous meeting minutes and other meeting materials seven days in advance of any regular meeting, striking the “strive to” language for minutes and materials. It also includes a statement that the KCRHA staff will be responsive to the needs of Lived Experience Members and their staff.

Per the Interlocal Agreement, Article VIII, Section 1 (b) (i) (3), the Bylaws shall be adopted or amended by an affirmative vote of a majority of the Governing Committee Members present.

ATTACHMENT A
KING COUNTY REGIONAL HOMELESSNESS AUTHORITY
PROPOSED GOVERNING COMMITTEE BYLAWS

Article I. Authority

Section 1.01 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 a Governing Committee (a “Governing Committee”). The Governing Committee serves as the administrator of the King County Regional Homelessness Authority (the “Authority”) and provides oversight to the Authority by performing the duties established therein. The purpose of these bylaws (“Bylaws”) is to establish procedures for Governing Committee operations. These Bylaws are adopted by the Governing Committee pursuant to Article VIII, Section 1(b)(i)(3) of the Interlocal Agreement. Capitalized terms not otherwise defined herein shall have the meanings set forth in the Interlocal Agreement.

Section 1.02 Guiding Principles.

Actions of the Authority and its governing bodies, including the Governing Committee, 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. Governing Committee Membership

Section 2.01 Membership Generally.

The Governing Committee is comprised of 12 members appointed pursuant to Article VIII, Section 1(a) of the Interlocal Agreement, representing elected officials and individuals representing those with Lived Experience. All Members of the Governing Committee have equal status, voting rights and authority; provided, however, the Chairs (as defined below) and other officers of the Governing Committee (if any) may have additional responsibilities as set forth herein and in policies and procedures of the Governing Committee.

Section 2.02 Governing Committee Term.

Members of the Governing Committee shall serve terms as provided in Article VIII, Section 1(f) of the Interlocal Agreement. Any Governing Committee Member may be deemed to have forfeited his or her position as a Governing Committee Member and may be removed from such position as provided in Article VIII, Section 1(g) of the Interlocal Agreement.

Section 2.03 Vacancies.

A vacancy or vacancies on the Governing Committee shall be deemed to exist in the case of the death, disability, resignation, removal by forfeiture or removal by the entity that appointed the Member of any Member of the Governing Committee or if the elected official or individual is no longer eligible for such appointment. Any vacancy on the Governing Committee shall be filled in the same manner as the original appointment.

Section 2.04 Alternates.

Each Member of the Governing Committee representing those with Lived Experience (selected pursuant to Article VIII, Section 1(a)(iv) of the Interlocal Agreement) may have one alternate (an “Alternate”) to serve on the Governing Committee in the absence of such Member. Each Governing Committee Member is responsible for notifying the Governing Committee of the name of the Alternate, if any, for such Member. Either the primary Governing Committee Member or such Member’s Alternate may attend meetings; provided, however, if both representatives are in attendance at a meeting of the Governing Committee, only the primary Governing Committee Member shall be included for purposes of establishing a quorum and voting on matters before the Governing Committee. If an Alternate is serving in a meeting on behalf of a the Governing Committee Member, such Alternate shall have all of the rights and authority of the primary Governing Committee Member under the Interlocal Agreement and these Bylaws, including but not limited to establishing a quorum and voting on matters before the Governing Committee.

Article III. Governing Committee Officers and Committees

Section 3.01 Officers of the Governing Committee.

The Governing Committee shall have one or more Chairs as described below. The Governing Committee 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 Governing Committee may prescribe.

Section 3.02 Chairs and Co-Chairs.

No later than December 31, 2020, the Governing Committee shall elect from its Members one or more Chairs (each a “Chair” and collectively, a “Co-Chair” or “Chairs”). Each Chair shall serve for a two-year term. In the event that the Governing Committee elects to have Co-Chairs, the Governing Committee may establish a schedule for each Chair to rotate chairing duties.

It shall be a Chair’s duty to see that the transaction of Governing Committee business is in accordance with law, the Interlocal Agreement, and these Bylaws. A Chair of the Governing Committee shall have the following authority and responsibilities: to preside at regular and special meetings of the Governing Committee; to call special meetings as determined to be appropriate; and to execute documents requiring approval of the Governing Committee (such as resolutions of the Governing Committee). On resolutions approved by the Governing Committee, the signature

of the Chair presiding at the meeting where the resolution was approved shall be sufficient to bind the Authority.

If the Chair who is scheduled to preside at a meeting is unable to attend such meeting, the Governing Committee Members then in attendance shall elect, by majority vote, another Chair in attendance to preside at the meeting, or (if all Co-Chairs are unable to attend the meeting), a Chair pro tem to preside at such meeting.

Section 3.03 Removal from Office.

Upon reasonable prior notice to all Governing Committee Members of the alleged reasons for dismissal, the Governing Committee, by an affirmative vote of a majority of the Governing Committee Members, may remove any Chair or other officer of the Governing Committee from such position whenever in its judgment the best interests of the Authority will be served thereby.

Section 3.04 Vacancies.

The Governing Committee 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.

Section 3.05 Committees.

The Governing Committee may, by resolution, establish an executive committee and other committees, each consisting of one or more Governing Committee Members, to advise the Governing Committee. The designation of any such committees and the delegation thereto of authority shall not operate to relieve any Governing Committee Member of any responsibility imposed by law.

Article IV. Meetings of the Governing Committee

Section 4.01 Governing Committee Meetings.

(a) *General.* Regular meetings of the Governing Committee shall be held at least four 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 Governing Committee shall be held and noticed pursuant to the Interlocal Agreement and the chapter 42.30 RCW ("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 Committee 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 Governing Committee that fall on a holiday shall be rescheduled or cancelled by the Governing Committee.

(b) *Executive Sessions.* Executive sessions of the Governing Committee shall not be open to the public. Executive Sessions may be attended by Members of the Governing Committee, Alternates, legal counsel to the Authority, authorized staff members and/or other individuals as authorized by the Chair 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 Chair presiding over the meeting 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 Committee 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 Committee, any Alternate or attendee of the executive session absent a vote of the Governing Committee 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 4.02 Quorum.

At all meetings of the Governing Committee, a quorum of the Governing Committee must be present in order to do business on any issue. A quorum is defined at Article VIII, Section 1(d) of the Interlocal Agreement to be nine Governing Committee Members.

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 4.03 Remote Participation in Governing Committee Meetings.

Pursuant to the Interlocal Agreement, meetings of the Governing Committee shall be open to the public to the extent required by the Open Public Meetings Act. Governing Committee Members may participate in a regular or special meeting in person or through the use of any means of communication by which all attending Members and members of the public participating in such meeting can hear each other during the meeting. Any Member participating in a meeting by such means is deemed to be present in person at the meeting for all purposes including, but not limited to, establishing a quorum and taking action as defined in the Open Public Meetings Act.

The Governing Committee may establish procedures for allowing members of the public to

remotely participate in its meetings. Such procedures shall include, at a minimum, for telephone access to be provided 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 4.04 Conduct of Business.

Meeting agendas will be set by the Chair scheduled to preside over the meeting in consultation with the other Co-Chairs of the Governing Committee and the Chief Executive Officer. The Chief Executive Officer will provide the agenda and will strive to provide meeting minutes and other meeting materials, to all Members of the Governing Committee at least seven calendar days in advance of any regular meetings. 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 Governing Committee 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 Governing Committee 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 Chair presiding over the meeting or a majority of the Governing Committee from time to time should decide otherwise.

Article V. Code of Conduct

Section 5.01 Code of Conduct; Ethics.

In accordance with, and as more fully set forth in, Article VIII, Section 4 of the Interlocal Agreement, Governing Committee Members shall conduct themselves in accordance with all applicable laws, including but not limited to, chapter 42.23 RCW (the "Code of Ethics for Municipal Officers"), the Open Public Meetings Act, the Interlocal Agreement, these Bylaws, and policies of the Authority.

Section 5.02 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 Governing Committee, 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 Committee 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 Committee majority on the record in a public meeting.

Article VI. Approval of Bylaws

Pursuant to Article III, Section 1(b)(i)(3) of the Interlocal Agreement, these Bylaws were approved by an affirmative vote of the Governing Committee pursuant to Resolution No. _____, adopted on _____, 2020.

KING COUNTY REGIONAL HOMELESSNESS AUTHORITY
GOVERNING COMMITTEE BYLAWS – AMENDMENT A

Proposed By: Seattle City Council Members Andrew Lewis and Lorena Gonzalez and Seattle
Mayor Jenny Durkan

On page 2, in Article II, modify the language in Section 2.04 as follows:

Section 2.04 Alternates.

Each Member of the Governing Committee representing those with Lived Experience (selected pursuant to Article VIII, Section 1(a)(iv) of the Interlocal Agreement) may have one alternate (an “Alternate”) to serve on the Governing Committee in the absence of such Member. Other members of the Governing Committee may also each appoint one alternate to serve on the Governing Committee, provided that the Seattle Mayor and King County Executive may appoint a representative from within their respective Executive Teams. Each Governing Committee Member is responsible for notifying the Governing Committee of the name of the Alternate, if any, for such Member. Either the primary Governing Committee Member or such Member’s Alternate may attend meetings; provided, however, if both representatives are in attendance at a meeting of the Governing Committee, only the primary Governing Committee Member shall be included for purposes of establishing a quorum and voting on matters before the Governing Committee. If an Alternate is serving in a meeting on behalf of a the Governing Committee Member, such Alternate shall have all of the rights and authority of the primary Governing Committee Member under the Interlocal Agreement and these Bylaws, including but not limited to establishing a quorum and voting on matters before the Governing Committee.

Discussion: This amendment would authorize each member of the Governing Committee to appoint an alternate to serve in the absence of a Governing Committee member. This is consistent with the language included in Article VIII of the Interlocal Agreement establishing the KCRHA.
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KING COUNTY REGIONAL HOMELESSNESS AUTHORITY
GOVERNING COMMITTEE BYLAWS – AMENDMENT B

Proposed By: Seattle City Council Members Lorena Gonzalez, Andrew Lewis, King County
Executive Dow Constantine and Seattle Mayor Jenny Durkan

Insert after Article I, Section 4.04 a new Section 4.05 as follows (highlighted subsections ii and iv set the higher voting threshold than the Interlocal Agreement; the remainder are as presented in the Interlocal Agreement):

Section 4.05 – Voting Requirements

Notwithstanding anything to the contrary herein or in the Interlocal Agreement, matters before the Governing Committee shall require an affirmative vote of its Members as follows, provided, that in each case, at least a quorum (nine Members) of the Governing Committee shall be in attendance at any meeting for business to be transacted:

(i) *Approval of the Annual Budget.* An affirmative vote of at least 2/3 of the Members of the Governing Committee in attendance at the meeting shall be required to approve the annual budget, in the form developed and recommended by the Implementation Board.

(ii) *Amendments to the Budget.* An affirmative vote of at least eight Members of the Governing Committee shall be required to amend the annual budget, in the form developed and recommended by the Implementation Board.

(iii) *Approval of Goals, Policies and Plans.* An affirmative vote of at least 2/3 of the Members of the Governing Committee in attendance at the meeting shall be required to approve the Goals, Policies and Plans, in the form developed and recommended by the Implementation Board.

(iv) *Amendments to Goals, Policies and Plans.* An affirmative vote of at least eight Members of the Governing Committee shall be required to amend the Goals, Policies and Plans, in the form developed and recommended by the Implementation Board.

(v) *Confirmation of Appointment of Chief Executive Officer.* An affirmative vote of at least 2/3 of the Governing Committee in attendance at the meeting shall be required to confirm the appointment of the Chief Executive Officer, as recommended by the Implementation Board.

(vi) *Removal of Chief Executive Officer.* An affirmative vote of at least nine of the Members of the Governing Committee shall be required to remove the Chief Executive Officer.

(vii) *Other Matters.* An affirmative vote of at least a majority of the Governing Committee present at the meeting shall be required for all other matters.

Discussion: New section 4.05 adds voting requirements to the Bylaws for Governing Committee actions consistent with the ILA with the following two modifications: a minimum eight votes needed to amend budget and a minimum eight votes needed to amend goals, policies and plans. The ILA requires a two-thirds majority vote of Governing Committee members present to adopt such amendments. This means as few as six votes, if the required quorum of nine members are present or up to eight votes if all twelve members are present could result in approval of amendments. Setting a higher threshold for changing these items, compared to approving those items as developed is intended to insulate such documents from political considerations and center the voices of the experts and people with lived experience of homelessness in developing the King County Regional Homelessness Authority's plan for responding to homelessness across King County. The centering of those voices was a recommendation of the National Innovation Service's December 2018 report.

KING COUNTY REGIONAL HOMELESSNESS AUTHORITY
GOVERNING COMMITTEE BYLAWS – AMENDMENT C

Proposed By: Johnathan Hemphill, Zaneta Reid, Kirk McClain

Background context:

The Lived Experience Coalition (LEC) was developed by community members that have experienced homelessness and community that are currently homeless. The LEC has an elected leadership team of 21 members, a general membership body of 100 members, and over 300 associates representing a host of advocacy groups, tiny home villages, consumer advisory groups, Youth Action Boards, and the greater network of anti-racist community organizers. LEC members represent all parts of King County.

The core mission of the LEC is to increase participation by community members most impacted by homelessness in the governance, design, and implementation of homelessness services. We know that communities most impacted by homelessness are also experts in knowing what they need to achieve stable housing. This is why the Theory of Change for the new Regional Homelessness Authority centers and shares power in unprecedented ways with the lived experience community.

The original design for the King County Regional Homelessness Authority structure articulated that the LEC would have the authority to appoint individuals with lived experience to the Governance and Implementation Board. As the legislation was deliberated in late 2019, County officials stated that the LEC could not directly appoint governing members, as the LEC was not a legally formalized entity; therefore, authority was delegated to the CoC Advisory Board, with somewhat vague language articulating collaboration with the LEC. As of July 9, 2020 the LEC is now a legally-recognized entity through a formalized fiscal sponsorship agreement with Building Changes.

It is imperative that the LEC has full authority to appoint its members to the Governing and Implementation Board, just like the Sound Cities Association (SCA), the City Council, and the County Council. Having other entities or stakeholders decide which individuals are picked for the LEC Committee and Implementation Board seats is not only a huge conflict of interest but promotes paternalism, systemic oppression, and tokenization.

Furthermore, we propose additional amendments that clarify the LEC's authority to appoint and remove members and designate member service terms, in alignment with the Theory of Change. Finally, we propose amendments to further clarify and define vacancies, alternate member selection, quorum, timely provision of meeting agendas, and related materials.

Summary of proposed LEC amendment and related sub-amendments:

- 1) **Governing Committee Membership; Governing Generally**
 - a. [Primary Amendment: Amend bylaws relating to the membership of the Governing committee](#) to make it clear that the LEC will appoint the

members with Lived Experience and the LEC will provide those members with a term of service.

- LEC will consider suggestions from the Advisory Committee but final decision rests with the LEC.
- LEC appointed Governing Committee members will serve a specific term of service of 24 consecutive months (2 years) or until replaced by the LEC.
- LEC appointed members can be re-appointed for up to 3 terms
- **Why this change?**
 1. The original intent of the KC Homelessness Authority was that people with Lived Experience would have an equal voice in the governing process. They cannot have an equal voice if they cannot choose who represents them.
 2. The LEC is now an officially incorporated entity, just like the SCA. And like the SCA it has the right to choose who will represent its members on the Governing Committee.
 3. Setting a fixed term for members chosen by the LEC to serve on the committee places the members in parity with elected officials, who are permitted to serve on the Governing Committee until their term of office expires (4 years in most cases), and with SCA members who are appointed by their own body and permitted to serve until their body decides differently.
 4. Adding a fixed term provides certainty that an LEC member cannot be removed from their board seat unless the LEC decides they wish to remove them or their term expires. In other words, they cannot be replaced early because other members of the committee who are not people with Lived Experience find their voices inconvenient.
 5. If it is appropriate to amend the voting threshold for the budget through the bylaws, as the councilmembers and Mayor propose to do, then it is appropriate to make this amendment through the bylaws as well.

b. **Vacancies:**

- Vacancies shall be filled according to the bylaws as well as the Interlocal Agreement (ILA), meaning vacancies of Lived Experience members will be filled by the Lived Experience Coalition.
- **Why this change?**
 1. This change makes it clear that vacancies will be filled by the appointing authority listed in the **bylaws** (the LEC) not the appointing authority referenced in the ILA (the Advisory Committee)

c. **Clarifies alternates for LEC-appointed members to have a pool of alternates when needed:**

LEC-appointed members have a pool of 3 alternates for the 3 members on the Governing Committee

- **Why this change?**

1. This change allows members representing those with lived experience to have a pool of 3 alternates that could serve in place of any of the LEC-appointed members in the event of an absence
2. Important that the LEC has the same number of alternates as members

d. **Clarifying that a member is not considered absent when their named alternate is present:**

- This change clarifies that a member is not considered absent if they are represented by their appropriately designated alternate.

- **Why this change?**

1. The ILA says that a member who is absent “without excuse” for three consecutive meetings forfeits their seat on the committee. This just makes it crystal clear that if their named alternate is present, the member cannot be considered absent without excuse.

e. **Quorum:**

- This change clarifies that quorum includes 9 members as selected by the **bylaws** instead of the interlocal agreement.

- **Why this change?**

1. It makes consistent throughout the bylaws that anywhere where the membership of the Governing Committee is mentioned, it is clear that it is the Governing Committee as defined by the ILA AND the Bylaws (meaning includes LEC members appointed by the LEC) .
2. This change clarifies that it is LEC members appointed by the LEC as outlined through the proposed LEC bylaws amendment that count toward the quorum requirement.
3. The original bylaws language says a quorum is defined by the ILA, but the ILA defines quorum as nine members who are appointed according to the ILA rules. Without this change it could be said that LEC members appointed by the LEC cannot count toward the 9 people required to make up a meeting quorum because they are not referenced in the ILA.

KING COUNTY REGIONAL HOMELESSNESS AUTHORITY
PROPOSED GOVERNING COMMITTEE BYLAWS

- *LEC proposed amendments highlighted in **Yellow**.*
- *Elected official proposed amendments highlighted in **Blue**.*

Governing Committee Membership

Membership Generally.

The Governing Committee is comprised of 12 members appointed pursuant to Article VIII, Section 1(a) of the Interlocal Agreement, representing elected officials and representatives of individuals with Lived Experience, **with the following exception:**

Representatives of individuals with Lived Experience shall be selected by the Lived Experience Coalition

The Lived Experience Coalition may consider recommendations from the Advisory Committee on potential appointments to the Governing Committee. The Lived Experience Coalition will strive to comply with the terms of the Interlocal Agreement relating to the appointment of such individuals, including prioritizing individuals with personal Lived Experience and including individuals to represent individuals with Lived Experience in areas outside of Seattle.

All Members of the Governing Committee have equal status, voting rights and authority; provided, however, the Chairs (as defined below) and other officers of the Governing Committee (if any) may have additional responsibilities as set forth herein and in policies and procedures of the Governing Committee.

Governing Committee Term.

Members of the Governing Committee shall serve terms as provided in Article VIII, Section 1(f) of the Interlocal Agreement, ***except for members representing those with Lived Experience. Representatives of individuals with Lived Experience will serve for terms of 24 consecutive months from the date of their appointment by the Lived Experience Coalition, or until replaced by the Lived Experience Coalition, as described in the Bylaws under "Membership Generally". Representatives of individuals with Lived Experience may be re-appointed by the Lived Experience Coalition for up to 3 terms.*** Any Governing Committee Member may be deemed to have forfeited his or her position as a Governing Committee Member and may be removed from such position as provided in Article VIII, Section 1(g) of the Interlocal Agreement.

Vacancies.

A vacancy or vacancies on the Governing Committee shall be deemed to exist in the case of the death, disability, resignation, removal by forfeiture or removal by the entity that appointed the Member of any Member of the Governing Committee or if the elected official or individual is no longer eligible for such appointment. Any vacancy on the Governing Committee shall be filled in the same manner as the original appointment, **and in accordance with the bylaws.**

Alternates.

Each Member of the Governing Committee representing those with Lived Experience (~~selected pursuant to Article VIII, Section 1(a)(iv) of the Interlocal Agreement~~) **appointed pursuant to the bylaws** may have one alternate (an "Alternate") to serve on the Governing Committee in the absence of such Member. Other members of the Governing Committee may also each appoint one alternate to serve on the Governing Committee. Each Governing Committee Member is responsible for notifying the Governing Committee of the name of the Alternate, if any, for such Member. **For members representing those with Lived Experience, there may be a total of three alternates who may serve on behalf of any member of the Governing Committee representing those with Lived Experience.** Either the primary Governing Committee Member or such Member's Alternate may attend meetings; provided, however, if both representatives are in attendance at a meeting of the Governing Committee, only the primary Governing Committee Member shall be included for purposes of establishing a quorum and voting on matters before the Governing Committee. If an Alternate is serving in a meeting on behalf of a the Governing Committee Member, such Alternate shall have all of the rights and authority of the primary Governing Committee Member under the Interlocal Agreement and these Bylaws, including but not limited to establishing a quorum and voting on matters before the Governing Committee. **When a Governing Committee member is represented by a properly-named alternate, the member is considered to have an excused absence from the meeting and is not subject to the forfeiting their seat as outlined in Article VIII, section 1(g) on Consecutive Absences in the interlocal agreement**

Quorum.

At all meetings of the Governing Committee, a quorum of the Governing Committee must be present in order to do business on any issue. **A quorum shall be defined as nine (9) Governing Committee members selected pursuant to these bylaws.** ~~A quorum is defined at Article VIII, Section 1(d) of the Interlocal Agreement to be nine Governing Committee Members.~~

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."

**KING COUNTY REGIONAL HOMELESSNESS AUTHORITY
GOVERNING COMMITTEE BYLAWS – AMENDMENT D**

Proposed By: Johnathan Hemphill, Zaneta Reid, Kirk McClain

Summary of proposed LEC amendment:

Conduct of business:

- This change clarifies that **all** meeting minutes and **all** meeting materials **are required to be provided** to Governing Committee members 7 days in advance. Also ensures that staff at KCRHA must meet requests of LEC-appointed members and LEC staff
- **Why this change?**
 1. The original bylaws language only requires the meeting agenda to be provided 7 days in advance and just says the GC will try to provide other materials 7 days in advance.
 2. Setting a firm requirement provides accountability to staff to provide materials early so that LEC members and other working people involved in the meeting have time to review and discuss the materials.
 3. This is consistent with the commitment to equity made in the ILA.
 4. Ensures that staff members of the LEC have their requests and supports met by KCRHA staff members

**KING COUNTY REGIONAL HOMELESSNESS AUTHORITY
PROPOSED GOVERNING COMMITTEE BYLAWS**

- *LEC proposed amendments highlighted in **Yellow**.*

Conduct of Business.

Meeting agendas will be set by the Chair scheduled to preside over the meeting in consultation with the other Co-Chairs of the Governing Committee and the Chief Executive Officer. The Chief Executive Officer **will provide the agenda, and will strive to provide** previous meeting minutes, and other meeting materials, to all Members of the Governing Committee at least seven calendar days in advance of any regular meetings. **King County Regional Homelessness Authority staff will be responsive to members representing those with Lived Experience and staff hired by the Lived Experience Coalition, with requests and supports 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 Governing Committee 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 Governing Committee 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 Chair presiding over the meeting or a majority of the Governing Committee from time to time should decide otherwise.