

**BYLAWS OF THE GOVERNING BOARD
NORTHSHORE PARK & RECREATION SERVICE AREA (“NPRSA”)**

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Article I. PURPOSES

This governing board (hereafter called the “Board”) is hereby formed pursuant to approval of the voters on September 20, 1988, of the Northshore Park and Recreation Service Area (hereinafter called the “NPRSA”), a quasi-municipal corporation with taxing authority under Article 7, Sections 1 and 2 of the Washington State Constitution, formed for the purposes authorized by RCW Chapter 36.68, and pursuant to the interlocal agreement (hereinafter called the “Agreement”) entered into by King County, Snohomish County, City of Bothell, City of Kenmore and the City of Woodinville for this purpose.

Article II. DEFINITIONS; CONFLICTING PROVISIONS

All capitalized terms used and not otherwise defined in the Bylaws shall have the meaning set forth in the Agreement. In the event of a conflict between a provision of the Bylaws and a provision of the Agreement, the provision of the Agreement shall prevail. Similarly, in the event of a conflict between a provision of the Bylaws and, if in existence, any provision of the Administering Agency Interlocal Agreement (hereinafter called the “AAILA”) entered into by the NPRSA, the provision of the AAILA shall prevail.

Article III. OFFICES

The property and buildings owned by the NPRSA are located at:
10201 E Riverside Dr
Bothell, WA 98011

While the AAILA is in effect, the principal office and place of business of the NPRSA is located at:

Bothell City Hall
18415 101st Ave NE
Bothell, WA 98011

While the AAILA is in effect, notice of official business should be emailed to nprsa@bothellwa.gov.

Article IV. BOARD

Section 4.01 General Powers.

The business and affairs of the NPRSA shall be managed by its Board, which shall be deemed a "Board of Directors" as that term is used in RCW 24.06.125. In addition to its other powers and authority set forth in the Agreement and subject to applicable law, the terms of the Agreement or the terms of any gift, devise, bequest or other transfer, the Board shall have the full power, in its sole discretion, to change the form of any investment and, for that or other purpose of the NPRSA, to dispose of any property held by the NPRSA. The Board shall have the right to employ or retain persons or entities to carry out the purposes of the NPRSA, including but not limited to attorneys, consultants, engineers, contractors, and accountants.

Section 4.02 Membership.

In accordance with the terms of the Agreement, the Board shall be composed of two (2) King County Councilmembers, one (1) Snohomish County Councilmember, two (2) City of Bothell Councilmembers, one (1) City of Kenmore Councilmember, and one (1) City of Woodinville Councilmember, who shall be selected according to the terms of Section 1A in the Agreement.

Section 4.03 Designation and Qualifications of Alternates.

In the event a Board Member is absent or unable to serve, a designated Alternate shall have the full rights and privileges of the absent Board Member. In accordance with the terms of Article I Section B of the Agreement, the appointing Member Agency may designate alternates to serve as a Board Member by resolution or motion. Alternates must meet the qualifications of Article I Section A of the Agreement and currently hold elected office at the designating Member Agency. All written designations are to be provided to the Chair of the Board and shall remain in effect until revoked in writing by the designating Member Agency.

Section 4.04 Tenure.

Unless the Board Member resigns or is removed in accordance with these Bylaws, each Board Member shall hold office until replaced by the designating Member Agency pursuant to Article I Section A of the Agreement. Notwithstanding the foregoing, no Board Member shall continue in that capacity if he or she no longer holds a position that qualifies him or her for the seat.

Section 4.05 Resignation; Removal.

A Board Member may be removed by the designating Member Agency which he or she

represents, and an individual Board Member may personally resign at any time. Resignation shall be effective upon the Board Member or the Member Agency delivering written notice to the Chair or, if the Chair is resigning, to the Vice-Chair.

Section 4.06 Vacancies.

Any vacancy occurring on the Board shall be filled by the appropriate Member Agency, as listed in the Agreement.

Section 4.07 Meetings and Emergency Meetings.

The Board shall meet no less than twice annually. Regular and Special Meetings shall be called by the Chair or Executive Director with no less than 24 hours written notice to the members of the date, time, place, and agenda of the meeting. An emergency meeting may be called by the Chair, Executive Director, or three members of the Board with written notice to all members and telephone confirmation. All meetings of the Board shall be open to the public as and to the extent required by the Agreement, the Open Public Meetings Act (chapter 42.30 RCW) and other applicable law.

Section 4.08 Quorum.

The presence of at least 50% of the voting membership as set forth in the Agreement, shall constitute a Quorum for the purposes of holding a Board meeting and conducting the business of the Board. Non-voting, ex-officio members do not count toward meeting quorum provisions. Members may attend meetings by telephone conference or equivalent means of voice communication for all purposes, including but not limited to establishing a quorum, but shall strive to attend in person when possible.

Section 4.09 Remote Meeting Participation.

At the discretion of the Chair Board meetings may be held electronically.

In the event a public emergency or natural disaster makes the holding of an in-person meeting of the organization unlawful or impossible, the organization may conduct its meetings by electronic or other remote access means as reasonably necessary for the duration of the emergency or disaster; provided that the organization shall use its best efforts to implement any such virtual meetings with full regard for the need to maintain as much as possible accessibility for all members, including those with disabilities and those who lack access to sophisticated technology tools. In the event a public emergency or natural disaster makes the holding of an in-person meeting of the organization unlawful or impossible, the organization may conduct its meetings by electronic or other remote access means as reasonably necessary for the duration of the emergency or disaster; provided that the organization shall use its best efforts to implement any such virtual meetings with full regard for the need to maintain as much as possible accessibility for all members, including those with disabilities and those who lack access to sophisticated technology tools.

A member may attend a meeting and participate in board deliberations and decisions by remote participation if the member is prevented from physically attending the meeting due to: personal illness or disability, out-of-town travel, unexpected lack of child-care, family member illness or emergency; weather conditions, military service, employment obligations, or a scheduling conflict.

Section 4.10 Manner of Acting and Voting.

All Board decisions, with the exception of amending Bylaws as specified in Article XIII, require a Simple Majority Vote of a quorum for approval. Each member of the Board shall have one (1) vote. A Board Member may not split their vote on an issue. No voting by proxies or mail-in ballots is allowed. Should a Board Member choose to abstain from voting, the Board Member is to announce their reason for abstaining for the record.

Section 4.11 Agendas.

Agendas will be determined by the Board Chair and distributed to Board Members at least twenty-four hours prior to the meeting. The Board may consider all matters that may properly be brought before the Board without prior notice being given to the members. However, no action may be taken on any item not appearing on the agenda. If the Board wishes to add an item to the agenda on the day of the meeting it requires a motion, second, and a simple majority vote of those members present. Items are prohibited from being added to Special meetings pursuant to the State of Washington Open Public Meetings Act.

Section 4.12 Rules of Order.

Robert's Revised Rules of Order or most current version shall govern any proceeding of the Board to the extent not inconsistent with these Bylaws or the Agreement. The Board may act by voice votes called for by the Chair. Any Board Member may request a recorded tabulation of votes either immediately before their vote is taken or immediately after the voice vote is taken.

Section 4.13 Advisory and Board Committees.

The Board may create standing, special, or advisory committees to the Board or the Executive Director, as it deems appropriate. Members of such committees to the Board shall be appointed by the Board, while members of such committees to the Executive Director shall be appointed by the Executive Director and Chair. The Advisory and Board committees shall select and appoint their own Committee Chair. Persons who serve as members of any committee are not required to be Board Members or elected officials. The Board shall attempt to appoint committee members in a manner that encourages diversity of representation that reflects the diversity among Member communities. The designation of any standing or special committee, and the delegation to them of any authority, shall not relieve the Board, or any Board Members of any responsibility imposed by law. No committee shall have the authority to take any action on behalf of the Board.

Section 4.14 Compensation.

Members of the Board do not receive compensation from the NPRSA for their service on the Board. From time to time, a member of the Board may receive travel and food expenses if travelling on approved business on behalf of the Board.

Article V. OFFICERS AND STAFF

Section 5.01 Number and Terms.

The Board shall have, at minimum, a Chair and Vice-Chair who shall be elected by the Board by a majority vote. The Chair shall be responsible for convening and presiding over each meeting. The Vice-Chair shall perform the duties of the Chair in the absence of the Chair. In the absence of both the Chair and Vice-Chair, a designee shall be chosen as Acting Chair by a majority vote. Only Board Members in attendance at the meeting are eligible to serve as Acting Chair. When so acting, the Vice-Chair or other designee shall have all the powers of and be subject to all of the restrictions upon the role of the Chair. The Chair and Vice-Chair shall serve a two-year term, starting in March of each year. There is no limit on the number of terms the Chair and Vice-Chair can serve. Such other officers, as may be deemed necessary or appropriate, may be appointed from time to time by the Board.

Section 5.02 Staff and Consultants.

The Board shall be authorized to hire or retain staff, legal counsel, independent accountants, auditors, and such other consultants as it may deem necessary. Staff and consultants may be retained in such manner as the Board may determine, subject to applicable statute, regulation, and other agreements or policies enacted by the Board. At minimum, the Board shall strive to retain an Executive Director and a Clerk. In the absence of these Staff, the duties outlined in Section 5.03 must be performed by a Member or Members of the Board acting in such a capacity. Staff and consultants are not considered ex-officio members of the Board. The Executive Director shall be appointed by a Resolution of the Board.

Section 5.03 Duties and Responsibilities.

The Chair shall:

- A. Call regular and special meetings of the Board, and preside at such meetings;
- B. Select the site and method for all meetings;
- C. Cause the mailing or delivery of all meeting notices to Board Members and the Public;
- D. Cause minutes to be kept of all meetings of the Board and made available to Board Members and the Public;
- E. Act as the spokesperson for the NPRSA;
- F. Sign Resolutions passed by the Board; and
- G. Such other duties as may be identified in any agreements or policies enacted by the Board or as may be delegated from time to time.

The Executive Director, if any, shall:

- A. Act as the Auditing Officer of the Board in accordance with RCW 42.24.080;
- B. Cause the development of an annual NPRSA Budget;
- C. Execute Board-approved documents, policies, and agreements on behalf of the NPRSA;
- D. Manage the development of proposed Work Plans;
- E. Oversee and direct the implementation of approved Work Plans and provide direction to the Board;
- F. Cause reports regarding budget and Work Plan progress to be prepared and provided to the Board; and
- G. Perform such other duties as may be identified in any agreements or policies enacted by the Board or as may be delegated from time to time.

The Clerk, if any, shall:

- A. Keep or cause to be kept the minutes of the proceedings of the Board;
- B. Give notices in accordance with the provisions of these Bylaws and as required by law;
- C. Keep or cause to be kept the records of the NPRSA in accordance with applicable law and policy;
- D. Keep or cause to be kept correct and complete financial books and records of the NPRSA; and
- E. Perform such other duties as may be identified in any agreements or policies enacted by the Board or as may be delegated from time to time.

Section 5.04 Resignation.

Any officer may resign at any time by delivering written notice to the Chair, or if the Chair is resigning, to the Vice-Chair. Any such resignation shall take effect at the time specified in the notice or, if the time is not specified, upon delivery of the resignation.

Section 5.05 Vacancies.

Vacancies in any office may be filled by the Board at any regular or special meeting.

Article VI. FINANCES AND RECORDS

All contributions, income to and disbursements of the NPRSA shall be recorded in appropriate books and records and comply with the terms of the Agreement, the most recent Fiscal and Debt Policies, and applicable State law.

Section 6.01 Execution of Agreements and Other Instruments.

Except as otherwise provided by the Financial and Procurement Policies or resolution of the Board authorizing the execution thereof, all agreements, deeds, leases, transfers, and other written instruments shall be executed on behalf of the NPRSA by the Chair, or the Executive Director, after approval from the Board.

Section 6.02 Budget.

The budget of the NPRSA shall follow the financial and budgetary procedures set forth in the Agreement, state law, and the most updated version of the NPRSA's Financial and Debt policies. An annual budget of proposed receipts, operating income and expenditures shall be prepared and submitted to the Board for its approval prior to the beginning of the fiscal year in which that budget will take effect.

Section 6.03 Public Records.

The NPRSA shall keep correct and complete books and records of account, minutes of the proceedings of the Board, and any committees designated by the Board, and such other records as may be necessary or advisable. All public records are subject to the Public Records Act, chapter 42.56 RCW.

Article VII. ETHICS

The NPRSA, its Board Members, committee members, staff, and consultants shall be subject to and comply with the requirements of chapter 42.23 RCW ("Code of Ethics for Municipal Officers - Contract Interests") as the same may be amended or replaced from time to time.

Article VIII. SEVERABILITY; AMENDMENTS TO BYLAWS

If any provision of these Bylaws is found, in any action, suit or proceeding, to be invalid or ineffective, the validity and the effect of the remaining provisions shall not be affected. These Bylaws may be adopted, altered, amended or repealed, and new Bylaws may be adopted, all by Supermajority Vote (2/3) of the Board.

The undersigned, being the Chair of the Board of the NPRSA, does hereby certify that the above and foregoing Bylaws of the NPRSA were duly adopted at a meeting held on January 17, 2024 by an affirmative vote of no less than a majority vote of the Board, and that the same now constitute the Bylaws of the NPRSA.

These Bylaws are dated this 17th day of January, 2024.


Debra Srebnik (Jan 18, 2024 15:50 PST)

Debra Srebnik, NPRSA Chair