

# BYLAWS

Draft -- 1.1

OF THE

## CLARK COUNTY BOARD OF FREEHOLDERS

### Section I. Name

This deliberative body shall be known as the Clark County Board of Freeholders, hereinafter referred to as the "Board", which shall be comprised of the fifteen Freeholders elected by Clark County voters on November 5, 2013.

### Section II. Incorporation of Resolution No. 2013-06-17

Attached herewith, and incorporated herein, is a copy of Clark County Board of Commissioners' Resolution No. 2013-06-17.

### Section III. Contact Information

A. Unless and until otherwise determined by the Board, the business address for the Board will be care of Clark County, P.O. Box 5000, Vancouver, Washington 98666-5000.

B. Unless and until otherwise determined by the Board, the telephone contact number shall be 360/397-2232, a telephone number maintained by Clark County.

C. Unless and until otherwise determined by the Board, the e-mail contact address shall be [homerule@clark.wa.gov](mailto:homerule@clark.wa.gov), an e-mail address maintained and staffed by Clark County.

D. Unless and until otherwise determined by the Board, the registered agent for service shall be Kelly Sills, Economic Development Manager, Clark County, in the State of Washington located at 1300 Franklin Street, Vancouver, 98666-5000.

### Section IV. Purpose

The purpose of the Board shall be to develop and refer to the electorate a Home Rule Charter ("Charter") for the government of Clark County ("County") subject to the laws of the State of Washington ("State") and in accordance with the Constitution of the State.

## **Section V. Officers**

A. The Officers of the Board shall consist of Chair, Vice-Chair, and Secretary, with duties as follows:

1. The Chair shall preside over all meetings of the Board; shall be nominal head of the Board; shall rule on questions of procedure that may arise; shall call special meetings as provided in Section IX of these Bylaws; may create and appoint committees as needed and in accordance with Section VII of these Bylaws; shall prepare an agenda for each regular or special meeting of the Board; shall speak on behalf of the Board before the media and external agencies unless and until such other representative is appointed by the Chair; and perform such other duties as may be provided in these Bylaws or authorized by the Board.

2. The Vice-Chair shall perform those duties and exercise those powers of the Chair in the absence or incapacity of the Chair; assist the Chair as the Chair may request; and perform such other duties as may be provided in these Bylaws or authorized by the Board.

3. The Secretary shall ensure recording and presentation of the minutes of all Board meetings; maintain the Bylaws under which the Board operates and all amendments thereto; and perform such other duties as may be provided in these Bylaws or authorized by the Board.

C. The Freeholder candidate receiving the most votes in the general election shall serve as Chair of the Board during its initial meeting and until such time as the Board shall determine the procedures under which it shall operate. Thereafter, Officers shall be elected from the Board membership.

D. Officers elected by the Board shall take office immediately upon election. Their term in office shall expire the sooner of:

1. Adoption of a Charter in accordance with Section XVI of these Bylaws, or
2. Through December 31, 2014.

E. An office vacated by an Officer, whether voluntarily or involuntarily, shall be temporarily filled by appointment of the Chair until the next regular meeting of the Board, at which time nomination of a Freeholder(s) for the office may be received from the Freeholders present, and the office thereafter filled by a simple majority vote of the Board, or in the event of more than one nominee, that person who receives the most votes of the Freeholders present.

## **Section VI. Staff**

- A. The Board shall be supported by County Primary Staff and Legal Counsel.
- B. Primary Staff shall be responsible for receiving and sending communication to and from the Board; notifying the Board of pertinent business; giving notices required by statute, these Bylaws, or Board resolution; maintaining official records of Board proceedings; presenting information and research; facilitating Board meetings; and performing such other duties as may be provided in these Bylaws or authorized by the Board. Unless and until otherwise determined by the Board, Primary Staff shall be the Clark County Economic Development Manager
- C. Unless and until otherwise determined by the Board, Legal Counsel to the Board shall be provided by an attorney or attorneys assigned that responsibility by the Clark County Prosecuting Attorney.
- D. Other County Staff, experts, or advisors may support the Board as requested by the Chair and approved by the County.
- E. The Board shall not use any Staff, employees, resources, or facilities of the County or other public agency to promote the adoption of the Charter.

## **Section VII. Committees**

- A. The Chair may create, appoint, and dissolve committees as deemed necessary to conduct the Board's business, subject to the provisions of Subsection VII.E below.
- B. The chair of each committee shall be appointed by the Chair of the Board. The chair of a committee must be a Freeholder. The committee chair shall continue in that capacity until such time that the committee is dissolved.
- C. It shall be the responsibility of each committee chair to appoint additional committee members who may or may not be Freeholders; call for meetings of the committee; run committee meetings; document committee business; and make progress reports to the Board at all regular Board meetings.
- D. At the request of the Chair, and upon its dissolution, each committee shall submit a written report to the Board describing its activities, findings, recommendations, and other pertinent information.
- E. The Board, by a simple majority vote at a regular Board meeting, may create, appoint, and designate the chair of a committee. This Board ability shall take precedence over

Subsection VII.A above. The Chair does not have authority to dissolve a committee created by the Board.

### **Section VIII. Vacancies on the Board**

A. Vacancies on the Board, occurring pursuant to Section 42.12.010 Revised Code of Washington (“RCW”) for elective office, shall be declared by the Chair.

B. Vacancies on the Board shall be filled pursuant to Section 42.12.070 RCW and the State Constitution.

### **Section IX. Meetings**

A. All meetings shall be held in accordance with the State Open Public Meetings Act, Section 42.30 RCW.

B. Regular meetings shall be established by the Board, which shall establish dates, times, and frequency for all regular meetings.

C. Special meetings of the Board may be called at any time by the Chair provided that such special meeting date, time, place, and agenda shall be notified in writing to the Board, Primary Staff, and Legal Counsel at least five days in advance. Only those items included on the special meeting agenda may be acted on during a special meeting. For purposes of this section, e-mail qualifies as a form of written notice.

### **Section X. Quorum**

A. A quorum of the Board must be present for the conduct of any business at a meeting of the Board.

B. A quorum for any meeting of the Board shall consist of eight Freeholders who are physically present at the meeting location.

C. A majority of a committee shall constitute a quorum for the conduct of the business of a committee.

### **Section XI. Participation and Nondiscrimination**

A. The Board shall encourage and allow for public testimony during every regular and special meeting of the Board. The Board may establish time limits for public testimony, both individually and collectively for speakers.

B. The Board shall not discriminate against any individual with regard to participation in Board meetings or access to information, or any other Board activity, because of race, national origin, age, sexual preference, religion, disability, political affiliation, or economic status.

## **Section XII. Communications**

A. The Chair, or his/her designee, shall speak on behalf of the Board before the media and external agencies, unless and until such other representative is appointed by the Chair.

B. Primary Staff will ensure public distribution via a County web page on behalf of the Board wherein Board agendas, minutes, media releases, Resolution 2013-06-17, a copy of the 2002 Clark County Charter proposal, composition of the Board, contact information, and other pertinent information may be included.

C. Primary Staff will ensure that each Freeholder is provided a County e-mail address.

D. All Freeholder and Board written communication, including e-mails, concerning the business of the Board, whether or not to or from a County e-mail address, shall be subject to public disclosure.

## **Section XIII. Rules of Order**

Except as modified by these Bylaws, and when not in conflict with State law, all meetings of the Board and its committees shall be held using Robert's Rules of Order (revised edition) for guidance. Any failure on the part of the Board, or one or more of its committees, to adhere to Robert's Rules of Order shall not invalidate any action taken by the Board, provided that such action is not otherwise in conflict with State law, these Bylaws, or other requirements established by the Board.

## **Section XIV. Voting**

A. Freeholders shall each have one vote.

B. All votes shall be cast by show of hands or open roll-call vote.

C. All actions required to be approved by the Board shall require a simple majority of those present, unless otherwise specified in these Bylaws.

**Section XV. Submittals to County**

A. The Board shall submit to the County Administrator proposals for the use and assistance of County staff and resources, and budgetary requests if any, no later than Saturday, January 25, 2014.

B. The Board shall submit to the Clark County Commissioners its expected plan for development and adoption of a Charter no later than Saturday, January 25, 2014.

**Section XVI. Adoption of Charter By Board**

A. No motion shall be entertained for adoption of an Article to be included in the Charter developed by the Board unless said Article has been included on the Board's agenda at a Board meeting. A seconded motion for adoption of an Article to be included in the Charter shall be approved by simple majority vote of the Board.

B. The adoption of the Charter for submission to the County Auditor for inclusion on a ballot before the Clark County electorate shall occur at a regular meeting to be held after notice has been given of such consideration at the previous regular meeting of the Board held at least five days prior to such meeting. No amendments shall be allowed and the vote shall be for adoption of the Charter as a whole. A seconded motion for adoption of the Charter as a whole shall be approved by simple majority vote. The names of those Freeholders voting Aye and Nay shall be recorded for the permanent record of the Board.

C. Should the vote for adoption of the Charter as a whole fail, the next item of business at that meeting shall be consideration of Charter language Article-by-Article.

**Section XVII. Changes to Bylaws**

A. The initial Board approval of Bylaws shall be by simple majority vote.

B. Proposals for amendment or repeal of these Bylaws, in whole or in part, may be submitted by any Freeholder to the Board during any regular meeting, provided, however, that the proposal to amend or repeal has been duly included in the agenda for that meeting and a copy of the proposal provided to all Freeholders no less than five days prior to the meeting. A Freeholder request to have an amendment or repeal of Bylaws placed on the agenda must be granted by the Chair. A seconded motion for adoption of amendment or repeal of Bylaws shall be approved by a simple majority vote.

C. Any amendment or repeal of these Bylaws approved by the Board shall become effective immediately.

D. If approved by the Board, the Secretary shall add the amendment or repeal as an integral part of these Bylaws. The Secretary, or his/her designee, shall ensure distribution of the amended Bylaws to all Freeholders.

E. With the exception of Sections I, II, III, IV, XIII, XIV, XV, and XVI, any provision of these Bylaws may be temporarily suspended, for that meeting only, by a two-thirds majority vote of the Board of Freeholders present at a regular meeting.

### **Section XVIII. Dissolution**

The Board shall automatically dissolve upon adoption of the Charter as a whole in accordance with Section XVI of these Bylaws, or on December 31, 2014, whichever occurs first.

## INCORPORATED ATTACHMENT TO BOARD OF FREEHOLDERS BYLAWS

*[content only; not signed]*

IN THE MATTER OF ELECTING FREEHOLDERS  
AT THE NOVEMBER 5, 2013 GENERAL ELECTION  
TO DRAFT A HOME RULE CHARTER FOR  
CLARK COUNTY GOVERNMENT

AMENDED  
RESOLUTION

NO. 2013-06-17

### AMENDED RESOLUTION

WHEREAS, the issue of establishing a Home Rule Charter for Clark County has been under discussion by the community for more than thirty years and members of the community have shown an interest in the flexibility to modernize county government that might be possible under a Home Rule Charter; and

WHEREAS, Article XI, Section 4 of the Washington State Constitution authorizes the Board of County Commissioners to initiate a home rule process; and

WHEREAS, the Board of Clark County Commissioners believes that the residents of Clark County should engage in an effort to study ways to improve county government and have the right to have their recommendations submitted to the voters of Clark County for their consideration in a countywide election.

NOW, THEREFORE, BE IT RESOLVED by the Board of Clark County Commissioners as follows:

1. Pursuant to the terms of the Washington State Constitution, Article XI, Section 4, the Clark County Auditor is hereby instructed to conduct an election of 15 freeholders during the general election of 2013 as indicated below.
2. Freeholder positions shall be allocated to commissioner districts based on population as follows:  
District 1: Five Freeholder positions  
District 2: Five Freeholder positions  
District 3: Five Freeholder positions
3. Freeholders shall be elected to a term of office commencing the day following the certification of the general election and ending December 31, 2014, or upon submission of a draft charter for a public vote, whichever comes first.
4. Candidates for election as a Freeholder may file with the Clark County Auditor between 8:00 a.m. on August 5 and 5:00 p.m. on August 9, 2013 and shall declare which of the fifteen positions they are pursuing. No person shall file for more than one Freeholder position. All fifteen Freeholder positions shall be nonpartisan elected positions, and placed on the ballot in accordance with their declaration of partisan affiliation. ~~Any candidate who files a declaration of candidacy as an independent for a Freeholder position~~



~~shall be placed on the ballot under the title "Independent."~~ There shall be no filing fee for Freeholder candidates.

5. Candidates for Freeholder shall be qualified electors, be a resident of the commissioner district from which they are seeking election, and shall have resided within Clark County for a period of not less than five years prior to election. All Freeholder candidates must be registered voters of Clark County.
6. Electors will only be allowed to vote for the Freeholder positions representing the commissioner district area within which they reside.
7. Freeholder candidate names will appear on the ballot in an order determined by lot, drawing to be held at 5:00 p.m. on August 9, 2013, and shall not be subject to rotation. The candidate receiving a majority vote for each Freeholder position shall be certified as having been elected to that position. Candidate photos and statements will be included in the general election voters' pamphlet in a method prescribed for candidates to other offices in that election by the County Auditor. Candidate photos and statements must be submitted to the Clark County elections office no later than 5:00 p.m. on August 15, 2013.
8. The candidate receiving the most votes in the election shall serve as the Chair of the Board of Freeholders until such time as the Board of Freeholders shall determine the procedures under which it shall operate. No member of the Board of Freeholders shall receive any compensation for their service as a Freeholder. The Board of Freeholders may propose a policy for reimbursement of their personal expenses for official activities during their time in office in a manner consistent with countywide policy and state law for consideration by the Board of Clark County Commissioners.
9. The Board of Freeholders will schedule and hold a public meeting within thirty days following the certification of election. The meeting will be open to the public, but need not be opened for public testimony. At its initial meeting, the Board of Freeholders shall receive a briefing on their authority, rights, and responsibilities as public officials by the Clark County Prosecuting Attorney's Office. This briefing shall include requirements of open meetings laws, freedom of public information, conflict of interest, and such other matters as the Prosecuting Attorney's Office deems relevant and necessary for the legal performance of their office.
10. At the first meeting, the Board of Freeholders will make provisions to accomplish the following within the subsequent sixty days:
  - a. Establish dates, times, and a place for regularly scheduled meetings;
  - b. Submit an initial proposal for the use and assistance of county staff and resources for consideration by the County Administrator;

- c. Submit a report to the Board of Clark County Commissioners outlining the Board of Freeholder's expected plans for development and submittal of a home rule charter;
  - d. Submit a budget request to the County Administrator for consideration by the Board of Clark County Commissioners.
11. Thenceforth, and for so long as the Board of Freeholders shall meet, it shall:
- a. Ensure that all Board of Freeholders meetings are open to the public and are noticed in accordance with RCW 42.30;
  - b. Encourage and allow for public testimony and inclusion in the Freeholder process and make available draft minutes of meetings to the Board of Clark County Commissioners for posting on the Clark County website.
12. While the Board of Freeholders is in existence, the County Administrator shall:
- a. Provide all reasonable county support as it shall request and the Board of Clark County Commissioners shall direct. This may include purchasing, financial processing, legal advice, and such other services as is generally provided by the county to other county departments;
  - b. Recommend budgets from General Fund allocations as available and as requested by the Board of Freeholders. The Board of Freeholders shall not be granted treatment in excess of that afforded to any other elected official within the county process for assigning budgetary priority.
13. No county employee shall engage in any activity while on public time or at public expense to promote the adoption of any Home Rule Charter proposal. The Board of Freeholders shall not use public employees, resources, or facilities to promote the adoption of a Home Rule Charter.