

Key Peninsula Metropolitan Park District
Dba Key Pen Parks



Resolution No R 2018-05

A RESOLUTION OF THE BOARD OF COMMISSIONER'S OF THE KEY PENINSULA METROPOLITAN PARK DISTRICT ("KEY PEN PARKS") ADOPTING UPDATED BY-LAWS OF THE BOARD OF PARK COMMISSIONERS

Whereas, the Board of Park Commissioners of Key Pen Parks adopted By-Laws of the Board of Park Commissioners on July 25, 2005, revised as per Resolution R2009-07, revised as per Resolution R2011-03, & revised as per Resolution R2014-05; and

WHEREAS, the Board of Park Commissioners of Key Pen Parks desires to adopt an updated By-Laws of the Board of Park Commissioners;

NOW, THEREFORE, THE BOARD OF COMMISSIONERS OF KEY PEN PARKS HEREBY RESOLVES AS FOLLOWS:

Section 1. The By-Laws of the Board of Park Commissioners adopted on July 25, 2005, revised as per Resolution R2009-07, revised as per Resolution R2011-03, & revised as per Resolution R2014-05 are hereby repealed.

Section 2. The By-Laws of the Board of Park Commissioners attached hereto as Exhibit 1 are hereby adopted.

PASSED AND ADOPTED by the Board of Park Commissioners for Key Pen Parks at a regular meeting held at Volunteer Park Annex this 9th day of April 2018.

Attest:

Key Pen Parks
Board of Commissioners
Pierce County, Washington



Edward Robison, President



Mark Michel, Vice President



Kip Clinton, Clerk



John Kelly, Member-at-Large



Shawn Jensen, Member-at-Large

BY-LAWS OF THE BOARD OF PARK COMMISSIONERS
Key Peninsula Metropolitan Park District
DBA: Key Pen Parks
Adopted April 9, 2018 per Resolution R2018-05

ARTICLE I - GENERAL PROVISIONS

SECTION 1: Purpose

The Key Peninsula Metropolitan Park District (hereinafter referred to as Key Pen Parks) is accountable to its citizens for its use of public dollars. The limited financial resources of Key Pen Parks must be wisely used to ensure adequate funding to support the services, public facilities, and infrastructure necessary to meet the community's present and future needs.

This document, *By-Laws of the Board of Park Commissioners*, establishes the policy for the Board of Park Commissioners (the Board). Within this document, the Board of Park Commissioners establishes how it will conduct the business affairs of the Board and how business may be brought before the Board for action.

This document is designed to provide elected and appointed officials, employees, and the general public with clear information on how the Board of Park Commissioners conducts the public's business and what opportunities the public has for presenting its advice, requests and input on matters under consideration by Key Pen Parks.

The Board of Park Commissioners is charged with establishing the policy direction for Key Pen Parks under Washington State law. While recognizing the formal, legal name of the entity as the Key Peninsula Metropolitan Park District, Pierce County, Washington the Board desires that the name of Key Pen Parks be utilized in all references not requiring the formal legal name of the organization.

SECTION 2: Enabling Legislation

This document identifies the enabling legislation for Key Pen Parks, the Board-adopted rules and regulations governing the powers and duties of the Officers of the Board of Park Commissioners, conduct of meetings of the Board of Park Commissioners and other matters related to the conduct of business by the Board.

The enabling legislation governing Key Pen Parks is RCW 35.61. In addition, other local, state, and federal laws and regulations govern the conduct and business of Key Pen Parks. Any of the written rules not required by law may be suspended by a majority vote of the Board of Park Commissioners.

SECTION 3: Authority of the Board

The Board of Park Commissioners is the unit of authority within Key Pen Parks. Apart from his/her normal function as a part of the unit; an individual Commissioner may not commit Key Pen Parks to any policy, act or expenditure.

The Board of Park Commissioners as a whole should not represent any specific segment of the community, but rather represent and act for the community as a whole. The Board of Park Commissioners shall comply with and be guided by all applicable federal, state and local laws and regulations.

Any member of the Board of Park Commissioners, including the Presiding Officer, shall have the right to challenge any action or ruling of the Presiding Officer, or member, as the case may be, in which the decision of the majority of the Board, including the Presiding Officer, which are present at that time, shall govern.

SECTION 2: Board Vice President

The Board Vice President shall serve in the absence of the Board President or when the Board President resigns, is unseated, or disqualifies himself/herself from participating in an agenda item, or declares himself/herself partisan in the debate on any item and shall thus preside over Key Pen Parks Board meetings and otherwise execute the Board President's powers and duties until such time as the Board President returns or, if appropriate, a new Board President is elected. In addition, the Board Vice President shall perform such other duties as the Board may prescribe.

SECTION 3: Board Clerk

The Board Clerk or his/her designee shall take and prepare the meeting minutes for subsequent review and approval by the Board of Park Commissioners. Voice tape recordings may also be made of the Board meetings. In the absence of the Board President AND Board Vice President or when both have resigned, are unseated, or disqualified from participating in an agenda item, or declared partisan in the debate on any item where a quorum of the Board of Park Commissioners is present, the Board Clerk shall thus preside over Key Pen Parks Board meetings and otherwise execute the Board President's powers and duties until such time as the Board President returns or, if appropriate, a new Board President is elected. In addition, the Board Clerk shall perform such other duties as the Board may prescribe.

SECTION 4: Committees

The Board of Park Commissioners may create standing or ad-hoc committees at its discretion to assist the Board in carrying out its responsibilities. Committee recommendations shall be advisory to the Board and cannot commit Key Pen Parks to any policy, act or expenditure, nor may any committee direct staff to perform specific duties. The Executive Director, or Board, shall schedule committee meetings as deemed necessary. Agenda items may be generated through staff or by Board direction.

SECTION 5: Opportunity to Serve

It is the intent of the Board of Park Commissioners to allow every Commissioner the opportunity to serve as Board President, Board Vice President, or Board Clerk during his/her term of office. All positions are voluntary and any nomination can be declined.

ARTICLE IV – CODE OF ETHICS

SECTION 1: Objective

The Board of Park Commissioners is committed to providing excellence in legislative leadership that result in the provision of the highest quality service and representation to Key Pen Parks' constituents. In order to promote these goals, and the public interest, the following guidelines shall be adhered to by Commissioners:

- B) **Approaching Staff:** When a Commissioner wishes to obtain information from a Key Pen Parks employee, the chain of command must be followed. The Commissioner shall first approach the Executive Director regarding the request. The Executive Director may provide, or authorize staff to provide, the requested information.
- C) **Contact with Key Pen Parks' Legal Counsel:** Legal Counsel is a contract service. Key Pen Parks is charged for contact with legal counsel or services conducted on behalf of Key Pen Parks. Because an individual Commissioner cannot obligate Key Pen Parks to any expenditure (refer to ARTICLE I, SECTION 3), it is inappropriate for a Commissioner to contact Legal Counsel without authority from the Board of Park Commissioners. Such contact includes: phone calls, emails, faxes, personal contact, written correspondence, etc. Commissioners who do not follow this rule may be held personally responsible for any or all costs incurred as a result.

SECTION 4: Team Effort

The smooth working of Key Pen Parks is a team effort. All individuals shall work together in the collaborative process, assisting each other in conducting the affairs of Key Pen Parks.

SECTION 5: Constituent Requests

When responding to constituents' requests and concerns, Commissioners shall be courteous, responding to individuals in a positive manner and routing their questions through appropriate channels and to the responsible personnel. Unless authorized by official Board action, individual Commissioners may not conduct negotiations on Key Pen Parks' behalf nor may a Commissioner represent Key Pen Parks or commit Key Pen Parks to any type of action or responsibility.

SECTION 6: Interaction with the Executive Director

Commissioners should develop a working relationship with the Executive Director wherein current issues, concerns and Key Pen Parks' projects can be discussed comfortably and openly.

SECTION 7: Commissioners Conduct Business as a Board

Commissioners function as a part of a Board of Park Commissioners. Through the use of committees, regular meetings, and special meetings, issues related to Key Pen Parks shall be brought to the attention of the Board as a whole.

All actions of the Board shall be taken by the Board of Park Commissioners unless a Commissioner is authorized to act on behalf of the Board by a majority vote.

Commissioners shall become familiar with the requirements of the State Open Public Meetings Act. Serial meetings, teleconferences, e-mails, polling of board members and private meetings, unless conducted properly, may constitute violations of state law. Commissioners may seek guidance from the Executive Director on such matters and the Board may direct the Executive Director to obtain guidance from Key Pen Parks' legal counsel where appropriate.

SECTION 8: Monitoring Progress

Commissioners are responsible for monitoring Key Pen Parks' progress in attaining its goals and objectives, while pursuing its mission.

All meetings of the Board of Park Commissioners shall be held in accordance with all provisions of the Washington State Open Public Meetings Act as provided in RCW 42.30.

SECTION 2: Regular Meetings

Regular meetings of the Board of Park Commissioners shall be held on the second Monday of each calendar month unless changed by resolution of the Board of Park Commissioners and announced to the public as provided in these By-Laws. At any regular meeting of the Board of Park Commissioners, any business may be transacted and the Board may exercise all of its powers.

- A) **Location of Meetings:** The location of the Board meetings shall be at Volunteer Park, 5514 Key Peninsula Hwy, Lakebay, WA 98349, unless changed by resolution of the Board of Park Commissioners.
- B) **Time of Meeting:** The Board will begin consideration of the Agenda at 7:30pm or as close to that time as possible following the conclusion of any preceding Study Session. No Study Session preceding a regular meeting shall begin earlier than 6:30pm.
- C) **Executive Session:** Executive Sessions may be held at any time during a regular or special meeting in accordance with the requirements of RCW 42.30.
- D) **Study Sessions:** Study Sessions allow for the presentation of information to the Board of Park Commissioners by staff, consultants, or citizens in an arena where the Board is not in a decision-making mode. Rather, the Board is afforded the opportunity to receive information, ask questions, and consider options regarding the various matters under discussion. The public is not permitted to ask questions during a Study Session. However the Board may, at its discretion, invite limited public comment on an issue during Study Session. The Board may not take any formal action during a Study Session.
- E) **Public Hearings:** Public Hearings to seek and receive citizen input regarding matters under consideration by the Board of Park Commissioners may be scheduled as part of any regular or special meeting of the Board of Park Commissioners. During a public hearing citizen comments will be taken and included as part of the official record of proceedings of the meeting of the Board of Park Commissioners.
- F) **Citizen Comments:** Citizens are afforded an opportunity at each regular and special meeting of the Board of Park Commissioners to offer their comments to the Board. Citizens are limited to a three (3) minute time limit and may only speak once during the Citizen Comment period at each meeting. Comments will be included as part of the official record of proceedings of the meeting of the Board of Park Commissioners.
- G) **Quorum and Majority:** Action can only be taken if a quorum of the Board of Park Commissioners is present. A minimum of three (3) Commissioners represents a quorum. In order for a motion to pass, the majority of the Commissioners present must vote in favor of the motion. Majority vote of the quorum will rule except an eighty percent (80%) minimum "affirmative" vote will be required for actions that exceed twenty percent (20%) of Key Pen Parks' annual operating budget or actions to approve changes to the By-Laws of the Board of Park Commissioners.
- H) **Minutes:** The Board Clerk or his/her designee shall take and prepare the meeting minutes for subsequent review and approval by the Board. Voice recordings may also be made of the proceedings of the Board meetings.
- I) **Notice to the Media & Public:** Public notice of meetings of the Board of Park Commissioners together with a copy of the agenda shall be posted on Key Pen Parks' web site and Key Pen Parks' social media sites, and be forwarded to the Key Peninsula News and any other members of the media making formal request of the Board Clerk, his/her designee or the Executive Director at least twenty-four (24) hours in advance of the meeting, except in the case of an emergency. Notice shall also be prominently displayed at the main entrance of

- 1) Approval of interlocal agreements with other governmental entities or agencies.
- 2) Approval of contracts with not-for-profit agencies, businesses, or companies.
- 3) Approval of any contract, agreement, good, or service proposed to be acquired or bought where Board approval is required per the Purchasing Policy of Key Pen Parks.
- 4) Granting of utility easements whereby the easement does not materially affect the use of the property for parks and recreational purposes.
- 5) Approval of, or amendments to the budget.

All other items not specifically mentioned shall be addressed by Second Reading Resolutions.

- D) **Second Reading Resolutions:** Second Reading Resolutions shall be utilized to conduct certain matters of significance that require thoughtful Board deliberation and debate in a relaxed and informal atmosphere where there is sufficient time for reflection and consideration between the first reading and the second reading, which is conducted at a subsequent Board meeting prior to any vote on Board approval. Included among the items that would qualify for the Second Reading Resolution process would be the following:
- 1) Approval of a Master Plan for a park, recreation facility, or program(s).
 - 2) Approval of strategic, long range plans.
 - 3) Approval of ballot measures to be referred to the electorate.
 - 4) Issuance of debt.
 - 5) Disposition of real property.
 - 6) Approval of park development or redevelopment projects including setting of the budget wherein the budget for the development or redevelopment is estimated to exceed \$100,000.
 - 7) Approval of changes to the By-Laws of the Board of Park Commissioners. Changes to the By-Laws shall require the "affirmative" vote of eighty percent (80%) of the Commissioners present (per SECTION 2, Part G above).
 - 8) Other matters of similar importance.
 - 9) The Board, by majority vote, may require a Second Reading on any item prior to Board approval of said item.
- E) **Board Member Submitted Agenda Items:** It is inappropriate for a Commissioner to have an "Upper Hand" over other Commissioners when presenting or discussing an agenda item. Therefore, Commissioners wishing to place an item (or items) on an agenda must submit all materials to the Board President and the Executive Director or their designees for inclusion in the Board Packet to be provided to all Commissioners prior to the meeting. The deadline for submittal of such material is 12:00 noon, seven (7) calendar days prior to the scheduled date of the meeting where the topic(s) would be addressed. Materials must include an introductory report (i.e. staff report), a written copy of any statements to be made, and other documentation helpful in presenting the item(s). Failure to meet all of these requirements shall result in the item(s) being omitted from the agenda until such time as the requirements are met.
- F) **Submission of Agenda to Board Members:** The prepared draft Agenda shall be mailed, emailed, or faxed to the members of the Board of Park Commissioners three (3) days prior to the scheduled date of the meeting. If there is a special or emergency meeting, the Agenda should be provided to the members of the Board at least twenty-four (24) hours in advance of the scheduled meeting whenever possible. A copy of the Agenda shall also be submitted to the media and the public per SECTION 2, Part I above.

SECTION 5: Meeting Room Preparation

The Executive Director or his/her designee shall insure that appropriate information is available for the audience at all meetings of the Board of Park Commissioners, and the facilities are functional and appropriate.

Commissioners cannot achieve a quorum because a member or members of the Board have declared a conflict of interest, the following shall occur:

- 1) If four (4) or more Commissioners are in attendance at the meeting, a recess shall be called. Each Commissioner with a conflict of interest shall confer individually with staff to determine if the conflict is legal or perceived. If the conflicts are deemed to be perceived, the meeting shall resume, the item in question shall be discussed, and the members of the Board without legal conflicts of interest shall vote.
- 2) If three (3) Commissioners are in attendance at the meeting and one (1) or more declares to have a conflict of interest, the item shall be tabled and reintroduced at a subsequent regular meeting in which four (4) or more Commissioners are in attendance.
- 3) If a challenge to a Commissioner or Commissioners would prevent a vote from occurring, then the Commissioner or Commissioners may participate and vote in the proceedings provided that they first disclose the basis for what would have been their disqualification. This is known as the "doctrine of necessity."

- J. **Recusal:** Except as may otherwise be provided by these By-Laws, no member of the Board of Park Commissioners shall participate in the voting on a matter under circumstances of actual or apparent bias or partiality arising from a close personal, familial, or business relationship with interested parties, or a pecuniary interest that could be directly or indirectly affected by the agency's decision (see also ARTICLE IV, SECTION 14, "Conflict of Interest"). In such circumstances, the Board member shall recuse themselves from voting on the subject matter in question.

SECTION 7: Board Direction

The Board of Park Commissioners may give directions and instructions to the Executive Director which are not formal actions. The Board President shall determine by consensus a Board directive and shall state it for clarification. Should two (2) or more Commissioners challenge the statement of direction given by the Board President, a voice vote may be requested. Informal actions of the Board are still considered Board action and shall only occur regarding matters which appear on the agenda. A formal motion may be made to place a disputed directive on a future meeting Agenda.

ARTICLE VI – REMUNERATION

Commissioners are entitled to compensation as per RCW 35.61.150, however to receive compensation Commissioners must request and submit a Commissioners Compensation Tracking Form within thirty (30) days of official business or compensation will be forfeited. Commissioners may elect to waive their compensation by providing and delivering to the Executive Director or their designee a letter stating such as fact.

ARTICLE VII – AMENDMENT TO BY-LAWS

Any member of the Board of Park Commissioners may introduce a proposed amendment or amendments to the By-Laws (which may consist of new By-Laws) at any regular meeting, or at any special meeting for which advance notice has been given as described below.

Proposed amendment(s) to these By-Laws, including the text of the proposed amendment(s) and a statement of its/their purpose and effect shall be provided to all Board members fifteen (15) days prior to any regular meeting of the Board of Park Commissioners or thirty (30) days prior to any special meeting in order to be included on the Agenda for said meeting. Proposed amendment(s) to these By-Laws shall be processed as Second Reading Resolutions per ARTICLE V, SECTION 4, Part D above.