

WILLIAM SHORE MEMORIAL POOL DISTRICT BYLAWS

ARTICLE 1 NAMES

The name of this Metropolitan Park District is William Shore Memorial Pool District ("District" or "WSMPD"). The name of the governing Board is the William Shore Memorial Pool District Board of Commissioners ("Board"). All actions of the District may be performed using the name "WSMPD".

ARTICLE 2 ROLE AND PURPOSE

The Role and Purpose of the District is to discharge its responsibilities for providing pool facilities as a public service to the residents of the geographic areas included within WSMPD's boundaries, which are also the boundaries of the Port Angeles School District.

ARTICLE 3 ORGANIZATION

The District is organized under and in conformity with the constitution and laws of the State of Washington, specifically Chapter 35.62 RCW (Metropolitan Park Districts) as now enacted or as it may hereafter be amended.

ARTICLE 4 GOVERNING BODY

4.1 The Board shall consist of FIVE (5) members who shall be appointed in accordance with the following process:

4.1.1 The City Council of Port Angeles annually shall appoint two members of the WSMPD Board. These two members shall be members of the Port Angeles City Council.

4.1.2 The Clallam County Board of Commissioners shall annually appoint two members to the WSMPD Board. These two members shall be members of the Clallam County Board of Commissioners.

4.1.3 The four Board members selected in accordance with Paragraphs (a) and (b) shall select by nomination and motion, the fifth Board member. That person shall be an elector and resident of the Port Angeles School District area. The person may be, but is not required to be, a member of the City Council of Port Angeles or the Clallam County Board of Commissioners. No person may be appointed to the position of the fifth member of the Board for more than FIVE (5) consecutive years. Individual Board members shall hereafter be referred to as Commissioners.

4.2 **VACANCIES.** Any vacancy in a position held by a member of the Port Angeles City Council or the Clallam County Board of Commissioners shall be filled by appointment by the appropriate legislative body. Any vacancy in the fifth board member position shall be filled pursuant to the provisions of RCW 36.69.100 and RCW Chapter 42.12 as now enacted or as it may hereafter be amended. Vacancies shall be filled only after solicitation of applications and interviews of the candidates by the Board.

4.3 **COMPENSATION.** Commissioners shall receive no compensation but may be reimbursed for actual expenses as approved by a majority vote of the other FOUR (4) members of the Board of Commissioners.

ARTICLE 5 ELECTED OFFICERS

5.1 **OFFICERS.** During the first regular meeting in January, the Board shall elect from its members a President and a Clerk and other officers as it may determine it requires who shall hold office until their successors have been duly elected.

5.2 **President.** The President shall be the presiding officer at meetings of the Board, and will assure that an agenda is provided for each meeting and that the meeting will be conducted in accordance with the agenda. The President shall act as a spokesperson for the Board, and can sign all resolutions, contracts and other instruments on behalf of the Board and as authorized by the Board. The President may vote on any issue that comes before the Board, and must vote to break a tie.

5.3 **Clerk.** The Clerk shall assume the responsibilities and duties of the President in the absence or disability of the President.

ARTICLE 6 APPOINTED OFFICERS

6.1 **ATTORNEY.** The Board shall appoint, at a regular meeting, an attorney who shall advise the Board and its appointed officers on legal matters and represent the District in all such matters.

**ARTICLE 7
POWERS AND DUTIES OF THE BOARD**

- 7.1 **POWERS AND DUTIES.** The Board shall have all the powers and duties as authorized by RCW 35.61.
- 7.2 **DISTRICT GOALS AND OBJECTIVES.** The Board shall establish Goals and Objectives which will establish a long-range plan in relation to the District's facility needs. In addition to facilities, the plan/goals and objectives should consider programs and the financing necessary to achieve these goals. The Goals and Objectives shall be reviewed annually and modified by the Board to reflect needed changes perceived in the District.
- 7.3 **DISTRICT POLICIES AND RULES.** The Board shall adopt policies and rules as necessary for the operation of its facilities. These polices may include the following:
- a. Rules of conduct for patrons of the District's facilities.
 - b. The relationship of the Director to the Board and the responsibilities of the Director to the Board and District operation.
 - c. Policies concerning the administration of the District's personnel and general personnel policy.
 - d. Hours of operation, maintenance and closures.
 - e. The financial policy of the District as authorized by RCW 36.69.160 and to establish an annual budget and rates for the use of the District facilities.

**ARTICLE 8
COMMITTEES**

- 8.1 **GENERAL PROVISIONS.** Generally, the Board acts as a committee of the whole. The Chair may recommend the creation of *ad hoc* committees to facilitate the conduct of the Board's affairs. Members of *ad hoc* committees will be nominated by the Chair and appointed by the Board.
- 8.2 **CITIZENS' ADVISORY COMMITTEE.** The purpose of this committee is to provide comment and advice to the Board relating to the policies of the Board and to the operation and maintenance of the District's facilities. This committee shall consist of up to SEVEN (7) persons, each of whom shall be a resident of the Port Angeles School District area. Membership terms on the committee shall be TWO (2) years in length, and no person may be appointed to more than TWO (2) consecutive terms on the committee. The committee shall meet at least

quarterly. The Board shall consider, but is not bound by, comment and advice given to the Board by the committee.

ARTICLE 9 MEETINGS OF THE BOARD OF COMMISSIONERS

- 9.1 **GENERAL PROVISIONS.** The WSMPD is a Washington Municipal Corporation, and RCW Chapter 42.30, The Open Public Meetings Act, RCW Chapter 42.23, the Code of Ethics for Municipal Officers, and RCW Chapter 42.56, the Public Record Act. as each is now enacted or as it may hereafter be amended.
- 9.2 **REGULAR MEETINGS.** Regular business meetings of the Board will be held on the fourth Tuesday of each month at 3:00 PM in Room 160 of the Clallam County Courthouse, Port Angeles, Washington.
- 9.2.1 **CONFLICT OF INTEREST.** Any Commissioner who has an interest in a contract or other transaction with the District or who has any other type of situation vis-à-vis with the District which would be construed by a judge or jury applying the "reasonable person" standard as a conflict including, but not limited, to family relationships, shall make a full, frank and prompt disclosure to the Board prior to taking part in the discussion and vote in the matter at issue. Such disclosure shall include any relevant information and material facts known to the Commissioner concerning the potential conflict of interest which might reasonably be construed to affect the person's participation in the matter at issue.
- 9.2.2 **DISQUALIFICATION.** The remaining members of the Board shall determine by majority vote whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If the conflict is deemed to exist, the Commissioner shall not vote on, use personal influence in, nor participate in discussions or deliberations with respect to the matter at hand. Such Commissioner shall not be counted in determining whether or not a quorum exists. The minutes shall reflect that the Commissioner made the disclosure, abstained from voting and whether or not a quorum was present at the time of the action.
- 9.3 **SPECIAL MEETINGS.** Special meetings may be called according to the provisions of RCW 42.30.080 as now enacted or as it may hereafter be amended.
- 9.4 **EXECUTIVE SESSIONS.** The Board may hold Executive Sessions for all purposes authorized by RCW 42.30.110 as now enacted or as it may hereafter be amended.

9.5 **QUORUM.** A majority of the members of the Board will constitute a quorum. An absolute majority of FOUR (4) members of the Board shall be required for approval of the following actions:

- a. Adoption or amendment of the bylaws.
- b. Levy of any tax.
- c. Selection and removal of the Director.

9.6 **PARLIAMENTARY PROCEDURE.** Deliberations of the Board shall be governed by Parliamentary Rules and Procedures contained in the most recent edition of Roberts Rules of Order, Revised where those rules are not inconsistent with these Bylaws.

**ARTICLE 10
AMENDMENTS**

10.1 These Bylaws may be amended by resolution of the Board at a regular meeting.

Adopted this twenty-fifth day of August 2009.

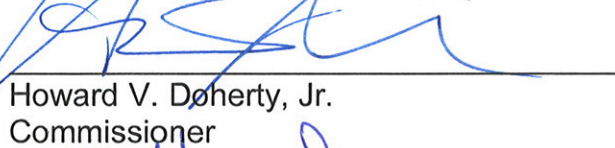
WILLIAM SHORE MEMORIAL POOL DISTRICT COMMISSIONERS



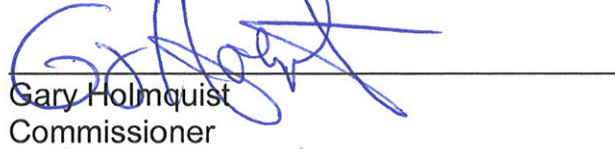
Dan Di Giulio
President and Commissioner



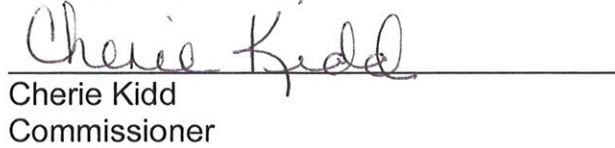
Michael C. Chapman
Clerk and Commissioner



Howard V. Doherty, Jr.
Commissioner



Gary Holmquist
Commissioner



Cherie Kidd
Commissioner