



## BY-LAWS

### SPOKANE REGIONAL CLEAN AIR AGENCY

#### ARTICLE I NAME

The name of this organization shall be the Spokane Regional Clean Air Agency. Pursuant to [RCW 70.94.100](#), this organization shall be governed by a Board of Directors, hereinafter referred to as "Board".

#### ARTICLE II PURPOSE

Consistent with [RCW 70.94.011](#), the primary purpose of the Spokane Regional Clean Air Agency Board is (1) to serve as the governing body of the Spokane Regional Clean Air Agency; (2) to safeguard the public interest through an intensive, progressive and coordinated statewide program of air pollution prevention and control; (3) to encourage coordination and cooperation between the state, regional, and local units of government, public and private organizations, and concerned individuals in order to maintain and improve air quality; and (4) to provide for the use of all known, available, and reasonable methods to reduce, prevent, and control air pollution.

#### ARTICLE III BOARD MEMBERSHIP

1. In accordance with [RCW 70.94.100](#), the Spokane Regional Clean Air Agency's Board shall consist of the following five (5) members: one representative to be designated by the Board of County Commissioners for Spokane County; one appointee from the City of Spokane; one appointee from the City of Spokane Valley; one appointee of the city selection committee representing other cities in the County; and one citizen residing in the county who demonstrates significant professional experience in the field of public health, air quality protection, or meteorology.

2. Pursuant to [RCW 70.94.100](#), the term of office for board members shall be four years. The ending date for the terms in place January 5, 2010 for Board Member positions is as follows: Small City Representative, December 31, 2011; Spokane County Commissioner, December 31, 2010; City of Spokane, December 31, 2013 City of Spokane Valley, December 31, 2011; Member at Large, December 31, 2012.

3. All new appointments shall be made prior to the second Monday in January.
4. Vacancies on the Board shall be filled by appointment within thirty days and made in the same manner as the original appointment. An appointment filling a vacancy will be to complete the current term of service for that position.

#### ARTICLE IV LEGISLATIVE POWERS, DUTIES AND FUNCTIONS

1. The authority of the Board shall be as prescribed by the laws of the State of Washington.
2. The Board shall appoint an Executive Director whose tenure shall be determined by the Board. The Board shall annually evaluate the performance of the Executive Director.
3. The salary of the Executive Director shall be fixed by the Board.
4. The Board will review and decide the necessary finances and budget to carry out the purposes of the Spokane Regional Clean Air Agency.
5. It is the policy of the Board of Directors to achieve full cost recovery for all fee based programs. The Source Registration and Notice of Construction programs have long been supported in part by the Local Assessments because the level of fees have not been adequate to be fully fund the programs. Fees will be reviewed and revised annually with the ultimate goal of achieving full cost recovery from fees for these services.
6. The Board will receive reports from and through the Executive Director on the activities of the Spokane Regional Clean Air Agency at the regular monthly board meeting.
7. The Board will promulgate regulations for the control of air pollution in conformity with the laws of the State of Washington and regulations promulgated by the Board.
8. The Board will cooperate with and coordinate activities with others in the community and solicit their cooperation in carrying out sound policies for air pollution control within the jurisdiction of Spokane Regional Clean Air Agency.
9. The Board is responsible for establishing policies to achieve the mission of the Spokane Regional Clean Air Agency.
10. The Board shall contract with an attorney whose duties shall be to advise and assist the Board and the Spokane Regional Clean Air Agency in routine legal matters. The Board or the Director may contract with special counsel for any purpose as deemed necessary by the Director or Board.

#### ARTICLE V OFFICERS AND THEIR DUTIES

1. The presiding officer of the Board shall be the Chair, who shall serve for a term of one (1) year. If a vacancy occurs, the Vice Chair shall become the Chair of the Board.

2. The Board shall elect a Vice Chair, who shall serve for a term of one year. If a vacancy occurs, a new Vice Chair shall be elected to fill the unexpired term at the next regular or special meeting of the Board.

The Vice Chair shall perform the duties of the Chair in the event of the Chair's absence or inability to perform.

3. The Executive Director for the Spokane Regional Clean Air Agency shall serve as the Executive Secretary to the Board and shall ensure that the following duties are accomplished:

- a. Record minutes of all meetings of the Board to the extent required by the Open Public Meetings Act of the State of Washington;
- b. Maintain a book of numbered and dated motions/resolutions passed by the Board;
- c. Maintain custody of all books, records and papers belonging to the Board;
- d. Carry on the usual correspondence of the Board, including such matters as notifying members of public meetings of the Board; and
- e. Prepare a list of vouchers for monthly presentation to the Chair of the Board for review and approval.

#### ARTICLE VI EXECUTIVE DIRECTOR

1. The Executive Director shall perform such duties as are provided for by law and directed by the Board.

2. The Executive Director shall be responsible to the Board for his/her official actions. Upon Board approval of the annual budget, the Executive Director shall be authorized to purchase items listed in the budget, except that any item which is not a budgeted line item costing more than \$5,000 must be approved by the board. The bidding/purchasing procedure is included as Attachment I.

3. The Executive Director shall be responsible for implementing policies approved by the Board.

4. The Executive Director shall be empowered to employ such technical and other personnel as approved in the budget to carry out the functions of the Spokane Regional Clean Air Agency. The Executive Director shall be responsible for the creation, updating and implementation of the agency Employee Manual.

#### ARTICLE VII MEETINGS AND QUORUM

1. The Board shall meet on the first Thursday of each month in the Spokane Regional Clean Air Agency office located at 3104 E Augusta Ave, Spokane beginning at 9:30 a.m. Scheduled meeting dates, times and places may be revised to accommodate the needs of the Board. In such cases, notice to the public shall be given in accordance with the Open Public Meetings Act of the State of Washington.

2. Special meetings may be called by the Chair at his/her discretion, at the request of the Executive Director, or upon the written request of a majority of the members provided that notice is given as required by the Open Public Meetings Act.
3. Three (3) voting members of the Board shall constitute a quorum for the dispatch of business.
4. Approval of all actions taken by the Board shall be by a majority of the votes cast.
5. In accordance with [RCW 42.30.110](#), the Board may call executive sessions as necessary.
6. Whenever a Board member has a potential conflict of interest in an action before the Board, the member shall disclose to the Board the nature of the potential conflict prior to participating in the action review. If the potential conflict of interest, in the judgment of a majority of the Board, may prevent the member from fairly and objectively reviewing the action, the Board shall remove the member from participating in the action.

The Board of Directors shall be subject to the conflict of interest provisions of Chapter 42.23 RCW. Further, no Board member shall engage in any transaction in which he/she has a financial interest, direct or indirect, with the Board unless the transaction is disclosed publicly and the procedures set forth in RCW [70.94.100\(5\)](#) are followed.

7. A Board member may be removed by a vote of the remaining Board members for failure to attend regular board meetings. Upon such a vote, his/her seat shall be declared “vacant.”
8. In the unusual event that a Board Member is unable to participate in a scheduled Board Meeting in person, a Board Member shall be allowed to participate and vote in the meeting telephonically. Provided that the Board Member has good cause to be physically absent, said good cause is reported at the outset of the meeting and included in the minutes, and that all participating Board Members can hear each other simultaneously. Any Board Member who objects to the participation of another Board Member by phone shall state his or her objection immediately after the identification of good cause at the outset of the meeting. Assuming there is a quorum physically present, upon a motion and second, those Board Members physically present may vote on the objection to telephonic participation.

## ARTICLE VIII BUSINESS OF REGULAR MEETINGS

The business of regular meetings, unless changed by a majority vote of the members present, shall include: Call to Order; Roll Call; Work Session; Advisory Council Report; Public Comment; Executive Director Reports; Activity Report; Public Education Report; Consent Agenda which shall include Approval of Minutes and Approval of Vouchers; Action Items; Discussion Items/Reports; Board Member Concerns; Date of Next Board Meeting; and Adjourn.

ARTICLE IX  
COMMITTEES

The Chair of the Board shall establish such committees as necessary, provided that no Committee shall include a majority of the Board members.

ARTICLE X  
RULES OF BUSINESS

Business shall be conducted in accordance with the most current edition of *Roberts Rules of Order*, so long as they are consistent with these By-laws or any amendments thereto.

ARTICLE XI  
AMENDMENTS TO THE BY-LAWS

These By-Laws are subject to an annual review at the February Board meeting. Any proposed amendment to these by-laws shall be presented to the Board in writing at least ten (10) working days before the meeting at which the proposed amendment is on the agenda. The proposed amendment may be adopted by a majority vote of those members present.

Adopted this 1st day of April, 2010.

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Rose Dempsey  
Chair of the Board of Directors for  
Spokane Regional Clean Air Agency