

Resolution 15 - 36

**A RESOLUTION RESCINDING THE GOVERNANCE POLICY AND
ADOPTING ATTACHED BY-LAWS**

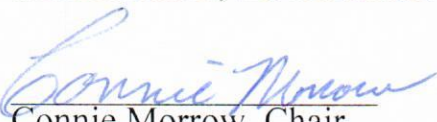
WHEREAS: The Asotin County Public Facilities District Directors rescinds the Governance Policy previously enacted _____;


WHEREAS: The Directors find the attached by-laws express the Board's intent for the organization of the District to more closely follow the statutory scheme set out in RCW 36.100 and find the attached by laws meet that goal;

THEREFORE be it RESOLVED: The Governance Policy enacted _____ is hereby rescinded in it's entirety, effective immediately and will no longer govern any Public Facility actions, nor any of the Board of Directors actions,

FURTHER BE IT RESOLVED: The attached By-Laws are adopted as the governing document for the Board of Directors for the Asotin County Public Facilities Directors, effective upon signature.


The provisions of this Resolution are severable, and if any portion is found to be unenforceable, the remainder of the Resolution shall not be affected.

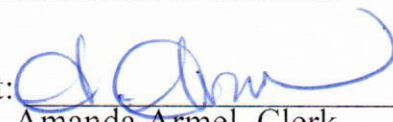

Connie Morrow, Chair

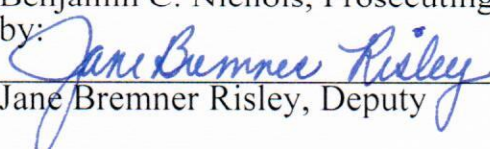

Doug Higgins, Vice Chair


Charlotte Rodgers, Member


Edward Ausman, Member


Mary Shannon, Member

Attest: 
Amanda Armel, Clerk
date and time: 09/15/2015
6:30 pm

Approved as to Form:
Benjamin C. Nichols, Prosecuting Attorney
by: 
Jane Bremner Risley, Deputy

ASOTIN COUNTY PUBLIC FACILITIES DISTRICT BY-LAWS

I. ORGANIZATIONAL STATEMENT

WHEREAS THE Asotin County Public Facilities District was formed by Asotin County Board of Commissioners by their Resolution No. 13-25 and the Initial Board and Terms established by the Asotin County Board of Commissioners Resolution No. 13-29.

WHEREAS THE Public Facilities District was and is established pursuant to Chapter 36.100, Public Facilities District, and is governed thereby, and the Board of Directors wishes to exercise all powers delegated to them by the statute, as currently enacted or may be amended.

II. BY-LAWS

A. NAME

The name of the organization is the Asotin County Public Facilities District.

B. PURPOSE

Asotin Public Facilities District was authorized by the Board of County Commissioners, pursuant to RCW 36.100 *et seq* for the purpose of financing, re-financing, design, acquisition, construction, equipping, operating, maintaining, remodeling, repairing and reequipping of public facilities operations. The District Office is at Asotin County Family Aquatic Center, 1603 Dustan Loop, Clarkston, WA 99403.

C. BOARD OF DIRECTORS TO GOVERN

RCW 36.100 directs a public facilities district must be governed by a board of directors, appointed by the County Commissioners, one member will be from the City of Asotin, one member from the City of Clarkston, and three members from the County at large for a total of five directors. The Board of Directors of the Asotin County Public Facilities District is both the legislative body of the District and the management and administrative board and body of the District, pursuant to RCW 36.100.020 (a), (b), (c), (d)(1-5).

1. TERM

Members of the Board of Directors must serve four-year terms of office.

2. VACANCY ON BOARD OF DIRECTORS

A vacancy must be filled in the same manner as the original appointment was made and the person appointed to fill a vacancy must serve for the remainder of the unexpired term of the office for the position to which he or she was appointed.

3. REMOVAL OF DIRECTOR

Any director may be removed from office by the entity that appointed such director for any reason or for no reason.

4. OFFICERS AND COMMITTEES

The officers of the District shall be a President, Vice President and Secretary, each of whom shall be elected by the Board. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board. No person may simultaneously hold more than one office. In addition to the powers and duties specified below, the officers shall have such powers and perform such duties as the Board may prescribe.

ELECTION, QUALIFICATION, TERM OF OFFICE

At the first meeting in August of each year, the Board shall elect each of the officers from among its members for a one year term, or until another election is held. Nothing herein shall prohibit an officer from succeeding themselves provided no person shall serve more than three (3) consecutive terms in any office.

POWERS AND DUTIES

1. PRESIDENT

The President shall preside at all meetings of the Board. The President may sign and execute, in the name of the District deeds, mortgages, leases, bonds, contracts and other instruments duly authorized by the Board, and generally shall perform all duties incident to the office of President and such other duties as may from time to time be assigned to such office by the Board. The President may call special Board meetings as set forth below.

2. VICE PRESIDENT

At the request of the President or in case of his or her absence or disability, the Vice-President shall perform all duties of the President and, when so acting, shall have all the powers of, and be subject to all restrictions upon the President. In addition, the Vice-President shall perform such other duties as may from time to time be assigned to that office by the Board or the President.

3. SECRETARY

The Secretary shall:

Certify and keep at the office of the District, or at such other place as the Board may order, the original or a copy of the By-Laws, as enacted or amended.

Be responsible for keeping at the office of the District, or at such other place as the Board may order, a book of minutes of all meetings of the Board, recording therein the time and place of holding, whether regular or special, and, if special, how authorized, the notice thereof given, and the proceedings of each meeting.

Be responsible for keeping at the office of the District, or at such other place as the Board may order, a book of resolutions from meetings of the Board;

See that all notices are duly given in accordance with the provisions of the By-Laws or as required by law;

Be custodian of the records of the District;

Exhibit at all reasonable times to any director, upon request, the By-Laws, resolutions and minutes of the proceedings of the directors of the District; and

In general, perform all duties of the office of Secretary and such other duties as may from time to time be assigned to such office by the Board of Directors or the Chair.

These duties may be delegated to or withdrawn from the Clerk of the Board by resolution of the Board of Directors.

4. EX-OFFICIO TREASURER

The County Treasurer is the statutorily mandated ex-officio treasurer and shall perform all treasurers duties for the Public Facilities District, as set forth in RCW 36 as currently enacted and may be amended..

5. REMOVAL OF OFFICER

At an executive session, upon reasonable prior notice to all Board members of the alleged reasons for dismissal and a chance for the member to respond, the Board may consider removal of an officer. If the Officer requests, the discussion can be publicly held. After the executive session, the Board may take action in a public meeting to remove an Officer by an affirmative vote of the majority of all the Board members from his or her office (but not from his or her membership on the Board) whenever in its judgment the best interests of the District will be served thereby.

6. VACANCY OF BOARD OFFICER

The Board shall fill any office that becomes vacant with a successor who shall hold office for the until his or her successor shall have been duly elected and qualified.

7. COMMITTEES

The Board may establish permanent or temporary Committees by resolution.

D. MEETINGS

1. REGULAR MEETINGS

Regular meetings of the Board shall be held at least once every month at the District office as set by resolution by the Board of Directors. The provision does not prevent the Board from adding additional meetings by resolution as the Board deems necessary. At any regular meeting of the Board, any business may be transacted and the Board may exercise all of its powers. Notice of the meetings will be made to all Board members, persons who have requested notice, and media outlets who have requested notice. Notice may be provided by mail if requested in writing, or e-mail.

2. SPECIAL MEETINGS

Special meetings of the Board may only be held after 24 hours notice to all Board members, by telephone or e-mail or both, and notice to all persons and news media outlets that have requested notice. If the meeting is to be held at a place other than the District Office, the place and address will be part of the Notices of Special Meeting. Special meetings may be held whenever called by the Chair or a majority of members of the Board, in compliance with the Revised Code of Washington as currently enacted or amended. Only business set forth in the Notice of Special Meeting may be conducted during a special meeting.

3. QUORUM

Three of the five Board members shall constitute a quorum of the District Board for the transaction of business. One of the three may attend telephonically or by video, which attendance must be recorded as part of the minutes. No business shall be transacted except in the usual and ordinary course unless there are at least three members of the Board voting in concurrence of said action. The Board may create and fill such positions, affix salaries and bonds therefore as they may provide by resolution.

4. WAIVER OF NOTICE

Notice as provided in Sections 1 and 2 above may be dispensed with as to any member of the Board who is actually present at the meeting at the time it convenes. Such notice may also be dispensed with as to special meetings called to deal with an emergency involving injury or damage to persons or property or the likelihood of such injury or damage, where time requirements of such notice would make notice impractical and increase the likelihood of such injury or damage, provided, a special meeting is held within 24 hours of the no notice special meeting, and notice is sent to all Board members, persons who have requested notice and news media. The meeting will review the actions taken in the emergency situation.

E. BOARD OF DIRECTORS/COMPENSATION

1 Each member of the Board of Directors of the Public Facilities District may receive compensation of \$50 per day for attending meetings or conferences on behalf of the District, not to exceed \$3,000 per year. A Director may waive all or a portion of his or her compensation under this Section as to a month or months during his or her term of office by written waiver filed with the Public Facilities District. The compensation provided in this Section is in addition to reimbursement for expenses paid to the Directors by the Public Facilities District, all as provided by RCW 36.100.130, as currently enacted or hereafter amended.

F. AMENDMENTS TO BY-LAWS

PROPOSALS TO AMEND BY-LAWS.

1. Proposals to amend the By-Laws shall be presented in a format that strikes over material to be deleted and underlines new material.

2. Any Board member may introduce a proposed amendment to the By-Laws at any regular meeting or at any special meeting of which 30 days advance notice has been given.

BOARD CONSIDERATION OF PROPOSED AMENDMENTS.

Notice of a proposed amendment to the By-Laws including the text of the proposed amendment and a statement of its purpose and effect will be provided 30 day prior to consideration and vote. Germane amendments to the proposed amendment within the scope of the original amendment will be permitted at the meeting at which the vote is taken. The consideration may be carried to meetings subsequent to the meeting for initial consideration.

VOTE REQUIRED FOR AMENDMENT TO GOVERNANCE POLICY

Resolutions of the Board approving proposed amendments to the By-Laws or approving amendments to the By-laws require an affirmative vote of a majority of the Board members then in office.

G.. ADMINISTRATIVE PROVISIONS

BOOKS AND RECORDS.

The District shall keep current and complete books and records of account and shall keep minutes of the proceedings of its Board and its committees having any of the authority of the Board.

FISCAL YEAR

The Fiscal Year of the District shall begin January 1 and end December 31 of each year, except the first fiscal year, which shall run from the date of creation of the District by County Ordinance #13-29, which is July 29, 2013.

H. INDEMNIFICATION OF BOARD MEMBERS

The District may elect to defend and indemnify its present and former Board members and officers and their successors, spouses and marital communities to the full extent authorized by law. In addition, the right of indemnification shall inure to each Board member or officer and his or her spouses and marital communities upon his or her appointment to the Board and in the event of his or her death shall extend to his or her heirs, legal representatives and estate. Each person who shall act as Board member or officer of the District shall be deemed to do so in reliance upon such indemnification and such rights shall not be exclusive of any other right that he or she may have.

Adopted by resolution # 15-36 the 15th day of September, 2015.

Connie Morrow
Connie Morrow, Chair

Doug Higgins
Doug Higgins, Vice Chair

Charlotte Rodgers
Charlotte Rodgers, Member

Edward Ausman, Member

Mary Shannon
Mary Shannon, Member

Attest: A. Armel
Amanda Armel, Clerk

date and time: 09/15/15
6:30pm

Approved as to Form:
Benjamin C. Nichols, Prosecuting Attorney
by:

Jane Bremner Risley, Deputy

**Asotin County Public Facilities District
Board of Directors
August 18, 2015
Regular Meeting**

The Board of Directors for the Asotin County Public Facilities District in the County of Asotin, State of Washington, met this date.

Members present:

Connie Morrow, *President*
Doug Higgins, *Vice President*
Charlotte Rodgers, *Member*
Mary Shannon, *Member*

1) Call to order

The meeting is called to order at 5:00pm.

The minutes from the July 21st and August 4th meetings have been reviewed by the Board. Doug Higgins moved to approve the minutes. Charlotte Rodgers seconded the motion. Motion passed.

The vouchers have been reviewed by the Board. Rodgers moved to approve the vouchers. Mary Shannon seconded the motion. Motion passed. Vouchers - batch AA18 (ANA50443– ANA50477) totaling \$30,987.79, is approved.

2) Aquatic Center Reports

Scott Stoll went over the usage numbers for July. There were just over 14 thousand visits to the facility throughout the month. He went over the comments from the suggestion box. Any issues that could be addressed have been taken care of.

At a previous meeting, the Board requested a copy of the performance review used in conducting staff reviews. Stoll went over the template and answered questions. The Board is going to look over the document individually and discuss it more at a future meeting. Stoll will be attending the Chamber of Commerce training this weekend in Princeton. The billing for the Adventure Pool has been submitted to Enduris, costing close to 173 thousand dollars. The Riverfest function is coming up. Stoll reminded the Board that volunteers are needed. Shannon and Rodgers will be participating.

Maryssa Spencer went over facility programs. Dog Swim is this Sunday, August 18th. The swim teams will be back to using the facility during the week, starting this coming Monday. Alive-After-Five just ended for the season and was successful. More requests have come in for scholarships. The partnership with the Boys and Girls Clubs for the summer was successful and they would like to participate again next year.

3) Administrative Assistant Report

Amanda Armel had nothing to report. The financial report will be presented at the next regular board meeting.

4) Committee Reports

None

5) Comments from the Directors

Rodgers stated that the Retired Teacher group would like to meet with Stoll and Spencer to discuss programs offered at the facility.

6) Comments from the Public

Margaret Hair inquired about the changes in hours of operation and a typo in the by-laws. The change in hours has not been fully assessed by Stoll at this time but he is working on that.

7) Old business

Resolution 15-36 is a resolution rescinding the governance policy and adopting new by-laws. The Board needs clarification regarding one section of the resolution and will wait for contact from Jane Risley to confirm before adopting.

8) New Business


The current officer positions for the Board have expired. Rodgers moved to select new officers at this time. Shannon seconded the motion.

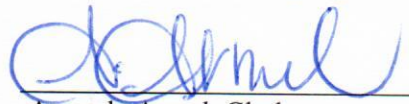
Rodgers nominated Board members to continue in their current positions. The Board agreed. Rodgers moved to keep current office positions. Shannon seconded the motion.

The next regular meeting will be on September 1st at 5:00p for voucher approval and to look over the financial report.

9) Adjournment

Rodgers moved to adjourn the meeting. Shannon seconded the motion. Meeting adjourned at 6:01pm.


Connie Morrow, President/CEO


Amanda Armel, Clerk

**Asotin County Public Facilities District
Board of Directors
September 1, 2015
Regular Meeting**

The Board of Directors for the Asotin County Public Facilities District in the County of Asotin, State of Washington, met this date.

Members present:

Connie Morrow, *President*
Doug Higgins, *Vice President*
Mary Shannon, *Member*
Charlotte Rodgers, *Member*

- 1) **Call to order**
- 2) Connie Morrow called the meeting to order at 5:00pm.


The vouchers were reviewed by the Board. Charlotte Rodgers motioned to approve vouchers. Mary Shannon seconded the motion. Motion passed. Vouchers - Batch AA19 (ANA50478 – ANA50501) was approved, total is \$11,725.15.

3) Financial Report

The Board reviewed the financial report.

4) Adjournment

Shannon motioned to adjourn the meeting. Rodgers seconded the motion. Meeting adjourned at 5:30pm.


Connie Morrow, President/CEO


Amanda Armel, Clerk