

**Point Roberts Community Advisory Committee
Special Meeting**

Wednesday, December 2, 2020 at 6 pm (via Zoom)

Agenda:

Call to Order

Business

1. Discussion and possible recommendations to County Council regarding Council Member Rud Browne's proposal "Amending Whatcom County Code 2.98, Point Roberts Community Advisory Committee, to revise membership and meeting procedures to broaden representation and improve transparency".

The proposal would add 2 more At-Large representatives, specify notice time for meetings and agendas, and dictate requirements for the minutes and for written correspondence. The full document can be found at this link: [https://whatcom.legistar.com/View.ashx?](https://whatcom.legistar.com/View.ashx?M=F&ID=8928924&GUID=7BF880DC-DE6E-4E6F-87F3-29581889375C)

[M=F&ID=8928924&GUID=7BF880DC-DE6E-4E6F-87F3-29581889375C](https://whatcom.legistar.com/View.ashx?M=F&ID=8928924&GUID=7BF880DC-DE6E-4E6F-87F3-29581889375C)

2. Discussion of the draft Bylaws for the PRCAC.

3. Discussion and possible request to the County Executive's office for staffing for the PRCAC, primarily for preparation of the meeting minutes, based on 2.98.060 Committee staffing. *The county may provide staffing based on the committee's timely notification of staffing needs at its meetings. The committee is authorized to request from the executive's office information from administrative departments. (Ord. 2010-008).*

Adjournment

Topic: PRCAC Special Meeting

Time: Dec 2, 2020 05:50 PM Pacific Time (US and Canada)

Join Zoom Meeting

<https://us02web.zoom.us/j/82641250604>

Meeting ID: 826 4125 0604

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**BYLAWS
OF THE
POINT ROBERTS COMMUNITY ADVISORY
COMMITTEE**

ARTICLE I. NAME OF ORGANIZATION

Point Roberts Community Advisory Committee

**ARTICLE II. ORGANIZATONAL PURPOSE AND
LEGITIMACY**

The Point Roberts Community Advisory Committee (“PRCAC”) was created to provide advice and recommendations to the Whatcom County Executive and Whatcom County Council regarding needs and issues specific to the Point Roberts community. The Committee has also taken over the duties of the Point Roberts Character Plan Advisory Committee and will review commercial development and signs in Point Roberts for consistency with WCC 20.72, including especially the design guidelines of WCC 20.72.

The concept to establish a Point Roberts Community Advisory Committee was embodied within Whatcom County General Ordinance 2010-008 and was confirmed with unanimous consent of council on February 9, 2010.

ARTICLE III. PRCAC STRUCTURE

Section 1. Overview

- The affairs of PRCAC shall be managed by its constituent members, acting by majority vote. The members of the PRCAC shall be selected as follows:
- One primary representative from each of the following organizations:
 - Point Roberts Taxpayers' Association (“PRTA”)
 - Point Roberts Registered Voters' Association (“PRRVA”)
 - Point Roberts Chamber of Commerce (“the PRCOC”)
- Two members of the community to be appointed by the Whatcom County Executive as “at-large” members. The PRCAC with concurrence of the County Executive will establish a process for the selection of the At-Large members.
- Each listed organization shall also appoint one alternate representative.
- Alternate representatives will not have a vote on any issues at the PRCAC unless the primary representative is unable to vote on an issue because of absence or other reason (e.g., being recused in connection with a particular issue.)
- The members shall have control of and be responsible for the management of the affairs of PRCAC.

- The goal of the At-Large members goal is to represent the voice of the community. To accomplish that goal, At-Large members are to hold one town hall meeting every quarter to engage the community to receive input on matters of concern from the community.

Section 2. Number, Tenure, Requirements, and Qualifications

The number of Committee Members shall be fixed at five (5) primary representatives, but may be subject to change as directed by the Whatcom County Executive upon the recommendation of the PRCAC.

Representatives (primary and alternate) from the identified civic organizations must be approved by a majority vote of the directors of such organizations present and voting for each respective organization. No vote on PRCAC representatives (both primary and alternative) to represent one of the organizations shall be held unless a quorum of the board of directors for that respective organization is present.

PRCAC will hold an annual election of officers for the following positions: Chair, Vice-Chair, and Secretary. The members of PRCAC elected to one of these offices, shall, upon election, immediately enter into the performance of their duties and shall continue in office until their successors shall be duly elected and qualified.

No two people who are, or become, related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity may serve as members of the PRCAC at the same time.

Each organizational representative sitting on the PRCAC shall be a member of that organization with any and all membership dues paid in full and may hold office for up to two consecutive two-year terms. In addition, each identified organization must remain operational and remain in good standing with the State of Washington in order to continue to have a representative as a primary or alternate member of the PRCAC.

Newly designated and/or appointed members of PRCAC who have not served before shall serve an initial two-year term. At the conclusion of the initial two-year term, members of PRCAC may serve an additional two-year term, if selected by their civic organization to do so, or by the selection process identified for at-large members, as the case may be. Primary members of PRCAC may not serve more than two consecutive two-year terms as primary members.

In the interest of PRCAC continuity, the terms of primary members shall be staggered so that at the time of each annual meeting, the terms of fifty percent (50%) (plus or minus one) of all members of PRCAC who have served two consecutive terms shall expire. That is, for the five-

member board, one at-large primary representative and one or two organizational primary representative(s) will start a two-year term each year. This policy for PRCAC turnover shall take effect retroactively to February 20, 2020, and be phased in over a twenty-four (24) month period in a manner to be discussed and determined in open session prior to June 21, 2021.

Prior primary representatives are disqualified from reapplication/reappointment (as a primary representative) for a period of no less than two (2) years from the end of their last term of service on the PRCAC.

There are no restriction on terms for alternative representatives.

Each primary member who is a member of the PRCAC as of the February regular meeting in a given year shall attend at least nine (9) monthly regular meetings of the PRCAC per twelve (12) month period or be subject to disqualification, to be replaced by an existing or newly selected alternate. If the Chair (or acting Chair) excuses any given absence of a Member, such absence shall not count toward potential disqualification.

Section 3- Member Training

All members (primary or alternative) must receive certification through the Washington State Directors/ Officials Open Meeting Training Program and Module.

Section 4. Meeting Legitimacy

All meetings of PRCAC, regularly scheduled or otherwise, are subject to the adherence of the State of Washington Open Meetings Act, which states, inter alia:

“The **Washington Open Public Meetings Act** (OPMA), codified in chapter 42.30 RCW, requires that all **meetings** of governing bodies of public agencies, including cities, counties, and special purpose districts, be **open** to the public.”

Section 5. Regular Meetings

Regular meetings of PRCAC shall be held at a consistent time and day in each month, subject to discussion and annual review and at a location designated by the PRCAC. Meetings may be held through electronic means, provided that members of the public are still able to attend, hear all the discussion by PRCAC members, and participate in the meetings. Appropriate meeting materials including, but not limited to, agendas, unapproved minutes of prior meetings and information relevant to prospective discussion, motions and voting, should be provided to members (primary and alternative) no less than three (3) days prior to the commencement of the scheduled meeting. Members will make allowances for exceptional circumstances.

Section 6. Public Notice-Regular Meetings

Public notice of Regular meetings, oral, written and electronic, shall be executed as follows:

- Oral notice as to the next scheduled PRCAC Regular meeting (date, time and location) shall be announced by the Chair or his or her designee prior to the adjournment of each Regular meeting.
- Written notice will be published within the print edition of the **All Point Bulletin (“APB”)** no less than seven (7) days prior to the scheduled meeting time.
- Electronic notice will be published within established local electronic media no less than three (3) days prior to the scheduled meeting time.
- The agenda for the meeting will be posted with the electronic notice of the meeting time.
- Notice of the time of the meeting and the agenda will be sent to the County Executive’s office no less than three (3) days prior to the scheduled meeting time for posting on the County’s website for the PRCAC.

Section 7. Special Meetings

Special meetings of the PRCAC may be called by or at the request of the Chair or any two members (primary or serving alternate, but not representing the same organization) of the PRCAC. The person or persons

authorized to call Special meetings of the Committee may select any reasonable location as the place for holding such Special meeting of PRCAC called by them, with a preference for the PRCAC's standard meeting location (i.e., the Point Roberts Community Center). The decision to call a Special meeting may be made without a public meeting (i.e., between regular meetings) if timeliness so dictates.

Section 8. Notice of Special Meetings-Members

Notice of any Special meeting of PRCAC shall be given at least three (3) days in advance of the meeting by telephone or e-mail, or other form of written notice. Any member may waive notice of any meeting.

Section 9. Notice of Special Meetings- Public

Oral notice of any Special meeting should be provided during the immediately preceding Regular meeting, when possible.

While every effort to give Regular notice through print media should be made, restrictive print deadlines may make print notice of Special meetings impractical.

Electronic notice will be published within established local electronic media no less than two (2) days in advance of any scheduled Special meeting time.

Section 10. Quorum

The presence, in person, of at least sixty percent (60%) of current primary members (primary, or alternate acting as primary) of the PRCAC shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of the primary members (primary, or alternative acting as primary) of the PRCAC present at a meeting at which a quorum is present shall be the act of the PRCAC as a whole, unless the act of a greater number is required by the Whatcom County Executive or by these bylaws.

Section 11. Forfeiture

Any member (primary or alternative) of the PRCAC who fails to fulfill any of his or her requirements as set forth in Section 2 of this Article by the end of the given twelve (12) month period shall automatically forfeit his or her seat on PRCAC. The Secretary shall notify the member in writing that his or her seat has been declared vacant, and the PRCAC may forthwith immediately proceed to take the necessary steps to fill the vacancy. Members who are removed for failure to meet any or all of the requirements of Section 2 of this Article are not entitled to reinstatement.

Section 12. Vacancies

Whenever any vacancy occurs in the Committee it shall be filled without undue delay according to the methods set forth in Section 2.

Section 13. Compensation

Members of PRCAC shall not receive any compensation for their services as members.

Section 14. Urgent Action by Committee Members

Under exceptional circumstances for urgently required PRCAC action, including, but not limited to, an action required by State law, or to an action required by the Whatcom County Council or the Whatcom County Executive, such action may be taken without a formal public meeting if a consent in writing, setting forth the action so taken and the basis of the urgency, shall be signed by a super-majority (at least sixty six percent (66%)) of all of the members (primary or alternate acting as primary) following at least twelve (12) hour notice of the intended action to all members of PRCAC. Immediately after taking such urgent action, the PRCAC will provide public notification of the action taken and the basis of the urgency.

Section 15. Approval of minutes and agendas

All members (primary and alternative) may suggest modifications of and approve minutes and agendas by e-mail between formal meetings; provided that only members present at a given meeting may approve minutes needing approval at that meeting. Any issue not on the approved agenda, will be for discussion only and a non-action item.

Section 16. Publication of Minutes

Approved minutes of past meetings will be made public by the following methods:

- Approved minutes are available by accessing <http://www.whatcomcounty.us>

Section 17. Illegal Meetings

Any discussion of PRCAC business among a majority of committee members in any closed or private session not otherwise covered within previous Sections constitutes an illegal meeting, with those offending members subject to censure and/or potential disqualification. The work product of such meetings is likewise disqualified from consideration.

Section 18- Parliamentary Procedure

Any question concerning parliamentary procedure at meetings shall be determined by the Chair by reference to Robert's Rules of Order.

Section 19- Public Comment / Open Session

An open session for public comment shall be a part of every Regular meeting. The public comment will usually be at the start of the meeting but may be moved to the end of the meeting by a majority vote of the members. Public comment sessions will allow non-members of PRCAC to speak on an issue for a period of no more than three (3) minutes. In order to speak, non-members will have to sign and print their name on a list and be called upon to speak by the Chair.

Section 20- Sub-Committees

Sub-committees fall into one of the following categories:

- Standing – a long-term or permanent committee that can address multiple items. If and when all items are resolved, or at the pleasure of the PRCAC, standing committees can be dissolved by a super majority (at least 66%) vote of the PRCAC.
- Ad-hoc - a short-term committee devoted to a single item. Ad-hoc committees are automatically dissolved when the purpose is completed.

Should the need for a Sub-Committee arise, the following procedure should apply:

a) A Sub-Committee shall be comprised of one PRCAC member selected by majority vote of the PRCAC and such additional members of the public interested in the subject matter and willing to work on the item(s) in the Sub-Committee's purview. The PRCAC will set the maximum size of the Sub-Committee based on the nature of the project.

b) The PRCAC, by majority vote, will prepare a statement outlining the scope of the Sub-Committee's focus.

c) The selected PRCAC member will of act as liaison and direct the Sub-Committee relative to its stated purpose.

ARTICLE IV. OFFICERS

The officers of PRCAC shall be the Chair, Vice Chair, and Secretary. All officers must have the status of active, primary members of the PRCAC. Election of Officers shall take place at the Regular meeting in February of each year after the start of new terms for primary members (normally, the February meeting). It is intended that the regular term of office for each officer is twelve (12) months. However, there is no restriction for any officer to

seek re-election for an additional year. Only with the unanimous consent of the members may any officer stand for a term longer than two (2) consecutive one-year appointments.

Section 1. Chair

The Chair shall preside at all meetings of the Committee. The Chair shall have the following duties:

- a. general and active management of the business of PRCAC.
- b. see that all orders and resolutions of the Committee are brought forth for approval.
- c. have general supervision and direction of all other officers of the PRCAC and see that their duties are properly performed.
- d. be the designated spokesperson of the committee to all external groups, including the media, unless otherwise delegated.
- e. be the designated point person with all relevant government officials including the Whatcom County Executive, unless other delegated.

Section 2. Vice-Chair

The Vice-Chair shall be vested with all the powers and shall perform all the duties of the Chair during the absence of the Chair. In addition, the Vice-Chair's duties are chairing any and all meetings or portions thereof, should the Chair be declared as having a conflict. (See Article V.)

Section 3. Secretary

The Secretary shall attend all meetings of the PRCAC, and all other meetings of members, and with assistance if required, will act as a clerk thereof. The Secretary's duties shall consist of:

- recording all votes and minutes of all proceedings in a manner acceptable to a majority of the members.
- in concert with the Chair, making the arrangements for all meetings of the PRCAC.
- performing all official correspondence from the PRCAC as may be prescribed by the Committee as a whole or by the Chair.

Section 4. Removal of Officer

The PRCAC as a whole with the concurrence of at least sixty six percent (66%) of the members (primary or alternate acting as primary) voting at the meeting may remove any officer and elect a successor for the unexpired term. No officer shall lose his or her position without an

opportunity to be heard and notice of such motion of expulsion. Notice shall be given to the member in writing fifteen (15) days prior to the meeting at which such motion shall be presented, setting forth the reasons of the PRCAC for such removal as an officer.

Section 5. Vacancies

If a vacancy occurs in a seat for which there is a designated alternate, the alternate shall assume the open position. If a vacancy occurs in a seat for which there is no designated alternate, and if the seat is a representative of the PRTA, PRRVA or PRCOC, the relevant organization will promptly select its new member on the PRCAC and an alternate. If a vacancy occurs in an At-Large seat, the PRCAC as a whole shall be responsible for nominating persons to fill vacancies promptly which occur between prescribed election periods. The persons so elected shall be members for the unexpired term in respect of which such vacancy occurred.

ARTICLE V. – Conflict of Interest/Appearance of a Conflict of Interest

Section 1: Purpose

The purpose of the conflict of interest policy is to protect PRCAC's interest when it is contemplating recommending a transaction or arrangement that might benefit the private

interest of a member. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to governmental bodies and committees thereof and non-profit and/or volunteer civic organizations.

Section 2: Definitions

A. Interested Person

Any member of the PRCAC, who has a direct or indirect financial interest, as defined below, is an “interested person”.

B. Family

Persons related to a PRCAC member by blood or marriage/domestic partnership (formal or informal) within the second degree of consanguinity or affinity

A. Financial Interest

A person has a financial interest if the person has, directly or indirectly through family members, through business or investment:

1. An ownership or investment interest in any entity with which PRCAC has a contemplated or actual transaction, arrangement, or influence.
2. A compensation arrangement with any entity or individual with which the PRCAC has a contemplated or actual transaction, arrangement, or influence.

3. A potential ownership, investment interest in, or compensation arrangement with, any entity or individual with which PRCAC is negotiating a transaction or arrangement or has potential influence on same.

NOTE: Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

Section 3. Procedures

- a. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the PRCAC concerning the proposed transaction, arrangement, or influence. Preferably, the interested person will voluntarily recuse himself or herself from any discussions, deliberations and votes relating to the proposed transaction, arrangement or influence.
- b. An interested person regarding the alleged conflict of interest may make a presentation at a PRCAC meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction, arrangement, or influence involving the possible conflict of interest.
- c. After disclosure of the financial interest and all material facts, and after any discussion with the interested person(s), he/she shall leave the PRCAC meeting while the determination of whether there

appears to a conflict of interest or the appearance of a conflict is discussed by the remaining PRCAC members. The remaining PRCAC members shall decide if a conflict of interest (or the appearance of a conflict of interest) exists. This is achieved by either vocal consensus or a simple majority vote. However, if there is less than unanimity, the issue will be referred to the County Executive's office as the overseeing agency of the PRCAC, to determine if a conflict of interest (or the appearance of a conflict of interest) exists.

- d.** The Chair shall, if appropriate, appoint a disinterested person to investigate alternatives to the proposed transaction, arrangement or influence.
- e.** After exercising due diligence, the PRCAC shall determine whether the PRCAC can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- f.** If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the PRCAC shall determine by a super majority (at least sixty six percent (66%)) vote of the disinterested members whether the transaction or arrangement is in the public's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether

to recommend or enter into the transaction or arrangement.

- g.** If the PRCAC has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest or the appearance of a conflict of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- h.** If, after hearing the member's response and after making further investigation as warranted by the circumstances, the PRCAC determines the member has failed to disclose an actual or possible conflict of interest or the appearance of a conflict of interest, it shall take appropriate disciplinary and corrective action, up to and including removal as a member of the PRCAC. If one or more decision were made by the PRCAC when it was unaware of the member's conflict of interest, the PRCAC may revisit the earlier decision(s).

Section 4. Records of Proceedings

As they pertain to potential conflicts of interest, the minutes of the committee shall contain:

- a.** The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest or the appearance of a conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the

PRCAC's decision as to whether a conflict of interest, or potential conflict of interest, in fact existed.

- b. The names of the persons who were present for discussions and votes relating to the recommendation, transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

ARTICLE VI. IDEMNIFICATION

Section 1. General

To the full extent authorized under the laws of the State of Washington and Whatcom County, the Whatcom County Executive's Office shall indemnify, defend and hold harmless any member or officer, or any former member or officer of the PRCAC, or any person who may have served at the PRCAC's request as a member, director or officer of another public or quasi-public entity (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnatee"), against expenses actually incurred by such indemnatee in connection with the defense, resolution and adjudication of any action, suit, or proceeding in which that indemnatee is made a party by reason of being or having been such member, director, officer, employee, or agent,

except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for gross negligence or willful misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the PRCAC, or otherwise.

ARTICLE VII. BOOKS AND RECORDS

The PRCAC shall keep complete records of agendas, correspondence and minutes of the proceedings of the PRCAC.

ARTICLE VIII. AMENDMENTS

Section 1. Amendment Process

Any of the foregoing Articles may be amended in any manner at any Regular or Special meeting of the PRCAC, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member and to the public at least thirty (30) days in advance of such meeting. As required by the Articles, unless otherwise noted under the Bylaws, any amendments of the Articles shall require the

affirmative vote of a super majority (at least sixty six percent (66%)) of the members.

ADOPTION OF BYLAWS

We, the undersigned, are all duly appointed members of the Point Roberts Community Advisory Committee, and we consent to, and hereby do, adopt the foregoing

Bylaws, consisting of the _____ (__) preceding pages, as the Bylaws of the PRCAC.

ADOPTED AND APPROVED by the undersigned on this _____ day of December, 2020.

Stephen Falk (At-Large), Chair

Steve Wolff (PRTA)

Allison Calder (PRRVA)

Pamala Sheppard (At-Large)

Judson Meraw (PRCOC)