

BYLAWS

OF THE

REGIONAL WASTEWATER COORDINATING COMMITTEE

Raymond and South Bend, Washington

February 26, 2009

ARTICLE 1. Establishment:

The Regional Wastewater Coordinating Committee (RWCC), established in accordance with the Intergovernmental Contract (Contract) for Wastewater Services entered into on May 31, 2008 between the City of Raymond and the City of South Bend (Participants), hereby adopts the following Bylaws.

ARTICLE 2. Purpose and Objective:

The primary functions of the RWCC are to foster cooperation between the Participants and to review, evaluate and provide input on information related to construction and operation of Regional Facilities for wastewater services. The RWCC shall be advisory only to the Participants.

The RWCC may take any action necessary or convenient to perform its functions and duties specified in the Contract. The RWCC's responsibilities as set forth in the Contract are summarized as follows:

- A. Participate in the hiring process, including interviews, for the Administrative Manager of the Regional Facilities and recommend candidates for consideration by the mayors of Raymond and South Bend; and
- B. Review and evaluate engineering consultant contracts, plans and specifications, bid documents, construction contracts, proposed and final construction budgets, change order requests, written operating and maintenance reports, annual operation and maintenance budgets, budget amendments, information related to disputes, and requests for emergency expenditure of funds; and
- C. Consider input from the Administrative Manager regarding said information; and
- D. Provide a report, request or recommendation to the Lead City regarding said information; and

- E. Take every effort in a timely manner to resolve disputes or issues brought before the RWCC and implement the dispute resolution process specified in the Contract; and
- F. Determine the actual Regional Facilities Costs, if any, not covered by reimbursement proceeds from grants, loans, and other contributions, and report same to the Lead City; and
- G. Review the proposed annual budget and any amendments thereto provided by the Lead City and make recommendations regarding same; and
- H. For the construction of future upgrades, recommend the designation of Lead City to be responsible for design and construction of any future Regional Facilities and review reports, plans and specifications, and cost estimates for consideration by the Participants; and
- I. Review the books and records that relate to the Regional Facilities and the Quarterly Reports related thereto; and
- J. At its discretion, appoint an auditor or accountant to review any such books or records; and
- K. Suggest proposed changes to the Contract; and
- L. Address, coordinate and respond to any proposed amendments to the Contract in a timely manner; and
- M. Issue official notices and normal correspondence to the Participants; and
- N. Consider applications for new Participant(s) and present requests to the existing Participants; and
- O. Verify that any new Participant(s) purchase capacity rights, if available, in the initial Regional Facilities, or pay for all costs associated with increasing the capacity of the Regional Facilities that are impacted; and
- P. In coordination with the Administrative Manager, distribute funds for the purchase of existing initial capacity by any new Participant(s) to the original Participants.

ARTICLE 3 Membership and Voting:

- A. The RWCC shall be a committee consisting of three representatives from each Participant; two elected officials and one non-elected citizen residing in the respective Participant's service area, as appointed by the respective Participant.

- B. Each member shall serve at will and at the discretion of the respective Participant appointing the member. Members shall carry out his or her responsibilities to fulfill the duties of the RWCC.
- C. Any member may resign at any time by delivering written notice to the respective Participant, or by giving written notice at any meeting of the RWCC. Any such resignation shall take effect at the time specified in the notice, or if the time is not specified, upon delivery of the notice. Upon the effective date of the resignation, that position shall be considered vacant.
- D. The term of a RWCC member is considered to start on January 1 of each year and ends on December 31 of the same year.
- E. The term of a RWCC member will be automatically extended each year unless the RWCC member resigns, becomes disqualified to serve, or is removed or replaced by the respective Participant.
- F. Should an elected RWCC member be unseated in a bid for reelection, his or her term as a RWCC member will terminate at the end of the elected official's term in office, upon which time that position will be considered vacant.
- G. The tenure of a RWCC member is not limited as long as the individual meets all of the requirements stipulated herein.
- H. RWCC members shall not receive compensation for their service as a RWCC member.
- I. Consistent with any applicable law, RWCC members may receive reimbursement for reasonable expenditures incurred on behalf of the RWCC. Requests for reimbursement shall be submitted to the RWCC for approval and subsequently to the Administrative Manager for payment. RWCC expenses shall be apportioned according to the formulas for Regional Facilities Costs stipulated in the Contract.
- J. Each of the six (6) appointed members shall have one vote in matters brought before the RWCC.
- K. The chair of the committee shall be a committee member selected by the committee members each year.
- L. The Administrative Manager shall be a non-voting member of the RWCC and shall provide information to the RWCC as specified in the Contract. The Administrative Manager can participate in the discussions on issues before the committee and can make recommendations for consideration by the committee.

- M. Those RWCC members who notify the RWCC Chair or the Secretary by e-mail, facsimile “FAX”, or written correspondence can allocate their vote by proxy to another RWCC member. The said proxy vote is only valid on the agenda items for a specific meeting.
- N. A tie vote on an issue will be resolved in accordance with Section 18, Disputes, of the Contract.
- O. A RWCC member present at a meeting of the RWCC at which action on any RWCC matter is taken shall be presumed to have assented to the action taken, unless the RWCC member’s dissent or abstention is entered in the minutes of the meeting or the RWCC member files a written dissent or abstention to such action with the Secretary within a reasonable time after the meeting. Such right to dissent or abstain shall not apply to a RWCC member who voted in favor of such action.

ARTICLE 4 Meetings of the RWCC:

- A. As stipulated in the Contract, the RWCC shall meet no less than once per quarter, and as frequently as special needs arise.
- B. The meetings of the RWCC shall be held at a location and time that is mutually agreeable to the RWCC members. Unless changed by vote of the RWCC, the place of meeting shall be the Council Chambers of the City of Raymond. The meetings will normally be held on Thursdays and the starting time will be 7:00 P. M.
- C. The Chair of the RWCC may call special meetings. Notice of any special meetings of the RWCC, setting the time, location and purpose thereof, shall be given at least forty-eight (48) hours prior thereto through the means as stipulated and outlined in ARTICLE 3, Paragraph K.
- D. Four members of the RWCC shall constitute a quorum, provided that at least two members representing each Participant are present, or a proxy vote is in hand to satisfy the required quorum.
- E. Members of the RWCC are required to notify the RWCC Secretary prior to a scheduled meeting that they will be absent from that meeting.
- F. RWCC meetings are intended to allow for an open, equitable exchange of information, ideas, and resolution of issues. RWCC members shall respect the rights of other members and attendees recognized by the Chair to present information and their views on any subject before the RWCC.
- G. RWCC meetings shall be conducted in accordance with the abbreviated Robert’s Rules of Order attached in Exhibit A. The Chair may, at his or her

discretion, open the meeting to an informal discussion format, but any RWCC member can make a Call to Order to resume procedure by the rules of order.

- H. Recommendations and reports of the RWCC shall be adopted by the affirmative vote by voting members of the RWCC of not less than a majority of the total voting members through the formal process specified in Article 4, Paragraph G.
- I. Meetings of the RWCC are subject to the Open Public Meetings Act, Chapter 43.20 RCW. Accordingly, the RWCC shall ensure that its deliberations are conducted openly and that the actions of the committee are taken openly.

ARTICLE 5. Officers and Duties:

- A. The members of the RWCC shall annually elect a Chairperson (Chair), who shall preside at meetings and be responsible for establishing the meeting agenda, as well as, excusing members from meetings and approving proxy votes. The Chair with the assistance of the Secretary will also be responsible for forwarding the recommendations of the RWCC to the Participants.
- B. The members of the RWCC shall annually elect a Vice-Chairperson who shall perform the duties and responsibilities of the Chair in his or her absence.
- C. The members of the RWCC shall annually elect a Secretary who shall be responsible for keeping formal minutes of the RWCC proceedings and actions, as well as, forwarding the said minutes and actions to the RWCC members and the Participants. The Secretary shall be the custodian of the RWCC's records.
- D. Officers of the RWCC shall meet the qualifications of a member as stipulated in ARTICLE 3.
- E. The elected officers of the RWCC may serve multiple terms as long as they are elected by a majority vote of the RWCC members and they meet the qualifications of a member as stipulated in ARTICLE 3.

ARTICLE 6 Central Office:

The central office of the RWCC is designated as follows:

Regional Wastewater Coordinating Committee
300 First Street
Raymond, Washington 98577

Telephone: 360/942-4107
Facsimile: 360/942-4138

ARTICLE 7 Amendments to Bylaws:

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority vote of the voting members of the RWCC. Written notice of proposed changes or amendments and the nature thereof shall have been given to the membership of the RWCC at least seven (7) days prior to the date of the meeting at which the changes or amendments are to be considered.

Adopted this _____ day of _____, 2009.

RWCC Members Appointed by the Governing Bodies of the Participants:

Todd P. Stephens,
Raymond City Council

Dale Little,
South Bend City Council

Jason Dunsmoor,
Raymond City Council

Kirk C. Church,
South Bend City Council

John Dunsmoor,
Raymond Citizen

Eric A. deMontigny
South Bend Citizen