



## Attachment A

### 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 70A.15.2000, this organization shall be governed by a Board of Directors, hereinafter referred to as "Board".

##### ARTICLE II PURPOSE

Consistent with RCW 70A.15.1005, 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 70A.15.2000, 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 70A.15.2000, the term of office for board members shall be four years. The ending date for the terms in place January 1, 2024 for Board Member positions is as follows: Small City Representative, December 31, 2027; Spokane County Commissioner, December 31, 2026; City of Spokane, December 31, 2025; City of Spokane Valley, December 31, 2027; Member at Large, December 31, 2024.

3. As authorized by RCW 70A.15.2030, any member of the Board may designate a regular alternate to serve on the Board in his or her place with the same authority as the member when he or she is unable to attend. The appointment of alternates pursuant to this paragraph shall be subject to the following requirements.
  - a. The alternate may not serve as the permanent chair of the board.
  - b. Prior to designation, the identity of the proposed alternate must be presented to and approved by the governmental entity responsible for the original appointment in writing.
  - c. Only one alternate per position may be designated in order to preserve continuity and knowledge of the issues coming before the Agency.
  - d. Upon designation, the regular alternate shall be added to the board mailing list.
  - e. If the regular alternate is going to attend a meeting in lieu of the appointed member, the member shall notify the Agency at least two (2) working days in advance of the scheduled date and time of the meeting the alternate is going to attend.
4. All new appointments shall be made prior to the third Monday of any calendar month following RCW 70A.15.2000.
5. Vacancies on the Board shall be filled by appointment and made in the same manner as the original appointment.

#### 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 evaluate the performance of the Executive Director at least biennially.
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 goal of the Board of Directors to achieve full cost recovery for all fee-based programs. Fees will be reviewed annually and revised as appropriate to achieve the board's stated goals.
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 the 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 Executive Director may contract with special counsel for any purpose as deemed necessary by the Executive 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.
3. The Vice Chair shall perform the duties of the Chair in the event of the Chair's absence or inability to perform.
4. 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.
3. Upon Board approval of the annual budget, the Executive Director shall be authorized to:
  - a. Purchase items included in the budget.
  - b. Make urgent or emergency purchases up to \$25,000 per the Purchasing and Procurement Policy.
  - c. Purchase items not included in the budget that are necessary for agency operations up to \$4,999 so long as there are available funds in the budget.
4. The Executive Director shall be responsible for implementing policies approved by the Board.
5. The Executive Director shall be empowered to employ such technical and other personnel as approved in the budget to carry out the functions of 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 set the annual meeting schedule each December. Board meetings will take place at the Spokane Regional Clean Air Agency office at 1610 S. Technology Blvd., Suite 101, 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 written notice to each board member and the media is given at least twenty-four (24) hours prior to the proposed meeting concerning the time, place and subject, except in an emergency, in accordance with RCW 42.30.080.
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 an executive session as necessary. The announced basis for any executive session, but not the substance, shall be included in the meeting minutes.
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 the majority of the Board, may prevent the member from fairly and objectively reviewing the action, the Board shall remove the member from participation in the action.

The Board of Directors shall be subject to the conflict of interest provisions of RCW 42.23 et seq. 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 70A.15.2000(6) 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. Any or all Board members may attend the meeting in person, via telephone, by video link or other electronic means that allows for real time verbal communication. In the event all Board members are appearing remotely, there will also be a physical location where the meeting may be viewed by the public.

## ARTICLE VIII BUSINESS OF REGULAR MEETINGS

1. 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; Executive Director Report; Consent Agenda which shall include Approval of Minutes and Approval of Vouchers; Action Items; Citizen Input; Executive Session; Activity Reports; Board Member Concerns; Date of Next Board Meeting; and Adjournment.
2. In lieu of providing comments during the Citizen Input portion of a regular meeting, members of the public may submit written comments for the Board’s consideration. Written comments must be received no later than twenty-four (24) hours prior to the start of the regular meeting. All written comments timely received will be provided to the Board members in advance of the regular meeting.
3. For purposes of these bylaws, adjournment of a meeting shall mean that the business of the Board for that meeting is concluded. If a board meeting is “continued,” that means the business of the Board is not concluded and will be carried forward to another date and time.

If, after the declaration of an emergency by a local or state government or agency, or by the federal government, the Spokane Regional Clean Air Agency determines that it cannot hold a Board meeting with members or public attendance in person with reasonable safety because of the emergency, the Board will either cancel the meeting or hold the meeting remotely and notify the public through a posting on its

website that the meeting will be held using a video platform and provide information on how to access the meeting.

#### 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 November board meeting, or deferred to a subsequent month upon recommendation of the Executive Director or the Board. 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 4<sup>th</sup> day of January 2024.

Attest:

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Scott Windsor, Executive Director

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Commissioner Al French  
Chair of the Board of Directors