

# **By-laws of The Swedish Medical Center Cherry Hill Campus Major Institutions Master Plan Citizen's Advisory Committee**

## Article I.

### Purpose

The Swedish Medical Center Cherry Hill Campus Major Institutions Master Plan Citizen's Advisory Committee Institutions Master Plan Advisory Committee (CAC), a representative group of adjacent community members and others who are interested in the orderly and reasonable development of The Swedish Medical Center Cherry Hill Campus, will advise Swedish Medical Center and the City of Seattle on matters related to the development of a revised master plan for The Swedish Medical Center Cherry Hill Campus.

## Article II

### Membership

Section 1. Composition: The Swedish Medical Center Cherry Hill Campus Major Institutions Master Plan Citizen's Advisory Committee shall be established in accordance with the procedures set forth in the Major Institutions Code, SMC 23.69. The size and composition of the Committee shall be determined by a resolution adopted by the Seattle City Council. The Committee shall consist of members who are interested in performing advisory work consistent with the Committee member job description (section 2) and the Major Institutions Code. Alternate members as outlined in the Seattle City Council Memorandum of Agreement may also participate fully in meetings and may vote in the absence of a voting member. The Committee shall contain one Non-management employee appointed by Swedish Medical Center. There shall be ex-officio members appointed by the following bodies: Swedish Medical Center, City of Seattle Department of Transportation (SEATRANS), City of Seattle Department of Planning and Development (DPD) and City of Seattle Department of Neighborhoods (DON).

The Department of Neighborhoods ex-officio member will function as the primary staff person for the Committee and shall produce all correspondence and reports as required by the Seattle Municipal Code or other reports or research as requested by the Committee.

### Section 2. Committee Member Job Description

Each Committee member shall perform such duties and prepare such reports as called for in the Major Institutions Code to include:

1. Participate directly in the formulation of a master plan that balances the needs of Swedish Medical Center to expand to meet its needs with the need to minimize the impact of the institution on the surrounding neighborhoods.
2. Contribute to developing good communication between Swedish Medical Center and the adjacent communities.
3. Become familiar with the proposed Swedish Medical Center Cherry Hill Campus Master Plan and with the Medical Center's mission, goals and objectives.
4. Serve on the Committee during the development of the revised master plan (anticipated to be approximately 2 years.)
5. Maintain interest and a desire for involvement in neighborhood land use issues, particularly as they relate to Cherry Hill Campus and the community need for medical services.

6. Perform all other such duties and prepare reports as set forth in the Major Institution Code.
7. Comment on matters listed in the Major Institutions Code including, but not limited to the concept plan and identification and mitigation of the potential impacts of institutional development on the surrounding community consistent with the Code and environmental policy and procedures.

Section 3. Appointment: Final appointment of members to the Advisory Committee is made by the Seattle City Council.

#### Article III.

#### Participation

Section 1. Term of Membership: Each member shall serve for the duration of the development of a revised master plan (currently anticipated covering a two-year period).

Section 2. Resignation: A member may resign from the Advisory Committee by sending a letter to the Department of Neighborhoods stating the effective date and the reason for resigning.

Section 3. Replacement: Upon resignation or removal of a member, replacements will be appointed from the list of alternate members initially confirmed by the Seattle City Council. In the event that all alternate members have been appointed as regular members or no alternate member wishes to serve as a regular member, appointment will be through a solicitation and selection process administered by the Department of Neighborhoods and appointment will be made by the Director of the Department of Neighborhoods.

Section 4. Removal of Members and Rules of Decorum. A voting member of the Committee may be removed from the Committee either for 1) persistent non-attendance; or 2) persistent disruptive behavior.

- A) Removal for Persistent Non-attendance – Members shall make every reasonable effort to attend all regularly scheduled meetings. In the event that a member is unable to attend a meeting the member shall inform the Chair or Department of Neighborhoods at least 24 hours in advance of the meeting. Such a notification shall be considered as an excused absence. In the event that a member has three unexcused consecutive absences, the Chair may request that member either attends the next regular meeting or be considered as having resigned from the Committee. Notification of such an action shall be by a formal letter to the member.
- B) Rules of Decorum – In the event of disruptive behavior Rules of Decorum – Robert's Rules of Order Newly Revised shall be invoked and govern decorum at Committee meetings during discussion, debate, deliberations and during the public comment portion of meetings. Members, alternates and others attending meetings may be asked to leave the meeting should inappropriate or unacceptable conduct occur.
- C) Removal for Persistent Disruptive Behavior - In the event that a member's actions become disruptive to the process (which shall be defined either as either creating a hostile and/or intimidating atmosphere, or unreasonable delays in decision making processes) and attempts to modify such behavior through invoking the provisions of B above have failed to modify such behavior, a member may be removed from the Committee upon the following conditions having been satisfied: 1) the Chair, Swedish Medical Center ex-officio member and DON ex-officio member shall have met with the member being considered for removal to attempt to address all mutual concerns and mediate any conflicts that have arisen; 2) a letter outlining the reasons for removal shall have been prepared, reviewed and approved for transmittal by the Advisory Committee at a regular meeting of the Committee and sent by registered mail to the member being considered for removal at least two weeks prior to the meeting at which removal will be considered; and 3) removal shall have been discussed during a regular meeting of the Committee during which the member being considered for removal shall have had an

opportunity to respond to the reasons stated for removal. Removal from the Committee shall be considered accomplished only upon concurrence by the Director of the Department of Neighborhoods

Section 5. Compensation: All members of the Swedish Medical Center Cherry Hill Campus Major Institutions Master Plan Advisory Committee shall serve without compensation.

Section 6. Member Voting: Each regular member shall have one vote on all Committee matters.

Section 7. Alternate Voting: .In the absence of any regular member alternates may vote on any Committee action. It shall be the intent of this Section to assure that the alternate voting in the absence of any regular member shall, to the extent possible, be the alternate whose skills and affiliations most closely match that of the absent member. The order of voting shall be determined as follows:

1. **By prior designation by the absent member** – Each regular member shall designate the alternate to vote in his or her absence whose views he or she has determined to most closely match the member’s skills and affiliations and forward that designation to the Committee Chair and Department of Neighborhoods ex-officio member. Such designation shall be made prior to the second official Committee meeting and shall remain in effect until such time as the regular member resigns or indicates a change in his or her designation. A change in alternate must be made at least one meeting prior to the absence of the voting member.
2. **In order of listing in the Memorandum of Agreement (MOA)** – In the case that more than one absent member has selected the same alternate as their designee or the member has indicated no formal designee, the order of alternate voting shall be the order that alternates are listed in the MOA as adopted by the City Council.

Section 8 Changes of Alternate Designation – Any member may change his or her alternate designee by so informing the Chair and Department of Neighborhoods ex-officio member at least on meeting prior to the meeting at which the alternate shall vote.

#### Article IV.

#### Leadership

Section 1. General: The officers of the Cherry Hill Campus Major Institutions Master Plan Advisory Committee shall be chair and vice-chair. Members and officers shall have one vote each.

Section 2. Appointment and Term of Office: The officers shall be elected by the Advisory Committee Membership. The term of office shall be for the duration of deliberations on the preparation of a new master plan for Swedish Medical Center Cherry Hill Campus. Officers may be removed for non-attendance using the procedure outlined in Article III section 4 above. The Advisory Committee Membership shall fill any vacancy that may occur in officer positions.

Section 3. Duties and Authority: The officers shall be responsible for setting meeting agendas in consultation with Swedish Medical Center and Department of Neighborhoods. The chair shall conduct each meeting and ensure approval of meeting summaries, and all correspondence and reports prepared on behalf of the Advisory Committee. The vice-chair shall assume responsibility in the absence of the chair.

#### Article V.

#### Decision Making

Section 1. General Conduct of Meeting - The Swedish Medical Center Cherry Hill Campus Major Institutions Master Plan Advisory Committee shall endeavor to operate informally and collegially and to reach consensus on all recommended actions. If consensus is not possible a vote shall be taken by the show of hands and the record of the Committee shall show the number

of votes cast for and against the recommendation. The provisions of Article VI Section 5 below shall govern votes. All actions of the Advisory Committee shall be consistent with the purposes stated in Article I and the intent of the City of Seattle Major Institutions Code.

Section 2. Application of Roberts Rules of Order: Robert's Rule of Order may be invoked at any time by the request of any member and shall then apply to the conduct of the meeting and shall govern voting until either the end of the specific meeting or until the original member making such a request shall agree that such invocation is no longer necessary. In the event that Roberts Rules are invoked, the DON ex-officio member shall act as parliamentarian.

Section 3. Quorum - A quorum shall be defined as 50% of all voting members (permanently vacant positions to which an alternate or new member has not been appointed shall not be counted as voting members). Actions taken by the Advisory Committee require a quorum present in person at the time of the vote and a majority vote of those present and eligible to vote.

## Article VI.

### Meetings

Section 1. Frequency: The Advisory Committee shall meet as needed on a schedule prepared at the outset of the process to develop a master plan. Meetings will be established based on the agenda developed by the officers, Swedish Medical Center and the Department of Neighborhoods.

Section 2. Notice to Members: A written notice of each meeting shall be sent to each Advisory Committee member at least one week prior to the established meeting date. The notice shall include the agenda of the meeting, the meeting time and location, the summary of the previous meeting and any new materials that may require action at the meeting.

Section 3. Notice to Public: Except for the first orientation meeting(s) and will be advertised only to members and key staff, all meetings of the Advisory Committee are open to the public and opportunity for public comment shall be provided on each meeting's agenda. Notices of each meeting will be sent to: 1. Interested parties, which shall include any person who has attended one or more Committee meetings; and 2. presidents of local community groups (list established by the city, Swedish Medical Center and Committee leaders

Section 4. Location: Swedish Medical Center shall arrange a suitable location for Advisory Committee meetings.

## Article VII.

### Reporting

Section 1. Meeting Notices and Agendas: Swedish Medical Center and the Department of Neighborhoods shall be responsible for working with the officers to prepare and to send the meeting notices and agenda.

Section 2. Meeting Summary: The City Department of Neighborhoods shall be responsible for taking notes at each Advisory Committee meeting, preparing a summary of each meeting's activity and mailing it to all Committee members, alternates and ex-officio members within 30 days of the meeting. The summary shall be subject to review, amendment and approval at the subsequent Advisory Committee meeting. The summary shall include a list of Advisory Committee members, alternates, ex officio members, and guests present at the meeting. Summaries of all meetings are available at the office of the Department of Neighborhoods for public review and shall be provided electronically or otherwise to individuals, community groups or others that have requested receipt of this information.

Section 3. Correspondence: The Department of Neighborhoods shall provide clerical assistance to produce the correspondence of the Advisory Committee. Copies of all Advisory

Committee correspondence shall be sent to all voting and ex-officio Committee members and to individuals, community groups and others that have requested to receive this information.

Section 4. Advisory Committee Reports: With the assistance of the Department of Neighborhoods, the Advisory Committee shall comment on the preliminary draft master plan and draft environmental impact statement and prepare written draft and final reports of its findings and recommendations on the final master plan. The Advisory Committee comments and reports shall include, in addition to its recommendations, the public comments it received. The documents may incorporate minority reports. Copies of all Advisory Committee comments and reports shall be provided to all voting and ex-officio Committee members and to individuals, community groups and others that have requested to receive this information.

Section 5. Reports from Other Departments. The Department of Neighborhoods shall provide copies of all draft and final reports from the Department of Planning and Development and other City departments to voting, ex officio committee members and to individuals, community groups and others who that have requested to receive this information.

#### Article VIII

##### Amendments

The bylaws may be amended by a majority vote so long as written notice of the proposed bylaw changes has been provided prior to a regularly scheduled meeting.

#### Article IX

##### Code to Govern

In the event of a conflict between these Bylaws and the provisions of the City of Seattle's Major Institutions Code SMC 23.69 – MAJOR INSTITUTIONS OVERLAY DISTRICT – the Code shall govern.