

100 BOARD OF DIRECTORS, continued

- 102 Bylaws of the Board of Directors
- 102.1 Organization of the Board
 - 102.1a The organizational meeting of the Board of Directors and the review and adoption of policies for the ensuing year shall be annually at the first meeting of the newly elected members and after the qualification for office of the newly elected members or no later than the January meeting. RCW 28A.310.150
 - 102.1b At the organizational meeting the Board shall elect a President and a Vice President who shall hold office until the next organizational meeting not to exceed 2 consecutive years or until their successors are elected and qualified. A majority vote of the entire Board shall be necessary for election. A vacancy occurring in either of these offices may be filled at any regular meeting of the Board. RCW 28A.310.150
 - 102.1c The Superintendent shall serve as Secretary of the Board. RCW 28A.310.270
 - 102.1d In the absence of the Superintendent, an Assistant Superintendent designated by the Superintendent shall record the minutes of the meeting. If none has been designated, the President may appoint a member of the ESD staff to serve as secretary pro tem.
 - 102.1e A majority of all the members of the Board shall constitute a quorum. RCW 28A.310.150

3-6-75 Adopted R102

102.1a amended 1-20-77; 12-21-77; 3-26-91

102.1b amended 1-23-79; 3-26-91; 3-27-05

102.1c amended 2-26-85; 3-26-91

102.1d amended 1-23-79; 1-21-82; 3-29-88; 3-26-91

102.1e amended 1-23-79; deleted 3-26-91

102.1f amended 2-26-85; renumbered 102.1e 3-26-91

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- 102 Bylaws of the Board of Directors, continued
- 102.2 Duties of the President and Vice President
 - 102.2a The President shall preside at all meetings and shall exercise such other powers as properly appertain to this office or may be delegated to him/her by the Board or by statute.
 - 102.2b The President may, with the approval of the Board, appoint such special committees from time to time as may be required. These committees shall cease to exist upon the acceptance of their reports or upon their formal discharge.
 - 102.2c The President shall sign any official documents or papers relating to the ESD or its programs which may require the signature of the Board President.
 - 102.2d The Vice President shall act as President in the absence of the President.
 - 102.2e In the absence of both the President and the Vice President, another Board member, elected by those Board members present, shall serve as President pro tem.

102.2a amended 1-20-77; 1-23-79

102.2b amended 1-23-79

102.2c amended 1-20-77; 3-29-88; 3-26-91

102.2e amended 3-29-88

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- 102.3 Duties of the Secretary
- 102.3a The Superintendent shall serve as Secretary to the Board.
RCW 28A.310.270
- 102.3b The Secretary to the Board shall send to the members of the Board notice of all regular and special meetings.
- 102.3c The Secretary shall keep full and accurate records of all regular and special meetings held by the Board. These records shall be kept in a book at the office of the ESD Superintendent, accessible at any time to its members and to the public for inspection.
- 102.3d The Secretary shall transmit copies of orders, resolutions and documents which are to be sent to members of the Board. He/she shall promptly notify any committee with reference to matters referred to them and shall furnish them with all papers, copies of orders or other matters included in such reference.

102.3a amended 2-26-85; 3-26-91
102.3c amended 1-20-77; 3-29-88; 3-26-91
102.3d amended 1-23-79; 3-26-91
102.3e amended 1-20-77 deleted 1-23-79

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- 102.4 Meetings
- 102.4a The regular meetings of the Board shall occur on the Tuesday immediately preceding the last Thursday of each month, unless otherwise agreed to by the majority of the Board. All meetings shall be held at 6:30 p.m. in the Board Room of the ESD office or such other time or location in the ESD as may be designated by the Board. All meetings shall be open to the public unless otherwise specially ordered. In the event a quorum of Board members is not attained by 7:00 p.m., the meeting may be declared invalid. RCW 28A.310.200(2)
- 102.4b An executive session may be called by the President or a majority of the Board or the Board may recess from a regular meeting to an executive session for the discussion of particular personnel matters, provided that no official action may be taken in such executive session, and any conclusions or decisions arrived at shall be in the form of recommendations to be made to the Board when it reconvenes. RCW 42.30.110
- 102.4c Special meetings may be held as circumstances may demand, at the call of the President or on petition of a majority of the members of the Board. A call for each special meeting shall state therein the purpose for which the meeting is called. At any special meeting no business other than that stated in the notice shall be transacted. RCW 28A.310.200(2) and RCW 42.030.080
- 102.4d Except as herein otherwise specified, the proceedings of the Board shall be governed by the rules prescribed in Roberts' Rules of Order, Revised.
- 102.4e Individuals or groups who wish to call a special problem to the attention of the Board of Directors or to make a complaint shall submit such problem or complaint in writing and give a copy to the Superintendent at least seventy-two (72) hours prior to a Board meeting. The Board of Directors will consider the matter at the next regularly scheduled meeting following the seventy-two (72) hour notice.

102.4a amended 2-19-76; 9-23-76; 1-21-82; 2-22-83; 2-26-85; 3-29-88; 3-26-91; 2-25-97; 6-26-01
102.4b amended 1-21-82
102.4c amended 1-21-82; 2-26-85; 3-26-91
102.4e amended 3-26-91

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- 102.5 Amendments and Review
- 102.5a These policies shall take effect upon the date of their adoption, unless otherwise specified, and shall supersede all other rules and regulations.
- 102.5b Any changes in these policies or new policies shall be proposed in writing at a regular meeting and laid over until the following regular meeting for action, notice having been given each Board member of the proposed change. The affirmative vote of the majority of the Board shall be necessary to effect the change.
- 102.5c These policies shall be reviewed annually by the Board and revised as necessary.
- 102.5d In the event of any emergency when the public interest or property of the ESD would suffer material injury or damage by delay, 102.5b may be suspended for one meeting provided that the President declares that an emergency exists, and prior to the meeting at which the subject of suspension is to be addressed, the Board is notified individually of the nature of the emergency necessitating suspension of 102.5b; provided further that the members of the Board who actually are present at the meeting shall be considered to have waived their right to notification. The procedure for suspending 102.5b shall be as follows: Upon adoption of a resolution declaring the existence of such an emergency and reciting the facts constituting the same, the Board may vote to suspend 102.5b. The affirmative vote of the majority of the quorum shall be necessary to effect the suspension.

102.5a amended 1-24-84

102.5d adopted 6-23-77; amended 1-21-82; 3-29-88