

**By-laws of
UW Medical Center-Northwest Campus
Major Institution Master Plan Development Advisory Committee
Adopted May 22, 2023**

**Article I
PURPOSE**

The UW Medical Center-Northwest Campus (UWMC-NW) Major Institutions Master Plan (MIMP) Development Advisory Committee (DAC) (the Committee), a representative group of adjacent community members and others who are interested in the orderly and reasonable development of UWMC-NW, will advise UWMC-NW and the City of Seattle on matters related to the development of a new MIMP for UWMC-NW.

**Article II
MEMBERSHIP**

Section 1. Composition

The UWMC-NW MIMP DAC is established pursuant to the City of Seattle's Major Institutions Code, Seattle Municipal Code (SMC) chapter 23.69. The size and composition of the Committee is described in Resolution 32088 adopted by the Seattle City Council. The Committee consists of members who are interested in performing advisory work consistent with the committee member job description (Article II, Section 2) and the Major Institutions Code.

The Committee contains one non-management UWMC-NW employee appointed by UWMC. Ex-officio members are appointed by the following bodies: UWMC-NW, City of Seattle Department of Transportation (SDOT), City of Seattle Department of Construction and Inspections (SDCI) and City of Seattle Department of Neighborhoods (DON).

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. Those and other responsibilities delegated to Committee members are described below:

- A. Participate directly in the formulation of a MIMP that balances the needs of UWMC-NW with those of the surrounding neighborhoods.
- B. Contribute to developing good communication between UWMC-NW and nearby communities.
- C. Become familiar with the proposed UWMC-NW MIMP and with UWMC-NW's mission, goals and objectives.
- D. Maintain interest in neighborhood land use issues, particularly as they relate to UWMC-NW and community health care needs.
- E. Perform all other such duties and prepare reports as set forth in the Major Institution Code.
- F. 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

Initial DAC member appointments were made by the Seattle City Council (Resolution 32088).

**Article III
PARTICIPATION**

Section 1. Term of Membership

Each Committee member's term of service shall extend until City Council adoption of the new MIMP.

Section 2. Resignation

A member may resign from the Committee by sending a letter to the Department of Neighborhoods stating the effective date and their reason(s) for resigning.

Section 3. Replacement

Replacement: Upon resignation or removal of a member, replacements will be appointed, through a solicitation and selection process administered by DON in consultation with UWMC-NW. Final appointment decisions will be made by the DON Director. An effort should be made to give under-represented communities, including students and people of color, opportunities to serve on the Committee.

Section 4. Removal of Members

In the event of disruptive behavior, Rules of Decorum – Robert's Rules of Order Newly Revised (most recent edition) 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.

A voting member of the Committee may be removed from the committee if one or more of the following applies:

- A. 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 DON representative at least 24 hours in advance of the meeting. Such a notification shall be considered an excused absence. In the event that a member has three (3) consecutive absences, the chair may request that member either attend 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. Persistent Disruptive Behavior – Disruptive behavior will be defined as either creating a hostile and/or intimidating atmosphere or unreasonable delays in decision making processes. In the event that a member's actions become disruptive to the process, and attempts to modify such behavior through invoking the provisions of Rules of Decorum – Robert's Rules of Order Newly Revised have failed to modify such behavior, a member may be removed from the committee upon the following conditions having been satisfied:
 - 1) The Chair, UWMC-NW ex-officio member, and DON ex-officio member shall have met with the member being considered for removal in an attempt to address all mutual concerns and mediate any conflicts that have arisen;

- 2) 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;
- 3) A letter outlining the reasons for removal shall have been prepared, reviewed and approved for transmittal by the DAC at a regular meeting of the Committee and sent via e-mail to the member being considered for removal at least two weeks prior to the meeting at which removal will be considered; and
- 4) Removal from the Committee shall be considered accomplished only upon concurrence by the DON Director.

Section 5. Compensation

All members of the UWMC-NW DAC shall serve without compensation.

Section 6. Member Voting

Each regular member shall have one vote on all Committee matters.

**Article IV
LEADERSHIP**

Section 1. General

The officers of the UWMC-NW DAC shall be Chair and Vice-Chair selected from the Committee members.

Section 2. Appointment and Term of Office

The officers shall be elected by the UWMC-NW DAC Membership. The term of office shall be for the duration of deliberations on the preparation of a new MIMP for UWMC-NW. Officers may be removed using the procedure outlined in Article III section 4 above. DAC 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 UWMC-NW and DON. The chair shall conduct each meeting and arrange for approval of all correspondence and reports prepared on behalf of the DAC. The vice-chair shall assume responsibility in the absence of the chair.

**Article V
DECISION MAKING**

Section 1. Consensus

The UWMC-NW DAC shall endeavor to reach consensus of a simple majority on all recommended actions. A vote shall be taken by voice or the show of hands and the record of the meeting shall show the number of votes cast for and against the recommendation. The provisions of Article III shall govern votes. All actions of the 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 at 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. Unresolved Conflicts

In the event of unresolvable conflicts among Committee members regarding issues covered in the proposed MIMP, both a majority and minority report shall be prepared and submitted to the SDCI Director.

Section 4. Quorum

A quorum shall be defined as 51% 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 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 UWMC-NW DAC shall meet as needed but no less than once per year. Meetings will be established based on the agenda developed by the DAC's officers, UWMC-NW and DON.

Section 2. Notice to Members

A notice of each meeting shall be e-mailed to each DAC member one week prior to the established meeting date. The notice shall include the meeting time and location, agenda, minutes from the previous meeting, and any new materials that may require action at the meeting.

Section 3. Notice to Public

Except for the first meeting of the Committee, which shall be considered an orientation meeting, notices of each meeting and its agenda and presentation materials will be posted on the DON website at least twenty-four hours prior to the scheduled meeting.

All meetings of the Committee shall be open meetings in accordance with Washington State's Open Public Meetings Act (Chapter 42.30 RCW).

Section 4. Public Comment

Each regular Committee meeting shall include on the agenda an opportunity for public comment.

Section 5. Location

UWMC-NW shall arrange a suitable location for UWMC-NW DAC meetings. DAC meetings may be conducted in-person or in a hybrid format that accommodates both in-person and remote participation.

**Article VII
REPORTING**

Section 1. Meeting Notices and Agendas

UWMC-NW and DON are responsible for working with the DAC's officers to prepare and post the meeting notices and agenda.

Section 2. Meeting Minutes

DON is responsible for taking notes at each DAC meeting, preparing minutes for each meeting and e-mailing completed minutes to all DAC members and ex-officio members with the next meeting agenda. The minutes are subject to review, amendment and approval at the subsequent DAC meeting. The minutes shall include a list of DAC members, ex-officio members, and guests present at the meeting. Minutes of all meetings will be made available online for public review.

Section 3. Correspondence

DON shall provide clerical assistance to produce the correspondence of the DAC. Copies of all DAC correspondence shall be e-mailed to all voting and ex-officio Committee members.

Section 4. Committee Reports

The 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 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.

DON shall provide copies of all draft and final reports from SDCI and other City departments to voting, ex officio committee members and to individuals, community groups and others who have requested to receive this information.

**Article VIII
AMENDMENTS**

These by-laws may be amended by a majority vote of the DAC at a regularly scheduled meeting.

**Article IX
CODE TO GOVERN**

In the event of a conflict between these by-laws and the provisions of the City of Seattle's Major Institutions Code, SMC Chapter 23.69, shall govern.