

By-laws of
The Virginia Mason Medical Center
Major Institution Master Plan Standing Advisory Committee
Adopted August 17, 2016

Article I

PURPOSE

The Virginia Mason Medical Center (VMMC) Major Institution Master Plan (MIMP) Standing Advisory Committee (SAC), a representative group of adjacent community members and others who are interested in VMMC, will advise VMMC and the City of Seattle on matters related to monitoring compliance with the provisions of the adopted master plan for VMMC.

Article II

MEMBERSHIP

Section 1. Composition

The VMMC MIMP SAC shall be established in accordance with the procedures set forth in the Major Institutions Code, SMC 23.69. The Committee shall be composed of at least six (6) and up to twelve (12) members who are interested in performing advisory work consistent with the committee member job description (Article II, Section 2). The committee shall contain one non-management VMMC employee appointed by VMMC. Ex-officio members shall be appointed by the following bodies: VMMC, City of Seattle Department of Transportation (SDOT), City of Seattle Department of Construction & 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 to include:

- A. Balance the needs of the Major Institutions to develop facilities for the provision of health care services with the need to minimize the impact of Major Institution development on surrounding neighborhoods.
- B. Contribute to developing good communication between VMMC and the adjacent community.
- C. Become familiar with the VMMC MIMP and with VMMC's mission, goals and objectives.
- D. Serve on the committee during the review of projects that are proposed under the VMMC MIMP
- E. Maintain interest and a desire for involvement in neighborhood land use issues, particularly as they relate to VMMC and the community needs for health care.
- 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

Final appointment of members to the SAC is made by the City of Seattle, Director of DON.

Article III
PARTICIPATION

Section 1. Term of Membership

Each member shall serve a minimum of a two year term, renewable up to a total of 6 consecutive years.

Section 2. Resignation

A member may resign from the VMMC MIMP SAC by sending a letter to DON 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 alternative members that may have been established. In the event that all alternative 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 jointly by VMMC and DON and appointment will be made by the DON Director.

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 either: for

- 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, VMMC 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) a letter outlining the reasons for removal shall have been prepared, reviewed and approved for transmittal by the SAC 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.
- 4) Removal from the Committee shall be considered accomplished only upon concurrence by the DON Director.

Section 5. Compensation

All members of the VMMC MIMP SAC 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 VMMC MIMP SAC 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 VMMC MIMP SAC Membership. The term of office shall be two years. Officers may be removed and replaced using the procedure outlined in Article III section 4 above.

Section 3. Duties and Authority

The officers shall be responsible for setting meeting agendas in consultation with VMMC and DON. The chair shall conduct each meeting and arrange for approval of all correspondence prepared on behalf of the SAC. The vice-chair shall assume responsibility in the absence of the chair.

**Article V
DECISION MAKING**

Section 1. Consensus

The VMMC MIMP SAC 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 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. Unresolved Conflicts

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

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 VMMC MIMP SAC shall meet as needed but no less than once per year. Meetings will be established based on the agenda developed by the officers, VMMC and DON.

Section 2. Notice to Members

A written notice of each meeting shall be sent to each SAC 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 and will be advertised only to members and key staff. Notices of each meeting will be sent to interested parties, which shall include any person who has attended one of more Committee meeting; and presidents of local community groups (list established by the City of Seattle, VMMC and Committee leaders).

All meetings of the Committee shall be open meetings in accordance with the Open Public Meetings Act of 1971.

Section 4. Public Comment

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

Section 5. Location

VMMC shall arrange a suitable location for the VMMC MIMP SAC meetings.

**Article VII
REPORTING**

Section 1. Meeting Notices and Agendas

VMMC and DON shall be responsible for working with the officers to prepare and send the meeting notices and agenda.

Section 2. Meeting Minutes

The DON shall be responsible for taking notes at each SAC meeting, preparing minutes for each meeting and e-mailing it to all members, alternates and ex-officio members within 30 days of the meeting. The minutes shall be subject to review, amendment and approval at the subsequent SAC meeting. The summary shall include a list of SAC members, alternates, ex-officio members, and guests present at the meeting. Minutes of all meetings are available online for public review.

Section 3. Correspondence

DON shall provide clerical assistance to produce the correspondence of the SAC. Copies of all SAC 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.

The DON shall provide copies of all draft and final reports from DPD 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 by-laws 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 by-laws and the provisions of the City of Seattle's Major Institutions Code SMC 23.69 – Major Institutions Overlay District – the Code shall govern.