

**By-laws of
The Swedish Medical Center First Hill Campus
Major Institution Master Plan Standing Advisory Committee**

Adopted on August 26, 2015

**Article I
PURPOSE**

The Swedish Medical Center First Hill Campus Major Institution Master Plan (MIMP) Standing Advisory Committee (SAC), a representative group of adjacent community members and who are interested in Swedish Medical Center, will advise the Swedish Medical Center First Hill Campus and the City of Seattle on matters related development under the revised master plan for Swedish Medical Center First Hill Campus.

**Article II
MEMBERSHIP**

Section 1. Composition:

The Swedish Medical Center First Hill Campus MIMP SAC shall be established jointly by the City of Seattle and the Swedish Medical Center First Hill Campus 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 (section 2). The committee shall contain one non-management Swedish Medical Center First Hill Campus employee appointed by Swedish Medical Center. Ex-officio members shall be appointed by the following bodies: Swedish Medical Center First Hill Campus, City of Seattle Department of Transportation (SDOT), City of Seattle Department of Planning and Development (DPD) and City of Seattle Department of Neighborhoods (DON).

Section 2. Committee Member Job Description

Each Committee member will:

- A. Contribute to developing good communication between Swedish Medical Center First Hill Campus and the adjacent community.
- B. Become familiar with the proposed Swedish Medical Center First Hill Campus master plan and with Swedish Medical Center First Hill Campus' mission, goals and objectives.
- C. Serve on the committee during the review of projects that are proposed under the adopted Swedish Medical Center First Hill Campus MIMP
- D. Maintain interest and a desire for involvement in neighborhood land use issues, particularly as they relate to Swedish Medical Center First Hill Campus and the community needs for health care.

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 two year terms.

Section 2. Resignation

A member may resign from the Swedish Medical Center First Hill Campus MIMP SAC 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 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 Swedish Medical Center First Hill Campus and DON and appointment will be made by the DON Director.

Section 4. Removal of Members

A voting member of the committee may be removed from the committee either: for 1) non-attendance; or 2) disruptive or violent behavior.

- 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 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 unexcused 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. 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 . a member may be removed from the committee upon the following conditions having been satisfied:
 - 1) the chair, Medical Center 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.

Removal from the committee shall be considered accomplished only upon concurrence by the DON Director.

Section 5. Compensation

All members of the Swedish Medical Center First Hill Campus MIMP SAC shall serve without compensation.

**Article IV
LEADERSHIP**

Section 1. General

The officers of the Swedish Medical Center First Hill Campus MIMP SAC 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 Swedish Medical Center First Hill Campus 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 the Swedish Medical Center 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**

The Swedish Medical Center First Hill Campus MIMP SAC shall endeavor 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.

**Article VI
MEETINGS**

Section 1. Frequency

The Swedish Medical Center First Hill Campus 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, the Medical Center and the 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, all meetings of the Swedish Medical Center First Hill Campus MIMP SAC 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 of more committee meetings; and 2. presidents of local community groups (list established by the City of Seattle, the Swedish Medical Center – First Hill Campus and committee leaders).

Section 4. Location

Swedish Medical Center – First Hill shall arrange a suitable location for the Swedish Medical Center First Hill Campus MIMP SAC meetings.

Section 5. General

Robert’s Rule of Order applies to the conduct of each meeting and shall govern voting when necessary. 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 Swedish Medical Center First Hill Campus MIMP SAC require a quorum present in person or by written proxy at the time of the vote and a majority vote of those present and eligible to vote.

**Article VII
REPORTING**

Section 1. Meeting Notices and Agendas

The Swedish Medical Center First Hill Campus and DON shall be responsible for working with the officers to prepare and to send the meeting notices and agenda.

Section 2. Meeting Minutes

The City of Seattle DON shall be responsible for taking notes at each SAC meeting, preparing minutes for each meeting and e-mailing it to all 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 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.