

APPENDIX A

By-Laws of the Olympia Sea Level Rise Response Collaborative

ARTICLE 1 — PURPOSES

The Olympia Sea Level Rise Response Collaborative was formed on June 14, 2021 through an interlocal agreement (ILA) signed by the City of Olympia (Olympia), the LOTT Clean Water Alliance (LOTT), and the Port of Olympia (Port). All signers have mutual interests in the long-term protection of downtown Olympia from rising seas.

Therefore, the purpose of the Collaborative is to come together to take action on sea level rise adaptation and support regional climate change mitigation efforts, with the ultimate goal of improving the quality of life for all Thurston County residents. The Collaborative will identify, fund (directly and indirectly), and implement projects that minimize, prevent, and/or accommodate flooding, to adapt and/or protect downtown Olympia, the Budd Inlet Treatment Plant, and the Port peninsula from rising seas. The Collaborative intends to work together to coordinate sea level rise response as envisioned in the Olympia Sea Level Rise Response Plan.

ARTICLE 2 – COLLABORATIVE

The Collaborative has two types of participants:

- **Members** share equal representation in the Collaborative. Members contribute financially to the Collaborative and have equal voting rights in decision-making. All Members are bound by the terms of the ILA incorporated herein by reference.
 - Members each have one representative, and one alternate representative, on the Executive Committee. Alternate representatives may attend and participate in all Executive Committee meetings. Representatives are members of the Member’s governing body. If a Member’s representative ceases to be a member of the Member’s governing body, that person ceases to be that Member’s representative and the Member shall appoint another member of its governing body to serve as representative.
 - Each Member has one vote on the Executive Committee, exercised by its representative, or in the representative’s absence, its alternate representative.
 - Olympia, LOTT, and the Port are the initial Members.

Additional entities with compatible and consistent organizational missions may be invited to join as Members of the Collaborative. Those invited to become Members shall make financial contributions to the Collaborative, as provided in the ILA. Their representatives must be designated by a letter from the invited Member’s designated authority, such as a Mayor, City Manager, or Executive Director. Prior to joining the Collaborative, Invited Members shall sign an acknowledgment stating that the New Member agrees to be bound by the terms and conditions of ILA and the Collaborative’s By-Laws. New Members may join the Collaborative without the need for an amendment to the ILA. [The Staff Liaison is](#)

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responsible for onboarding new members.

- **Associates** are non-voting, ex-officio participants. Associates may be admitted on a permanent or ad-hoc basis to provide subject-matter expertise or other support to the Collaborative, such as project support or assistance for grant application, administration, or implementation activities. Associates are not bound by the terms of the ILA and the requirement to provide in-kind support.

All Members and Associates, shall, to the extent practical and feasible, keep the Collaborative informed of activities that affect the purpose of the organization.

ARTICLE 3 — GOVERNANCE

The management and control of the affairs of the Collaborative is vested in its Members. Member representatives, one for each Member, comprise an **Executive Committee** tasked with reviewing and approving implementation, recommending of the sea level rise response actions. Associates may participate in Executive Committee meetings as non-voting, ex-officio participants only.

ARTICLE 4 — OFFICERS

4.1 Number

The Executive Committee officers are a Chair and Vice-Chair.

4.2 Selection & Term of Office

Member representatives serve at the discretion of their Member's governing body or designated authority for one-year terms. Terms begin in March. Member representatives may serve multiple one-year terms. If a representative's tenure on the Member's governing body ends during the representative's term, the Member's governing body will replace the representative following its own protocols.

The Executive Committee at its first ever meeting shall select a Chair and Vice Chair. Henceforth, the Chair and Vice-Chair are selected by the Executive Committee each year. A representative of any Member may serve in the Chair or Vice-Chair capacity. Any representative is eligible and may serve multiple terms as either Chair or Vice-Chair. The Executive Committee strives to rotate the officers among the Members.

If the Chair or Vice-Chair ceases to be a representative on the Executive Committee during the officer's term, the Executive Committee will select a new officer who will serve for up to one

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year until the annual March officer selection.

Executive Committee representatives may nominate another representative or put forward their own name to serve as the Chair or the Vice-Chair.

The Executive Committee will select the Chair and Vice Chair using its decision-making protocol each year at the March meeting. The previous Chair or Vice Chair will facilitate the selection of the next Chair. If the previous Chair and Vice Chair are no longer serving on the Executive Committee, the City of Olympia representative will facilitate the March meeting selection of the next Chair.

4.3 Chair

The Chair formally presides at each Executive Committee meeting and strives to ensure that Members work together effectively. The Chair is responsible for managing and facilitating effective meetings of the Executive Committee and shall call meetings and set meeting agendas. Meetings will typically be held remotely. If an in-person meeting is scheduled, the Chair will direct the Staff Liaison to identify a suitable meeting location. ~~The Chair is also responsible for identifying the location of meetings.~~

4.4 Vice-Chair

In the absence of the Chair, or in the event of their inability or refusal to act, the Vice-Chair shall perform the duties of the Chair.

ARTICLE 5 — COMMITTEES WORK GROUPS

~~The Collaborative may establish and empower committees as it deems necessary, and may solicit and approve participation by the general public and additional Member or Associate staff in those committees work groups. Each committee work group must be chaired by a Member's designee. Committee Work Group chairs shall perform all duties incident to their office as determined by the Collaborative. Work groups may make recommendations for consideration by the Executive Committee. Committee decisions must be approved by the Collaborative prior to enactment.~~

The technical Work Group is the standing committee intended to provide primary support to the Executive Committee and the Collaborative. The Work Group is responsible for tracking science, monitoring sea level rise, and facilitating implementation of adaptation strategies. Member staff are envisioned to participate in this Work Group. The Work Group will lay the foundation for future sea level rise response implementation.

At the direction of the Executive Committee, the Technical Work Group may be

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supplemented by other standing or ad hoc ~~committees~~work groups, or by membership that is temporarily adjusted to address specific duties or issues, ~~such as:~~

- ~~○ Finance: support the development, investigation, and pursuit of funding opportunities.~~
- ~~○ Stakeholder engagement: provide input and feedback regarding Collaborative actions, technical work, finance options, implementation of adaptation measures, or other topics.~~

ARTICLE 6 — PROCEDURE

6.1 Meetings

The Executive Committee shall generally meet quarterly, typically in March, June, September, and December. The Executive Committee can shift its schedule, cancel meetings or schedule additional meetings if deemed necessary or timely. Meetings may be held in-person or virtually. Attendance at in-person meetings of the Executive Committee may, in special situations, be by telephonic or electronic means. Special meetings may be held at the call of the Chair, or upon written request to the Executive Committee from a quorum of representatives.

All Executive Committee meetings are open to the public. Meeting agendas will be available on-line in advance of each meeting. The Executive Committee may designate public comment periods on the agenda.

Associates may participate in Executive Committee meetings as non-voting, ex-officio participants.

The staff Liaison will be responsible for note taking and documentation. ~~The Chair will ensure meeting summaries reflect Executive Committee discussion and decision making. The staff Liaison will distribute the draft meeting summaries to the Executive Committee to review and refine.~~

The Executive Committee will approve meeting summaries at its subsequent meeting. Approved meeting summaries will be made available on-line.

6.2 Notice

The ~~Chair or Vice Chair~~ Staff Liaison shall give notice of all meetings, ~~or direct that a notice of all meeting be given~~, to all Members and Associates not less than ten (10) days prior to the date of the meeting, except in the case of an emergency, in which case notice of the meeting must be given as far in advance as circumstances reasonably allow. Any notice required under the provisions of these By-laws must be given in writing or by email. Business to come before meetings must be stated in the notice.

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6.3 Quorum

More than half of the Members representatives constitute a Quorum for the purposes of conducting business at any meeting of the Executive Committee. A Quorum once attained continues until adjournment despite the voluntary departure of any Member representative.

If less than a Quorum is anticipated or present at a meeting and a decision or decisions are time-sensitive, Members representatives not present may vote beforehand by written proxy submitted to the Chair or Vice-chair, or afterwards, the Chair may conduct an email poll for non-attending Members.

6.4 Procedure

The Executive Committee is a forum for learning, dialogue, and guidance tied to its purpose. The Executive Committee may periodically make decisions to advance or develop its core agenda. The Executive Committee cannot make decisions or set policy that binds any of the Members.

The Executive Committee shall strive for consensus in its decision-making. Consensus is reached when Members agree they can “live with” the proposal. The definition of consensus spans the range from strong support to neutrality to abstention to “I can live with it.” A Member may not like a part or the full proposal and still allow it to move forward. This would still constitute a consensus agreement.

Members will hold a consent vote on each decision. The act of a Quorum (more than half) of the Collaborative’s Members—in person, by proxy, or email poll—shall be the act of the Executive Committee so meeting.

A decision may be accomplished at the same meeting the decision is introduced, unless precluded by law. If a decision cannot be reached at the initial reading, final passage may be accomplished at a subsequent reading at a subsequent meeting.

If unable to reach agreement, the Member who has a concern will be asked to present a constructive proposal that is responsive to others’ interests for the Executive Committee to consider.

If still unable to reach agreement, Members will consider and select a fallback option to resolve the issue. Fallback options include:

- a) Identifying issues requiring further research and suspending deliberations until the research has been completed;
- b) Consulting with Members’ governing bodies;
- c) Letting the primary responsible agency impose a decision;
- d) Setting the issue aside and discussing it at a later date; or

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- e) Resolving disputes between Members following the process outlined in the ILA incorporated herein by reference.

6.5 Invited Members or Associates

Membership is granted to Invited Members and Associates only by consensus of all current Members consistent with the terms of these Bylaws. All memberships remain in force for the duration of the ILA incorporated herein by reference, with the exception of withdrawal or removal.

6.6 Withdrawal

Subject to the terms of the ILA if applicable, any Member or Associate may voluntarily withdraw from the Collaborative. For Collaborative budgeting purposes, withdrawing Members must provide written notice of withdrawal to the Collaborative and all Members no later than June 30th of any calendar year, and the withdrawal will only be effective on January 1st of the following calendar year. Any Associate may withdraw at any time by delivering written notice to the Chair or Vice-Chair of the Collaborative and such withdrawal takes effect upon delivery.

6.7 Removal

The Collaborative may, subject to the ILA if applicable, remove any Member or Associate participant at any time solely by consensus of all current Members, excluding the Member or Associate participant in question, at a regular business meeting. Such removal takes effect immediately.

ARTICLE 7 — ADMINISTRATION

7.1 Fiscal Year

The fiscal year is the calendar year.

7.2 Books & Records

The staff liaison shall keep minutes of all meetings and shall provide them to any Member or Associate upon request. All records are open for public inspection for any proper purpose at any reasonable time.

The Collaborative shall report ~~bie-annual~~ annual accomplishments and progress at the last Executive Committee meeting of ~~the~~ even-numbered calendar years. The meeting will provide an opportunity for the Executive Committee to reflect on progress made over the course of the previous two years. ~~and identify set priorities for future work in a work plan for the subsequent~~

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~~two years.~~

7.3 Fiscal Agent

The Collaborative has no authority, legal or otherwise, to directly act as a fiscal agent for any purpose including, but not limited to accepting grants, executing contracts, or opening bank accounts.

ARTICLE 8 — MISCELLANEOUS

8.1 Strategic Plan

The Olympia Sea Level Rise Response Plan is the Strategic Plan to guide the Collaborative’s mission. The Collaborative shall update the Strategic Plan as needed (typically at least every five-ten years) and develop a five-year work plan, at least every five years, for the life of the organization.

8.2 Amendment

These By-laws may be amended by consensus of the Members at any meeting provided all Members have been notified of this purpose.

8.3 Dissolution

Dissolution of the Collaborative is controlled by the ILA incorporated herein by reference.