BYLAWS OF

LOPEZ SOLID WASTE DISPOSAL DISTRICT MANAGING BOARD

(Created Pursuant to San Juan County Ordinance No. 11 - 2012)

(Amended January 6, 2015)

(Amended July 20, 2017)

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ARTICLE I - INTRODUCTION

The San Juan County Council is *ex officio* of the governing body of the Lopez Solid Waste Disposal District. In Ordinance 11-2012, the San Juan County Council established the Lopez Solid Waste Disposal District (the Lopez District) and created the Lopez District Managing Board. The Managing Board is formalizing its operations and procedures in these Bylaws.

ARTICLE II - BOARD, MEMBERS, AND MEETINGS

Section 1. Governing Body and Managing Board.

The Governing Body of the Lopez District is the legislative authority of San Juan County. The Governing Body has retained certain powers and has delegated other powers to the Managing Board, all as set forth in Ordinance 11-2012.

Section 2. Managing Board Members.

The Managing Board shall consist of a minimum of three and a maximum of seven members (the "Members"), the current number of which shall be determined from time to time by resolution of the Managing Board. All Members shall be appointed by the Governing Body. The Managing Board Members shall be electors who reside on Lopez Island. Each Member shall be entitled to one (1) vote on each matter submitted to a vote at any meeting of the Board.

Section 3. Increase or Decrease in Number of Members.

The minimum and maximum number of members of the Managing Board may be increased or decreased from time to time by the Governing Body. No decrease in Members shall have the effect of shortening the term of any incumbent member. In no event shall a position be allowed to remain vacant for more than 30 days if the number of members is less than three.

Section 4. Powers.

(a) *Powers of the Managing Board*. All powers shall be exercised and the business and affairs of the Lopez District shall be managed under the direction of the Managing Board, subject to the reservation of powers of the Governing Body. The Managing Board will set policy and direction to be implemented by the District Manager of the Lopez District.

(b) *Powers of Managing Board Members*. Except as otherwise authorized by the Board, no individual Board Member may bind, speak, or otherwise act on behalf of the Board or the Lopez District.

Section 5. Term.

The term of each Managing Board Member shall be for four (4) years or until replaced by a majority vote of the Governing Body. The Board should strive to stagger member terms. There shall be no limit on the number of consecutive terms a Member may serve.

Section 6. Nomination and Appointment of Members.

(a) *Initial Members*. The initial Members of the Managing Board shall be appointed by the Governing Body of the Lopez District.

(b) *Vacancy and Appointment of New Members*. Within 30 days after the occurrence of a vacancy in a Member position or the creation of an additional Member position, the Managing Board will notify the Governing Body of the vacant position. The Managing Board shall solicit applications for New Members of the Managing Board and make a recommendation; the Governing Body is expected to promptly fill the position.

Section 7. Removal.

At a meeting called expressly for that purpose, the Managing Board may, by an affirmative vote of a majority of the entire Board, submit a request to the Governing Body to remove a Member. The member may be removed only after affirmative action by the majority of the Governing Body.

Section 8. Meetings.

(a) *Regular Meetings*. Regular meetings of the Managing Board shall be subject to the Open Public Meetings Act, Chapter 42.30 of the Revised Code of Washington, and shall be held at such place and on such day and hour as shall from time to time be fixed by resolution of the Managing Board.

(b) *Special Meetings*. Special meetings of the Managing Board may be called at any time by the Chair or upon written request by any two (2) Members. Notice of the time and place of all special meetings of the Managing Board shall be given in accordance with the Open Public Meetings Act.

Section 9. Waiver of Notice.

Attendance of a Member at a meeting shall constitute a waiver of notice of such meeting, except where a Member attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. A waiver of notice signed by the Member, whether before or after the time stated for the meeting, shall be equivalent to the giving of notice.

Section 10. Quorum, Voting and Adjournment.

(a) A majority of the Members of the Managing Board shall constitute a quorum for the transaction of business at a meeting.

(b) Any action may be taken by a majority affirmative vote of a duly constituted quorum except those explicitly requiring a vote by the entire Managing Board as herein designated.

(c) The Managing Board may meet only to continue a meeting to a date certain, or to adjourn if the number of persons present are not a quorum or if the departure of a member causes the Board to lose the quorum.

Section 11. Presumption of Assent.

A Member who is present at a meeting of the Board at which action is taken shall be presumed to have assented to the action taken unless:

(a) The Member objects at the beginning of the meeting, or promptly upon the Member's arrival, to holding it or transacting business at the meeting;

(b) The Member's dissent or abstention from the action is taken and entered in the minutes of the meeting; or

(c) The Member delivers written notice of the Member's dissent or abstention to the presiding officer of the meeting before its adjournment or within a reasonable time after adjournment of the meeting. The right of dissent or abstention is not available to a Member who votes in favor of the action taken.

Section 12. No Remuneration.

(a) *Per Diem Pay*. The Managing Board may, but is not required to, fix a per diem pay for the Members of the Managing Board for their service as Members.

(b) *Reimbursement for Expenses*. The Managing Board may, but is not required to, reimburse an individual Member for their reasonable expenses provided the Chair of the Managing Board has approved the expenditure in advance or the expenditure is consistent with a written policy or procedure.

Section 13. Code of Ethics and Conflicts of Interest.

(a) *Code of Ethics*. Except as otherwise provided herein, all Members of the Managing Board shall be considered “municipal officers” and subject to the Code of Ethics for Municipal Officers set forth in Chapter 42.23 of the Revised Code of Washington.

(b) *Conflicts of Interest*. If the Managing Board transacts business or takes any action to transact business with any public agency to which a Member is appointed or elected, the Member affiliated with the public agency shall: (1) not participate or observe any Managing Board discussions regarding the transaction of business with the public agency, and (2) recuse themselves from voting on any matter concerning the public agency.

ARTICLE III - TELEPHONIC ATTENDANCE AT BOARD MEETINGS

Section 1. Meetings by Telephone Conference.

Members of the Managing Board may participate in meetings by means of a conference telephone call or similar communications equipment by means of which all persons participating in the meeting (including the Member participating by phone) can hear each other at the same time and the members of the public then in attendance can hear all the Members (including the Member participating by phone). Participation in a meeting by such means shall constitute presence in person at such meeting.

Section 2. Limitations.

The Managing Board may adopt limitations on meetings by conference telephone call or similar communication. The Managing Board may limit how many Board Members may, at the same time, participate in a meeting by conference telephone call or similar communication, and may also limit how often a single Board Member may participate in a meeting by conference telephone call or similar communication. Unless every person on a meeting attends by conference telephone, there is no need to make provisions for the public to attend by conference telephone call.

ARTICLE IV - BOARD OFFICERS

Section 1. Managing Board Officers.

The officers of the Managing Board shall be a Chair, Vice Chair and a Secretary, each of whom shall be a Board Member and each of whom shall be elected by an affirmative vote of a majority of the entire Managing Board.

Section 2. Election, Qualification and Term of Office.

Each of the officers shall be annually elected by the Managing Board at a regular meeting of the Board. The regular term of office shall be from January 1 to December 31 unless otherwise approved by the Managing Board in which case the person shall serve until his or her successor shall have been duly elected and qualified.

Section 3. Powers and Duties.

(a) *Chair*. The Chair of the Managing Board shall: (1) if present, preside at all meetings of the Board; (2) execute official documents on behalf of the Board when authorized to do so by the Board; and (3) exercise and perform such other powers and duties as may be determined from time to time by resolution of the Board.

(b) *Vice Chair*. In the absence of the Chair or his or her inability to act, the Vice Chair of the Managing Board shall act in his or her place and stead and shall have all the powers and authority of the Chair, except as limited by resolution of the Board.

(c) *Secretary*. The Secretary of the Managing Board shall: (1) supervise the transcribing of the minutes of the Board meetings; (2) supervise or prepare the notices and posting or issuance of notices of regular and special meetings and all postponement or continuation of meetings; (3) preside over the Board meetings in the event the Chair and Vice Chair are unable to do so; (4) execute official documents on behalf of the Managing Board when authorized to do so by the Managing Board; and (5) perform other duties as from time to time may be assigned to him or her by the Managing Board.

Section 4. Salaries.

Except for a per diem payment, no salaries shall be paid to the Managing Board Members.

ARTICLE V - DISTRICT MANAGER

Section 1. Appointment.

The Managing Board shall appoint a District Manager (the "District Manager") to conduct those duties on behalf of the Managing Board and the Lopez District as provided herein. The District Manager shall be an employee of the Lopez District.

Section 2. Delegation of Powers and Duties.

The Managing Board will delegate to the District Manager such administrative powers and duties of the Board as it may deem proper for the efficient and proper management of the Lopez District. Any such delegation shall be authorized by appropriate action of the Board, which will usually be in writing, and will establish guidelines and procedures for the District Manager to follow.

Section 3. Powers and Duties.

The District Manager will perform all other duties as may be prescribed by the District Manager Job Description or by action of a majority of the Managing Board.

The District Manager provides leadership and guidance to advance LSWDD's mission; serves as Board liaison; fosters a collaborative work environment; supervises staff as detailed below; manages the financial, legal, and regulatory affairs of LSWDD; ensures all accounting and reporting is done in an accurate, timely, and auditable manner; ensures all county, state, and federal laws and regulations related to employment, financial reporting, and public records are adhered to; and is responsible for community, business, and agency relations, program and project development, and strategic planning. Work is performed independently under the general direction of the Board, referring unusual or sensitive issues to the Board for resolution.

The District Manager's delegation of powers and duties may include, but not be limited to, the following:

(a) Oversee the day-to-day operations of the Lopez District;
(b) Handle the day-to-day receipts and deposits of money consistent with the Cash Handling Policy of San Juan County;
(c) Recommend contracts for approval of the Managing Board;
(d) Assist the Secretary to ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
(e) Assist the Secretary to prepare agendas for Board meetings;
(f) Hire, fire, discipline and manage Lopez District employees and volunteers;
(g) Respond to and handle routine correspondence and emails;
(h) Respond to and handle correspondence of special interest to the Board by drafting replies in advance for Board approval, seeking instructions for reply when necessary, and preparing correspondence as the Board directs;
(i) Maintain a calendar of the Boards' unfinished business;
(j) Be custodian of the Lopez District records; and
(k) Perform all other duties as may be prescribed by the District Manager Job Description or by action of a majority of the Managing Board.

Section 4. Removal.

The District Manager shall be subject to removal by an affirmative vote of a majority of the entire Managing Board.

Section 5. Salary and Benefits.

The salary and benefits of the District Manager shall be fixed by the Managing Board.

ARTICLE VI - BUDGET, OPERATIONS REPORT, AND PUBLIC FUNDS

Section 1. Budget.

(a) *Annual Budget and Operations Report*. The District Manager will, when requested, prepare and submit to the Managing Board an annual operational budget and report for approval. Upon approval by the Managing Board, the annual operational budget and report shall be submitted to the Governing Body for approval as part of the San Juan County Council's usual budget approval process.

(b) *Quarterly Report*. The District Manager will, when requested, prepare and submit to the Managing Board for approval a quarterly financial report detailing the Lopez District's activity and expenditures of funds for the previous quarter or at such intervals as the Board may otherwise direct. Upon approval of the Managing Board, the quarterly financial report shall be submitted to the Governing Body.

Section 2. Deposits.

Subject to direction of the San Juan County Treasurer the monies of the Lopez District shall be deposited in the name of the Lopez District in such bank or banks as the Board shall designate, and shall be drawn from such accounts only by check, warrants, or other order for payment of money approved by the Managing Board.

Section 3. Public Funds.

All funds of the Lopez District shall be deemed public funds without regard to their source and shall be accounted for and expended in conformity with the laws of the state of Washington relating to public funds. All questions regarding expenditure of the funds should be referred to the San Juan County Auditor or Washington State Auditor.

ARTICLE VII - NOTICES

Except as may otherwise be required by law, any notice to any Managing Member may be delivered personally or by mail. If mailed, the notice shall be deemed to have been delivered when deposited in the United States mail, addressed to the addressee at his or her last known address in the records of the Lopez District, postage prepaid.

ARTICLE VIII - INDEMNIFICATION OF MEMBERS, OFFICERS AND EMPLOYEES

The Governing Body of the Lopez District, the Managing Board, the employees and the elected officials of San Juan County shall have no liability to the Lopez District for conduct as a Governing Body Member, Managing Board Member, officer, or employee except for: (1) acts or omissions that involve intentional misconduct by the Member, officer, or employee, (2) a knowing violation of the law by the Member, officer, or employee, or (3) any transaction from which the Member, officer, or employee will personally receive a benefit in money, property or services to which the Member, officer, or employee is not legally entitled.

ARTICLE IX - INITIAL STATEMENT OF OPERATION POLICIES AND PROCEDURES

Pursuant to Chapter 70.95 RCW, and consistent with SJCC 8.12.020 the Lopez Solid Waste Facility Disposal Facility established by SJCC 8.12.010(B)(3)(a) shall not be altered, expanded, improved, operated or maintained without prior compliance with the following:

1. The disposal site, facilities and proposed method of operations shall be consistent with the San Juan County Solid Waste Management Plan.

2. The disposal site shall be constructed, operated, and maintained in accordance with terms of a permit issued by the health department and such other permits as are required by law.

3. The Managing Board shall be the oversight or operating authority for all solid waste disposal sites located on Lopez Island. Nothing herein shall prohibit the Managing Board or the Governing Body from contracting with another entity, public or private, to own, construct and/or operate a disposal site, transfer station or facility. The Managing Board shall prepare operating regulations for solid waste disposal sites on Lopez Island. These regulations shall govern all other matters necessary to assure compliance with federal, state, and local regulations applicable to such sites. The Managing Board reserves the right to provide in said operating rules that certain solid wastes, such as bulky wastes, problem wastes, and wood waste, based on source, type or volume, shall not be accepted, or only conditionally accepted, at sites owned or operated by the Lopez District.

4. Every vehicle delivering solid waste to a solid waste handling site or disposal facility on Lopez Island shall have its load tied, covered, or confined in a manner that will prevent any part of the load from leaving the vehicle while the vehicle is in motion. In addition to any other penalty that may be applicable under state law, if, in the opinion of solid waste facility staff, the load is not secured in such manner and the vehicle is not exempt pursuant to subsection (c) below, the operator of the vehicle delivering the load shall pay a surcharge at the solid waste handling site or disposal site according to the following scale:

   (a) Cars (vehicles with passenger license plates) $3.00
   Trucks (vehicles with truck license plates) $5.00

   (b) Surcharges collected under this section shall be deposited into the Lopez Solid Waste Disposal District Fund, together with daily solid waste facility receipts.

   (c) A vehicle transporting sand, dirt, or gravel in compliance with the provisions of RCW 46.61.655 as now existing or hereafter amended, shall not be required to secure or cover a load or pay a fee pursuant to this section.

5. The Lopez Solid Waste Facility shall be operated in accordance with the rules and regulations promulgated by the San Juan County health department and in accordance with the rules and regulations promulgated by the Department of Ecology as set forth in Chapter 173-304 WAC.

6. Hours of operation of the facilities operated by the Lopez District shall be set by the Managing Board.

7. Disposal rates shall be established by the Managing Board of the Lopez District and shall be reviewed and approved by the County Council as the Governing Body of the solid waste disposal districts in the county during the County's annual budget process or more frequently if necessary. Disposal rates together with other revenues shall generate sufficient revenue to cover costs of operation, capital expenses, long term debt expenses, and reserves.

8. All other federal, state, and local laws, ordinances and regulations regarding solid waste handling shall be met.

ARTICLE X - BOOKS AND RECORDS

Section 1. Books and Records.

The Managing Board shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of the Board and of the Lopez District and all resolutions of the Managing Board and the Lopez District; and shall keep at its principal place of business a record of its Board Members, giving the names and addresses of all Board Members.

Section 2. Policy Manuals.

The District Manager will, when requested, compile the policies and procedures adopted by the Board into a Lopez District Policy and Procedure Manual. The District Manager shall be responsible for updating the Manual with the assistance of the Managing Board. The Manual shall be kept at the registered office or principal place of business of the Lopez District and shall be maintained by all Board Members, officers, and any other person designated by the Board.

Section 3. Public Records.

All records of the Lopez District shall be deemed “public records.” The Managing Board, or the District Manager when requested, shall keep all books and records of the Lopez District in compliance with applicable laws, including but not limited to the Public Records Act, Chapter 42.56 of the Revised Code of Washington. Record retention and disposition will follow in accordance with recommendations provided by Washington State Archives.

ARTICLE XI - LOPEZ DISTRICT SEAL

The Managing Board may provide for a seal which shall have inscribed thereon the name of the Lopez District, the year, County, and State of establishment and the words "Lopez Solid Waste Disposal District seal."

ARTICLE XII - AMENDMENT OF BYLAWS

These Bylaws may be amended, altered, or repealed at any regular or special meeting of the Managing Board by an affirmative vote of the majority of the entire Board.

ARTICLE XIII - FISCAL YEAR

The fiscal year of the Lopez District shall be the fiscal year used by San Juan County.

ARTICLE XIV - RULES OF ORDER

The Managing Board shall conduct business by first reading the proposed motion or resolution, followed by discussion wherein all Board Members (except those who have removed themselves) have the right to voice their opinions and then a vote will be called by the Chair. No second shall be required. Any matter may be continued to a specified meeting or tabled indefinitely by a majority vote of the Board Members then present. However, a tabled matter may only be brought before the Board again by a majority vote of the Board.

The undersigned Chair of the Lopez Solid Waste Disposal District Managing Board does hereby certify that the above and foregoing Bylaws of said Managing Board were adopted by the Members as the Bylaws, that the same do now constitute the Bylaws of this Managing Board.

DATED this ___th day of ___, 2017.

Attest:

_____
Managing Board Chair

_____
Managing Board Member

_____
Managing Board Member

_____
Managing Board Member