

The Alliance By-Laws

The current by-law for the Alliance:

Article 1: NAME, PURPOSE, MISSION, COVERAGE, OFFICE, MEETINGS AND DECISION MAKING

1.1 Name and Genesis

The name of the organization is “Alliance for a Healthy South Sound” (“Alliance”). The Alliance was created by South Puget Sound tribal and county elected officials during meetings held on March 23, 2010, July 29, 2010, and December 17, 2010. The Alliance was recognized by the Puget Sound Partnership Leadership Council on September 16, 2010, as the South Puget Sound organization responsible for Action Agenda implementation.

1.2 Purpose of the Alliance

The Alliance for a Healthy South Sound will focus on sustainability, including environmental, economic, and community health, through the implementation of a South Puget Sound workplan. The South Puget Sound workplan will identify organizational goals and measurable targets. The South Puget Sound Action Agenda profile is one tool that strives toward these objectives and, in addition, other tools may be developed and implemented by the organization.

1.3 Mission of the Alliance

The mission of the Alliance is to support coordinated and collaborative decision-making aimed at restoring and protecting the ecological and socio-economic health of South Puget Sound.

1.4 Alliance Geographical Coverage

The work of the Alliance shall cover the South Puget Sound area, a shared and fragile resource critical to the economic and social welfare of our communities, including all of the marine, freshwater tributaries and associated lands in the Puget Sound Basin, south of the Tacoma Narrows Bridges.

1.5 Alliance Office

The official mailing address is (to be determined).

1.6 Quarterly Alliance Meetings: Time, Location and Purpose

The Chair(s) of the Alliance shall call quarterly meetings. Notice and agenda for the meetings shall be provided. The Chair(s) may elect to change the place, date, and/or time of the meeting or call ad-hoc meetings as necessary.

1.7 Decision Making

Consensus is the desired method of decision making, but in the event that consensus cannot be reached, the Chair(s) may call for a vote of the Executive Committee.

Article 2: ORGANIZATIONAL STRUCTURE

2.1 Executive Committee

South Puget Sound tribal and county elected officials, with representatives from each of the four counties and three tribes of the South Puget Sound, will form an Executive Committee. The Committee will function as the decision-making body for the organization and will provide fiscal oversight. The Committee will specifically consider the recommendations of the full Council. Certain key decisions will be reserved for the Executive Committee while others will be the domain of the Council.

2.2 Council

The Council will represent the broad interests of the South Sound community, will advise the Executive Committee on certain critical decisions and be directly involved in other decisions, and will implement workplan activities. Members and alternates will be appointed to the Council by the Executive Committee. A Council Chair(s) and Vice Chairs shall be elected from its General Membership.

2.3 Working Groups

Working groups, including some existing SPS groups, will be assigned as needed to complete and/or report on specific tasks for SPS workplan implementation. Membership on these working groups will not be limited to Alliance members.

Article 3: COMMITTEE OFFICERS

3.1 Election of the Chair(s) and Vice Chair

The Alliance Chair(s) and Vice Chair shall be elected from the general membership of the Executive Committee. The elected officer(s) shall begin their terms on the following January 1. Terms of all offices shall be for two years. Consecutive terms are permitted. After serving in the position of Vice Chair for a two-year term, the Vice Chair will rotate into the position of Chair for the following term.

3.2 The Responsibilities of Officers

The Chair(s) shall represent the views of their committee members. The Chair(s) may also delegate authority at his/her discretion. That delegate shall then have the authority of the Chair(s) for a designated period. The Vice-chair shall act in place of the Chair(s) when the Chair(s) so delegates that authority.

The Alliance Chair(s) shall: (1) guide the Alliance in accordance with the mission, goals, and workplan; (2) ensure that information is shared within the Alliance; (3) ensure that all people who live, work, or play within the South Puget Sound shall be welcomed and have a voice at the Alliance; (4) convene and preside at each meeting of the Alliance and Executive Committee.

If the Chair(s) is unavailable then the Vice Chair shall assume the responsibilities of the Chair(s). The Chair(s) and Vice Chair are encouraged to work closely to further the mission of the Alliance. If both the

Chair(s) and Vice Chair are unavailable, then meetings may be chaired by an Executive Committee member designated by the Chair(s).

Article 4: EXECUTIVE COMMITTEE

4.1 Membership

The Executive Committee membership shall include (1) one elected official from Kitsap County; (2) one elected official from Mason County; (3) two elected officials from Pierce County (one from the Executive Office and one from the County Council); (4) one elected official from Thurston County; (5) one elected official from the Nisqually Tribe; (6) one elected official from the Puyallup Tribe; and (7) one elected official from the Squaxin Island Tribe.

4.2 Alternate Members

Executive Committee members from the Nisqually, Squaxin Island, and Puyallup Tribes may identify an alternate to serve on the Executive Committee when a member is not available.

4.3 Responsibilities

The Executive Committee shall oversee the implementation of the Alliance mission, goals, and workplan. The Executive Committee shall be led by the Alliance Chair(s).

The Executive Committee shall have the responsibility to undertake tasks that cannot be accomplished during Alliance meetings. These may include: (1) decision making based on the recommendations of the Alliance, (2) ensuring accountability of the mission and workplan, (3) providing fiscal oversight, (4) proposing updates to the by-laws, (5) being the point of contact for public information, and (6) coordinating working group committees.

4.4 Procedure

The Executive Committee shall hold quarterly meetings at a time and place the Executive Committee decides. The Chair(s) or designee shall be present at all Executive Committee meetings. Meeting notes shall be kept for all Executive Committee meetings. Notice for these meetings shall be sent to the Executive Committee members and other interested persons in a timely manner. The meeting notes for Executive Committee meetings shall be distributed after meetings in a timely fashion.

Fifty percent of the Executive Committee members shall constitute a quorum. A quorum must be present before decisions can be made.

Article 5: ALLIANCE

5.1 Membership

The Alliance membership shall include (1) all members of the Executive Committee (see Article 4.1); (2) four citizens (one from each of the South Puget Sound (SPS) counties); (3) four from SPS cities; (4) one from SPS ports; (5) one from LOTT Alliance and other treatment facilities; (6) three from SPS non-

governmental organizations (three environmental organizations and one community-based organization); (7) six from SPS businesses and industries (one visitor and convention bureaus, one aquaculture industry, one timber industry, one agriculture, one economic development councils, one homebuilders industry); (8) five from the SPS Salmon Recovery Lead Entities (WRIAs 10/12, 11, 13, 14, and 15); (9) one from the Nisqually River Council; (10) one from SPS watershed groups; (11) one from the SPS Shellfish Protection/Clean Water Districts; (12) one from the Joint Base Lewis-McChord; (13) one from the Conservation Districts; (14) two from SPS colleges and universities (one from WSU Extension, one from SPS colleges and universities); (15) one ex-officio member from the Ecosystem Coordination Board (SPS representative); (16) one ex-officio member on the Leadership Council (SPS representative); (17) one ex-officio member of the applicable state agencies; and (18) one ex-officio member of the applicable federal agencies.

5.2 Responsibilities

The Council shall be responsible for implementation of the Alliance mission, goals, and workplan with direction from the Executive Committee. The Council shall have the responsibility to undertake tasks assigned by the Executive Committee. These may include: (1) developing recommendations for Executive Committee decisions, (2) implementing the mission and workplan, (3) evaluating workplan progress, (4) reporting to the Executive Committee on workplan progress, (5) developing materials for public outreach and education.

5.3 Procedure

The Council shall hold quarterly meetings at a time and location decided by Council members. The Chair(s) or designee shall be present at all Council meetings. Meeting notes shall be kept for all Council meetings. Notice for these meetings shall be sent to the Alliance members and other interested persons in a timely manner. The meeting notes for Council meetings shall be distributed after meetings in a timely fashion.

Fifty percent of the Council members shall constitute a quorum. A quorum must be present before decisions can be made.

Article 6: WORKING GROUPS

6.1 Working Groups

The formation or dissolution of a working group may be made by the Executive Committee based on the recommendations of the Council. Working groups will be assigned as needed to complete and/or report on specific tasks for SPS workplan implementation. Membership on these working groups will not be limited to Alliance members. The minimum number of members needed to form a new committee shall be three (3), including at least one Alliance member. Once convened, the working group shall elect a chair and vice chair. The chair of that committee shall represent the committee at Council and Executive Committee meetings.

Article 7: FINANCIAL AND ADMINISTRATIVE PROVISIONS

7.1 Financial Provisions

The Executive Committee will appoint a contract administrator that will be responsible for the management of financial provisions. Appropriate contract administrators may include county, city, or tribal governments, or a non-profit organization. Contract administrators will be responsible for processing invoices, receiving and disbursing payments, retaining records, collecting and submitting deliverables, and reporting on progress as required.

7.2 Responsibilities of [Administrator] Staff

The [Administrator] shall attend Alliance and Executive Committee meetings and keep the meeting notes of action items and record of attendance. In addition, the [Administrator] shall collect notes, attendance records and workplans from the Chair(s). It is the responsibility of the Chair(s) to provide these documents to the [Administrator] after each meeting.

The [Administrator] shall maintain the records of Alliance, Executive Committee, and working group meetings, including agendas, minutes/notes, attendance, and other related documents at the Alliance offices and on the Alliance's web site, when available and as appropriate.

7.3 Administrative Year

The Alliance shall operate on a January 1 to December 31 year for administrative purposes.

7.4 Policies and Procedures

The Executive Committee shall maintain policies and procedures necessary to conduct Alliance business. These policies and procedures shall include, but are not limited to, a process for responding to issues and procedures for Alliance communication.

Article 8. AMENDMENTS OF BYLAWS

8.1: Process of Bylaws Amendments

These Bylaws may be altered, amended or repealed. Notice of proposed changes to the Bylaws shall be presented at the Alliance meeting preceding the meeting at which they will be addressed.

Article 9: SIGNATORIES

On behalf of the members of the Alliance for a Healthy South Sound, the signatories below register that this current version of the bylaws were adopted on this _____ day of _____, 2010.

_____, Chair(s)

_____, Vice Chair