

## BY-LAWS OF THE FORT WORDEN COORDINATING COMMITTEE

### ARTICLE 1: PURPOSE, AUTHORITY AND SCOPE

**Purpose:** The purpose of the Fort Worden Coordinating Committee (Coordinating Committee) is to review and monitor the overall operation and co-management of Fort Worden State Park Campus. The Coordinating Committee was established to strive for solutions and recommendations that clearly support the spirit and intent to carry out the *Master Lease for the Fort Worden State Park Campus* and the long-term success of Fort Worden State Park and the lifelong learning center concept.

**Authority:** The authority of the Coordinating Committee was established by the *Master Lease for the Fort Worden State Park Campus* #, Article 5, on the Effective Date of November 8, 2013. The term of the Coordinating Committee is the life of the Master Lease.

**Scope:** The Coordinating Committee shall serve as a forum dedicated to cooperation and collaboration between the Washington State Parks and Recreation Commission and the Fort Worden Public Development Authority (“the Parties”) to ensure communication between the Parties and Fort Worden Partner organizations, tenants, local stakeholders, the larger community and state.

The Coordinating Committee (“Committee”) is directed to develop financial and policy recommendations that affect Fort Worden State Park and to bring these recommendations to the Washington State Parks and Recreation Commission and the Fort Worden Public Development Authority.

The Committee will seek to maximize the potential of the Park and will, to the extent possible, support the Partner organizations and affiliated agencies in developing and carrying out their goals and objectives relating to the Master Lease and purpose of the State Park. The Committee will, to the extent possible, cooperate with business, government agencies, nonprofit organizations and individuals to preserve, promote and develop the Park and its programs.

## ARTICLE 2: MEMBERS

**Membership:** The Coordinating Committee shall be comprised of five members. The members shall include two members from the Fort Worden Public Development Authority (FWPDA), two members from the Washington State Parks and Recreation Commission (Commission), and one at-large member. None of the members shall be compensated for their work, other than any salary associated with their position as Commission staff or FWPDA staff.

**FWPDA Membership:** The composition of FWPDA representatives to serve on the Coordinating Committee shall include the FWPDA executive director, or his/her designee, and one FWPDA board member. The Board member will be designated by the FWPDA Board on an annual basis and shall not serve on the board of any Partner Group organization or tenant affiliated with the Campus.

**Commission Membership:** The composition of Commission representatives to serve on the Coordinating Committee shall include the Fort Worden Park Manager and the State Parks Assistant Director or his/her designee. If a designee is appointed, the Assistant Director will confirm the appointment on an annual basis.

**At-Large Membership:** One at At-Large Member shall be appointed to the Coordinating Committee. The at-large member shall not be an elected official, FWPDA Board member, Partner Representative or Campus tenant, or current member of the Commission. The Coordinating Committee shall nominate the at-large member to the Director of the Commission and the Chair of the FWPDA Board.

The Coordinating Committee shall recruit for at-large member candidates by advertising in local and regional media and other sources (such as the respective websites of the Parties) for a minimum of two weeks. Applicants shall apply with a letter of interest and resume. The Coordinating Committee shall evaluate the candidates based on their experience relevant to the purpose of Committee, and other qualifications deemed appropriate by the Committee. The Coordinating Committee shall mutually agree upon a candidate who they will nominate for selection. Confirmation of the at-large member shall be through mutual consent of the Director and Chair of the FWPDA.

The at-large member shall serve a two-year term. Upon mutual consent of the Director and the Chair of the FWPDA Board, the at-large member may be extended for up to two additional terms of two years each for a maximum term of six years.

**Removal or Resignation:** At-large Mmembers may be removed from the Coordinating Committee only at the mutual agreement of the Director ~~or~~ and Chair of the FWPDA Board. In the case of a removal or resignation of either a FWPDA or Commission member a replacement will be appointed by the representing entity. In the case of the removal of the at-large member, a replacement will be selected following the normal recruitment and selection process to complete the remainder of the existing term.

### **ARTICLE 3: VOTING**

**Consensus Approach:** The FWPDA Board and the Commission agree that the future and long term success of the Fort Worden State Park Campus depends on cooperation and collaboration. The role of the Coordinating Committee is advisory to the Parties, except as otherwise provided for in the Master Lease. Recommendations and decisions of the Coordinating Committee are intended to be reached through consensus. Recommendations and decisions shall require both of the Commission and both of the FWPDA members vote with at least three affirmative votes.

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**Voting:** In the event that consensus cannot be reached among the Commission and FWPDA members, each member shall be entitled to one vote, including the At Large member. A matter must receive at least three affirmative votes to pass., the at large member is a all committee members are voting members. only when the FWPDA and Commission representatives cannot reach consensus on an issue. Voting on an action or recommendation shall require an affirmative vote of a majority of the Committee members voting on an issue.

### **ARTICLE 4: RESPONSIBILITIES**

**Responsibilities:** The Master Lease identifies specific responsibilities in sections 5.1.2 – 5.1.2.8, 5.1.3, 5.2.3, 6.1, 6.5, 7.1.7, 7.5 for the Committee to undertake. These responsibilities include:

- Develop financial and policy recommendations for the Parties.
- Ensure communication between the Parties, Partner Groups, tenants, Fort Worden stakeholders and the general public.
- Recommend changes to the existing Property and facility plans, or policies previously adopted by the Commission.
- Recommend and forward legislative initiatives to the Tenant and Commission.
- Review and recommend the annual maintenance plan submitted by the Operations Work Group.

- Recommend the capital projects list to the Commission and Tenant.
- Provide advice on capital project proposals that are under consideration by the Tenant or Commission.
- Recommend capital improvement and major maintenance priorities and allocations of funds from the PDA managed Capital Fund.
- Monitor and evaluate, on an annual basis, compliance with the Master Lease.
- Resolution of unresolved issues within the Operations Work Group.
- Identify one stand-alone project of high value to be initiated within three years of the Date of Possession for inclusion in the Capital Plan.
- Develop and maintain a seven year Capital Plan in conjunction with the Tenant prior to March 1, 2014 and every even year thereafter that establishes capital improvement priorities for the campus.
- Develop a Capital Project list in conjunction with the Tenant prior to March 1, 2014 and every even year thereafter for the following biennium.
- Establish and monitor a process for the referring of campground complaints to the Park Manager.
- Approve the placement of artifacts by the Tenant on the Campus or Reserved Area.
- Review and approve the placement of signage within the State Park.

#### **ARTICLE 5: REPORTING**

**Reporting:** The Coordinating Committee shall provide written reports on the following:

- A Capital Plan shall be submitted to the Commission every even year by March 1 starting in 2014.
- A Capital Project list shall be submitted to the Commission every even year by March 1 starting in 2014.
- An annual maintenance report shall be submitted to the FWPDA Board and Commission by December 1 of each year beginning in 2014.
- The Committee shall hold at least one annual public meeting to provide an annual report of its activities to the public and to receive stakeholder and public comments.

#### **ARTICLE 6: MEETINGS**

**Meetings:** Regular meetings shall be held on a quarterly basis. Special meetings may be called by either the FWPDA Chairperson or the Assistant Director or their designee.

**Notice:** All meetings shall be noticed and open to the public in a manner consistent with the State Open Public Meetings Act. Notice of the meeting stating the place, day and hour of the meeting shall be delivered no less than seven (7) days before the date of the meeting to each local newspaper of general circulation in Jefferson County. The Parties shall also post the notice of the meeting on their respective websites.

**Quorum:** All Committee members shall be present to constitute a quorum for all meetings. Members may participate in a meeting by means of a conference telephone or similar communications equipment provided that all persons participating in the meeting can hear each other. Participation by such means shall constitute presence in person at the meeting.

**Chairperson:** The ~~at large member-Committee~~ shall ~~be elect~~ the Chairperson who shall preside over and govern any Committee meeting using the procedures and rules in the most recent edition of *Robert's Rules of Order, Revised*.

**Public Comment:** All meetings shall allow for public comment. Prior to any vote or recommendation on any financial or policy issue, the Committee will take public comment.

**Minutes:** Minutes of all regular and special Committee meetings shall be taken and shall be available to any person or organizations that request them. The minutes of all Committee meetings shall include a record of any individual votes.

**Staffing:** The FWPDA shall be responsible for providing notice of meetings and for providing minutes of each meeting.

Operations Workgroup: The Operations Workgroup is a staff-level working group comprised of PDA and State Parks staff and a Partner Organization representative. The Workgroup is responsible for coordination of day-to-day operations in the Campus. The Operations Workgroup shall develop and recommend an annual Maintenance Plan to the Coordinating Committee. Decisions of the Operations Workgroup will be made on a consensus basis. If consensus cannot be reached on any issue, the unresolved issue will be forwarded in writing to the Coordinating Committee for resolution.

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## **ARTICLE 7: AMENDMENTS OF BY-LAWS**

**Amendments:** These by-laws may be amended by unanimous vote of the Coordinating Committee at any meeting of the Committee. However, any proposed amendments shall require the mutual consent of the Director and the Chair of the FWPDA Board and be consistent with the terms and conditions of the master lease.

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| ~~XXXXX~~Cindy Finnie, FWPCA Board Chair \_\_\_\_\_ Date

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| ~~XXXXX~~Don Hoch, State Parks ~~Assistant~~ Director (~~designee~~) \_\_\_\_\_ Date

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