

Resolution #17-02

A RESOLUTION OF THE BLACK LAKE SPECIAL DISTRICT (BLSD) GOVERNING BOARD ADOPTING A POLICIES AND PROCEDURES MANUAL

WHEREAS, RCW 85.38 and RCW 86.09 define the boundaries of operation for the BLSD for the purpose of engaging in activities for lake or beach management district.

NOW THEREFORE IT IS HEREBY RESOLVED:

Section 1. Policies and Procedures for the BLSD, attached hereto, are adopted by the BLSD Governing Board to provide guidance to the Board regarding operations, elections and management of the BLSD.

ADOPTED by the BLSD Governing Board this 18th day of Sept., 2017.


Commissioner



Commissioner

Commissioner

ATTEST:



Black Lake Special District Bylaws

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ARTICLE 1 – Definitions

As used in these Bylaws, the following capitalized terms shall have the meanings specified as follows:

“BLSD,” “Special District,” and “District” shall all mean the Black Lake Special District. “Board” means the Board of Directors of the Black Lake Special District.

“Board Director” means a director who is serving on the Board.

“Budget” means the annual planned detail of revenues and expenses used to provide guidelines for District operations.

“Governing Body” means the Board of Directors of the Special District. Within these Bylaws, Governing Body shall be interchangeable with Board of Directors. *RCW 85.38.010(1)*.

“Owner of Land” means the record owner of at least a majority ownership interest in a separate and legally created lot or parcel of land, as determined by the records of the County Auditor, except that if the lot or parcel has been sold under a real estate contract, the vendee or grantee shall be deemed to be the owner of such land for purposes of authorizing voting rights. It is presumed, unless shown otherwise, that the name appearing as the owner of property on the tax rolls is the current owner. *RCW 85.38.010(2)*.

“Qualified Voter of a Special District” means a person who is either: (a) a natural person who is a voter under general state election laws, registered to vote in the state of Washington for a period of not less than thirty (30) days before the election, and the owner of land located in the special district for a period of not less than thirty (30) days before the election; (b) a corporation or partnership that has owned land located in the Special District for a period of not less than sixty (60) days before the election; or (c) the state, its agencies or political subdivisions that own land in the Special District or lands proposed to be annexed into the Special District, except that the state, its agencies and political subdivisions shall not be eligible to vote to elect a member of the Governing Body of the Special District. *RCW 85.38.010(3)*.

“RCW” means the *Revised Code of Washington*.

“Special District General Election” means the election of a Special District regularly held on the first (1st) Tuesday after the first (1st) Monday in February in each even-numbered year at which a member of the Special District Governing Body is regularly elected. *RCW 85.38.010(5)*.

“WAC” means the *Washington State Administrative Code*.

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ARTICLE 2 – Identification

The name of the organization is the Black Lake Special District (“BLS D”). The BLS D headquarters shall be located in such place as the Board of Directors shall specify, by resolution, in the County of Thurston, State of Washington.

ARTICLE 3 – Formation and Purpose

Section 3.1. Purpose

The purpose of BLS D is to serve the public welfare by improving and maintaining the water quality of Black Lake for local homeowners, those with lake access, visitors, fish, and wildlife. BLS D shall operate within the boundaries of RCW 85.38 and RCW 86.09 for the purpose of engaging in activities for a lake or beach management district. The goal of BLS D is to maintain a healthy and ecological balance in the lake, so it may be enjoyed by swimmers, boaters, fishermen, and campers. *RCW 86.09.151, RCW 86.09.004, RCW 86.09.010.*

The purpose of these Bylaws is to provide guidance to the Governing Body of BLS D regarding operations, elections and management of BLS D.

Section 3.2. BLS D Established

BLS D was created in Thurston County pursuant to Chapter 85.38 RCW on November 19, 2013. *Thurston County Resolution No. 14967.* BLS D further defined its scope and purpose by adopting the Flood Control District Statutes. BLS D Resolution No. 14-08; RCW 86.09. *RCW 86.09.001. RCW 86.09.020.*

Section 3.3. Governance

BLS D is governed by RCW 85.38. *Thurston County Resolution No. 14967.* BLS D is further governed by RCW 86.09. *BLS D Resolution No. 14-08.* The initial members of the Governing Body were appointed by the Thurston County Commissioners on December 10, 2013, by Resolution No. 14967. *Thurston County Resolution No. 14967.*

Section 3.4. Duration; Accountability

BLS D shall exist in perpetuity. The Governing Body has created accountability measures to monitor the ongoing viability of the Special District. Every three (3) years, the Governing Body shall review the effectiveness of BLS D and evaluate results of the accountability measures to determine the effectiveness and viability of BLS D. *BLS D Petition to the Thurston Board of County Commissioners.*

Section 3.5. Powers of BLS D

The Governing Body of BLS D is given powers and responsibilities by Thurston County Resolution No. 14867 and by Washington state law, namely RCW 85.38 and RCW 86.09.

Section 3.5.1 Engage in lake or river restoration, aquatic plant control and water quality enhancement activities, and in activities authorized under RCW 36.61.020 for lake or beach management districts. *RCW 85.38.180, RCW 86.09.151.*

Section 3.5.2 Sell or exchange surplus property, property rights, facilities, and equipment. *RCW 85.38.180*

Section 3.5.3 Accept funds and property by loan, grant, gift, or otherwise from the United States, the State of Washington, or any other public or private source.

Section 3.5.4 Hire staff, employees, or services or use voluntary labor and appoint or employ officers and/or agents.

Section 3.5.5 Sue and be sued. *RCW 85.38.150, RCW 86.09.151.*

Section 3.5.6 Cooperate with or join the United States, the State of Washington, or any other public or private entity or person for District purposes. *RCW 85.38.180.*

Section 3.5.7 Enter into contracts. *RCW 85.38.180, RCW 86.09.151.*

Section 3.5.8 Exercise any of the usual powers of a corporation for public purposes. *RCW 85.38.180, RCW 86.09.148.*

Section 3.6. Organization and Operation Generally

Section 3.6.1 Generally. BLS D is organized and shall operate under RCW 85.38 and RCW 86.09 of the State of Washington, as well as these Bylaws, and other statutes applicable to BLS D.

Section 3.6.2 Amendments. These Bylaws may be amended at any Regular Meeting of BLS D Board of Directors where a quorum is present, by majority vote of the Directors present.

Section 3.6.3 BLS D Contact Information:

BLS D Telephone: (360) 867-8814.

BLS D Address: 120 State Avenue NE #303, Olympia, WA 98501. BLS D

Website: lacklakespecialdistrict.org

Section 3.7. District Office

The Directors may change the location of the BLS D District Office with the written consent of the Thurston County Commissioners. The Directors shall also pass a resolution at a Regular Meeting noting the change in the BLS D office, enter the resolution into the Minutes of the Board, and post a notice of the change of location in a conspicuous public place at or near the place of business which is to be changed (both the old location and the new location) at least ten (10) days prior to the date of the proposed change of office location. However, the office shall be located, if possible, within the BLS D. If there is not a location that is convenient and suitable for conducting District business within the BLS D, then the office may be located anywhere else in Thurston County. *RCW 86.09.271.*

Section 3.8. Boundaries of the District

BLSD includes all parcels of land that have access to Black Lake located in Thurston County, Washington. This definition includes, but is not limited to, public and privately owned waterfront parcels and upland dwelling parcels that have access to Black Lake by way of a community waterfront parcel or easement.

Section 3.9. Copyright

These Bylaws are Copyright 2015 and shall have the associated protections to the extent the law allows.

ARTICLE 4 – The Governing Body: The Board of Directors

Section 4.1. Number and Qualifications

The Governing Body of the BLSD shall be a Board of Directors composed of three (3) Directors. *85.38.070(1), 86.09.020, 86.09.259.* The initial Governing Body was appointed by the Thurston County Commissioners in 2013. Future Directors will be chosen pursuant to the procedures outlined in **Article 5** of these Bylaws. *RCW 85.38, 86.09.259.*

Section 4.2. Powers and Duties of the Board of Directors

The BLSD Board has the power, and it is the BLSD Board's duty, to adopt a seal of the BLSD. The BLSD Board shall conduct the business affairs of the BLSD, shall employ and appoint agents, engineers, attorneys, officers and employees as may be necessary, and the BLSD Board shall prescribe their duties. The BLSD Board shall establish reasonable bylaws, rules and regulations for the government and the management of affairs of the District. The BLSD Board shall generally perform any and all acts necessary to carry out the purposes of the BLSD. *RCW 86.09.268*

4.3. Quorum and Board Action

A majority of the Directors shall constitute a quorum for the transaction of business, and in all matters requiring action by the Board, there shall be a concurrence of at least a majority of the Directors. *RCW 86.09.265.*

Section 4.4. Director's Term of Office

With the exception of the initially appointed BLSD Directors, a BLSD Director's term of office shall be six (6) years and until his or her successor is elected and qualified. *RCW 85.38.070(1).*

The term of office shall be altered to provide a staggered six (6)-year term. One (1) Director shall be elected at the Special District General Elections in each even-numbered year for a term of six (6) years. *RCW 85.38.070(1)(2).*

Section 4.5. Initial Directors

The initial Directors were appointed by the Thurston County Commissioners in 2013. The initial Directors serve until their successors are elected and qualified at the 2016 election. *BLS D Petition to the Thurston Board of County Commissioners.*

Section 4.6. Vacancies

Section 4.6.1. Vacancies. A Director's position shall be declared vacant if:

- i) he or she passes away;
- ii) he or she resigns from his or her position as Director;
- iii) he or she becomes incapacitated and unable to perform his or her duties; or
- iv) he or she ceases to be a Qualified Voter of the Special District.
RCW 85.38.070(5).

Section 4.6.2. Deemed Resignation. If a Director is absent without reasonable excuse from three (3) consecutive Regular Commission Meetings, the other two (2) Directors may vote to deem the absences a resignation.

Section 4.7. Bond

Each Director, whether elected or appointed, shall provide a bond payable to BLS D. The bond shall be for the sum of One Thousand Dollars (\$1,000.00). *Thurston County Resolution No. 14967.* The bond shall be conditioned on the faithful performance of the Director's duties as a member of the BLS D Board. The bond shall be filed with the Thurston County Clerk. *RCW 85.38.080.*

All BLS D Officers or employees who handle BLS D funds must enter into a surety bond payable to the BLS D. The bond shall be for the sum of double the estimated amount of funds such officer or employee will handle on a monthly basis. The bond shall be conditioned that the Officer or employee will strictly account for all money or credit received by the Officer or employee for the use of BLS D. Every bond and its amount must be approved by the County Commissioners and filed with the Secretary of BLS D. *RCW 86.09.304.*

BLS D shall reimburse the Directors for bond premiums and all bond-related expenses. *BLS D Resolution No. 14-06, RCW 86.09.307.*

Section 4.8. Indemnification

BLS D shall pay for the defense of a current or past BLS D Director in an action or proceeding when the action or proceeding arises from acts or omissions of the Director while the Director was performing his or her official duties. *BLS D Resolution No. 16-07. RCW 4.96.041.*

If a situation arises where the defense of a Director is necessary, the Director must first request that BLS D authorize the defense of the action or proceeding at BLS D's expense. After a request of BLS D, BLS D must follow its procedure established by *Resolution No. 16-07* to determine if the acts or omissions of the Director were within the scope of his or her official duties, or were in good faith purported to be. If BLS D finds that the acts or omissions of the Director were within the scope of his or her official duties, then BLS D shall grant the request and shall authorize the defense and payment of the defense of the Director.

If BLSO authorizes the defense and payment of the defense, any monetary judgment against the Director shall be paid by BLSO pursuant to BLSO *Resolution No. 16-07*.

Section 4.9. Compensation

Each member of the Board of Directors shall be compensated for each day, or major part thereof, devoted to the business of the District at the daily or other rate, and subject to the maximum annual or other limitation, presently provided in RCW 85.38.075 and subject to any future amendments thereto or other statutes governing the subject of compensation of Directors. The daily rate as of November 2015 is up to Ninety and 00/100 Dollars (\$90.00) per day or portion thereof. The dollar thresholds established in RCW 85.38.075 and RCW 86.09.283 shall be adjusted for inflation by the Office of Financial Management every five (5) years, beginning July 1, 2008. The Office of Financial Management must calculate the new dollar threshold and transmit it to the Office of the Code Reviser for publication in the Washington State Register at least one (1) month before the new dollar threshold is to take effect. *RCW 85.38.075*. BLSO Directors shall, every five (5) years, review the updated dollar threshold to determine the maximum compensation amount allowed and adjust the maximum compensation amount allowed by resolution accordingly. 2018 will be the first year BLSO Directors must review the dollar threshold, and then every five (5) years thereafter.

The intention of the foregoing is to establish compensation at the maximum amount presently or in the future allowed by the state of Washington and that if, in the future, the present statutory limit established by RCW 85.38.075 is increased, then all Directors then in office shall be entitled to, and are hereby granted, compensation at any such increased rate.

BLSO Directors shall fix the compensation to be paid to the Directors, Secretary, and all other agents and employees of BLSO. *RCW 85.38.075*.

Section 4.9.1. Compensation Limitations. The term "...spent in actual attendance at official meetings of the district commission, or in performance of other official services or duties on behalf of the district" as used in RCW 85.38.075 is interpreted, for purposes of compensating Directors of BLSO, to include attendance at District meetings, both Regular and Special, and, on approval in advance by the Board, the following:

- i) meetings, conventions, seminars, programs and similar activities;
- ii) other conferences or meetings with representatives of other governmental bodies in respect to District business;
- iii) attendance at state, county or other public hearings;
- iv) attendance in court as a witness, or as an observer on a District case;
- v) attendance at meetings of water and similar associations either on District business or as a Director or officer of such association;
- vi) attendance, when necessary, at meetings with District contractors, suppliers or purveyors; and
- vii) other matters where the Board of Directors determines that the matter is District business.

Section 4.9.2. Maximum Compensation Per Year. The compensation for the members shall not exceed Eight Thousand Six Hundred Forty Dollars (\$8,640.00) in one (1) calendar year. *RCW 85.38.075, RCW 86.09.283.*

Section 4.9.3. Reimbursement. A Director is entitled to reimbursement for reasonable expenses actually incurred in connection with such business, including subsistence and lodging, while away from the Director's place of residence and mileage for the use of a privately- owned vehicle in accordance with RCW 42.24. *RCW 85.38.075, RCW 86.09.283.*

Section 4.9.4. Waiver. Any Director may waive all or a portion of his or her compensation payable as to any month or months during his or her term of office. The Director must waive his or her compensation by a written waiver filed with the Secretary of BLS D. The waiver, to be effective, must be filed any time after the Director's election and prior to the date on which the compensation would otherwise be paid. The waiver must specify the month or months for which it is made. *RCW 85.38.075, RCW 86.09.283.*

Section 4.9.5. Monthly Compensation. The BLS D Board will approve, by majority vote, any reimbursement and/or compensation check(s) each month at the BLS D Regular Meeting. Reimbursement and/or compensation requests must be submitted to the BLS D Board one (1) week prior to the Regular Meeting. After approval by the BLS D Board, the request for payment will be submitted to the Thurston County Treasurer and payment will be remitted directly to payee.

Section 4.9.6. W-2 to be Provided by BLS D. BLS D will provide a W-2 to any person receiving compensation from BLS D. The W-2 will note any compensation or per diem received by that person.

Section 4.9.7. Director Holding Office For Two (2) or More Special Purpose Districts. Any person holding office as Director for two (2) or more special purpose districts shall receive only the per diem compensation authorized for one (1) of his or her Director positions as compensation for attending an official meeting or conducting official services or duties while representing more than one (1) of his or her districts. However, such Director may receive additional per diem compensation if approved by a resolution of all of the Boards of the affected special purpose districts. *RCW 85.38.075, RCW 86.09.283.*

Section 4.10. Directors' Mail – Via U. S. Postal Service or Electronic

Mail addressed to one (1) or more Directors and delivered to the BLS D address shall be delivered by the support staff to the Director(s) at the monthly work session or the monthly meeting, whichever occurs sooner.

Electronic mail to a Director shall be addressed to the Director's BLS D email address. Directors shall check their email accounts no less than once a week and shall respond to emails promptly.

Section 4.11. Directors' Telephone Numbers

The home telephone numbers of Directors will not be given to the public by the District. Public requests to speak directly to a Director will be relayed to the support staff. The support staff will relay the request to the Director at the earliest possible time, and the Director will then respond as appropriate.

Section 4.12. Directors Subject to Certain RCWs

BLSD Directors are subject to a variety of RCWs applicable to public officers. These include, but are not limited to: RCW 42.22: Code of Ethics for Public Officers and Employees; RCW 42.20: Misconduct of Public Officer; RCW 42.21: Code of Ethics for Public Officials; and RCW 42.17: Public Disclosure Act.

Section 4.13. Directors Not to Testify in Official Capacity

BLSD Directors shall not testify in their official capacity unless officially summoned by subpoena or officially authorized by a majority of the Board of Directors during a Regular Meeting.

Section 4.14. Director Absent From BLSD for More Than Fifteen (15) Consecutive Days

If a Director is to be absent from BLSD for more than fifteen (15) consecutive days, the Director shall notify the other Directors prior to leaving the District for that period of time. If the Director is unexpectedly absent from BLSD for more than fifteen (15) consecutive days, the Director shall, at his or her earliest convenience, notify the other Directors of when he or she expects to return to BLSD.

Section 4.15. Use of BLSD Personnel, Property or Funds

The use of BLSD personnel, property or funds for private benefit is prohibited. *RCW 42.20.010.*

Section 4.16. Attorney-Client Privilege

BLSD may maintain a working relationship with a law firm to provide advice and guidance on policies and issues that arise. This attorney-client relationship is between BLSD and its attorney; however, BLSD is represented in this relationship by its Directors. Accordingly, attorney-client privilege attaches when any one (1) or more Directors work with the attorney; however, when any one (1) or more Directors choose to include anyone other than themselves and the attorney in any discussion, the attorney-client privilege will not attach to such discussion. Furthermore, the Directors shall be advised that the attorney represents BLSD, not the individual Directors, and that the attorney will therefore be working in the best interests of BLSD and will take instruction from the Board.

ARTICLE 5 – Elections and Voting Requirements

Section 5.1. Generally

Elections of the Directors of BLS D shall be held as provided in RCW 85.38. *RCW 86.09.020, RCW 85.38, RCW 86.09.259.*

Section 5.2. Eligibility to be an Elected or Appointed Director of BLS D

All candidates to be an elected or appointed Director of BLS D must be a Qualified Voter of the Special District. The state of Washington, its agencies and political subdivisions, or their designees (see definition of “Qualified Voter of a Special District” in Article 1) shall not be eligible for election or appointment. *RCW 85.38.070(6), RCW 86.09.259.*

Section 5.3. First Elections of BLS D to Occur In 2016

At the first election of BLS D Directors, no primary elections shall be held. Any Qualified Voter of the Special District may become a candidate for a Director position by filing a written notice of his or her intention with the Thurston County Auditor at least thirty (30) but not more than sixty (60) days before the BLS D General Election, which is to be held on the first (1st) Tuesday after the first (1st) Monday in February. *RCW 85.38.070(3); RCW 85.38.070(5), RCW 86.09.259.*

The Thurston County Auditor, in consultation with BLS D, shall establish the filing period. The names of the candidates for the Director positions shall be listed alphabetically. *RCW 85.38.070(3).*

At the first election of BLS D, the candidate receiving the greatest number of votes of the Qualified Voters shall have a six (6)-year term. The candidate receiving the second greatest number of votes shall have a four (4)-year term. The candidate receiving the third greatest number of votes shall have a two (2)-year term of office. *RCW 85.38.070(3)*

Section 5.4. Subsequent Elections

In all subsequent elections, the candidate receiving the greatest number of votes for each position shall be elected for a six (6)-year term of office. BLS D Directors shall hold their office until their successors are elected and qualified and assume office after the election returns have been certified. *RCW 85.38.070(3).*

Section 5.4.1. Filing Period and Filing Declarations of Candidacy. No primary elections shall be held for the Governing Body of BLS D. Any Qualified Voter of the Special District may become a candidate for the BLS D Board of Directors by filing a written notice of his or her intention with the Thurston County Auditor at least thirty (30) but not more than sixty (60) days before the BLS D election. The Thurston County Auditor, in consultation with BLS D, shall establish the filing period. The names of the candidates shall be listed alphabetically. *RCW 85.38.070(3)(4).*

Section 5.4.2. General Elections Timeframe. General Elections shall be held in BLS D on the first (1st) Tuesday after the first (1st) Monday in February in each even-numbered year. The Thurston County Auditor may provide for special elections whenever necessary. *RCW 85.38.100.*

Section 5.5. Oath

Every BLS D Director, upon taking office, must take and subscribe an official oath for the faithful discharge of the duties of his or her office. *RCW 86.09.301.*

Section 5.6. Delivery of Property to Successor

Upon the termination of office, every BLS D Director shall immediately turn over and deliver, under oath, to his or her successor BLS D Director, all records, books, papers and other property under the BLS D Director’s control and belonging to BLS D. If a BLS D Director passes away, his or her Personal Representative must turn over such records to the successor BLS D Director. *RCW 86.09.310.*

Section 5.7. Procedure upon Vacancy

If a vacancy of BLS D Board of Directors occurs, the Thurston County Commissioners shall appoint a Qualified Voter in the Special District to serve as a BLS D Director until a person is elected to serve as a BLS D Director at the next BLS D General Election occurring sixty (60) or more days after the vacancy occurs to serve the remainder of the unexpired term. The person so elected shall take office immediately when qualified. *RCW 85.38.070(5).*

In the situation where an election for the position which became vacant would have otherwise been held at a BLS D election, only one (1) election shall be held, and the person elected to fill the succeeding term for that position shall serve both the remainder of the unexpired term and the succeeding term. *RCW 85.38.070(5).*

Section 5.8. Voting Rights of The Qualified Voter(s) of The Special District.

The owner of land located in BLS D who is a Qualified Voter of the Special District shall receive two (2) votes at any election. *RCW 85.38.105*

Section 5.8.1. Undivided Interests. If multiple, undivided interests (other than community property interests) exist in a lot or parcel, and no person owns a majority undivided interest, the owners of the undivided interest equal to at least a majority interest may designate in writing:

Section 5.8.1.1. Which owner is eligible to vote and may cast two (2) votes; or

Section 5.8.1.2. Which two (2) owners are eligible to vote and may cast one (1) vote each. *RCW 85.38.105(2).*

Section 5.8.2. Community Property. If land is owned as community property, each spouse is entitled to one (1) vote if both spouses otherwise qualify to vote, unless one (1) spouse designates in writing that the other spouse may cast both votes. *RCW 85.38.105(3).*

Section 5.8.3. Corporation, Partnership, Governmental Entity. If land is owned by a corporation, partnership or governmental entity, such corporation, partnership or governmental entity shall designate:

Section 5.8.3.1. A natural person to cast its two (2) votes; or

Section 5.8.3.2. Two (2) natural persons to each cast one (1) vote. *RCW 85.38.105(4)(a-b).*

Section 5.8.4. Two (2) Votes Maximum Cast Per Natural Person. Unless provided in RCW 85.08.025 and 86.09.377, no owner of land may cast more than two (2) votes or have more than two (2) votes cast for him or her in a BLSD election. *RCW 85.38.105(5).*

RCW 86.09.377 provides that if a qualified voter of BLSD owns more than ten (10) acres of land within BLSD, such voter is entitled to two (2) additional votes for each ten (10) acres or major fraction thereof within BLSD, up to a maximum total of forty (40) votes for any voter or twenty (20) votes per member of a marital community. *RCW 86.09.377.*

Section 5.9. Eligible Voters List

A list of presumed eligible voters shall be prepared and maintained by BLSD. The list shall include the following:

- i) the Thurston County Tax Assessor's tax number for each lot or parcel in BLSD;
- ii) the name or names of the owners of such lots and parcels and their mailing address;
- iii) the extent of the ownership interest of each person; and
- iv) if such owners/persons are natural persons, whether they are known to be registered voters in the State of Washington.

Whenever this list is prepared, BLSD shall attempt to notify each owner of the requirements necessary to establish voting authority.

Whenever a lot or parcel in BLSD is sold, BLSD must attempt to notify the purchasers of the requirements necessary to establish voting authority.

BLSD must provide a copy of this list, and any revisions, to the Thurston County Auditor by the first (1st) day of November preceding a BLSD General Election.

If BLSD fails to compile and provide the Thurston County Auditor with the list of qualified voters by the first (1st) day of November preceding a BLSD General Election, the Thurston County Auditor shall compile the list and charge BLSD for the costs required for its preparation.

Section 5.10. When Elections Are Not Required

No election shall be held to elect a Director of BLSD if no one or only one (1) person files for the position. *RCW 85.38.115.*

Section 5.10.1. If only one (1) person files for the Director position, he or she shall be considered to have been elected to the position at the election that otherwise would have taken place for the Director position.

Section 5.10.2. If no one files for the position and the upcoming election is one at which someone would have been elected to fill the expired term, then the Director position shall be

treated as vacant at the expiration of the term, and the person appointed to fill the vacancy shall be considered to have been elected to the position at the election and shall serve for the remainder of the unexpired term. *RCW 85.38.115.*

Section 5.11. Thurston County Auditor to Assist With Elections

The Thurston County Auditor shall assist BLS D with its elections. *RCW 85.38.120.*

The Thurston County Auditor shall publish notice of an election not conducted by mail in a newspaper of general circulation in the Special District, at least once, not more than ten (10) nor less than three (3) days before the election. *RCW 85.38.120(2).*

So long as BLS D has at least five hundred (500) qualified voters, the Thurston County Auditor shall publish notice of the filing period and place for filing a declaration of candidacy to become a Director of BLS D in a newspaper of general circulation. This notice shall be published at least seven (7) days prior to the closing of the filing period. If BLS D has less than five hundred (500) qualified voters, then BLS D must mail or deliver this notice to each qualified voter of BLS D at least seven (7) days prior to the closing of the filing period. *RCW 85.38.120(3).*

BLS D shall reimburse the Thurston County Auditor for any costs incurred related to such elections.

Section 5.12. When Auditor Must Conduct BLS D Elections

If BLS D has less than five hundred (500) qualified voters, then BLS D must contract with the Thurston County Auditor to conduct BLS D elections. *RCW 85.38.125(1).*

Section 5.13. When BLS D May Conduct Its Own Elections

If BLS D has at least five hundred (500) qualified voters, BLS D may contract with the Thurston County Auditor to conduct the election or may choose to conduct its own elections. If BLS D determines that it will conduct its own elections, BLS D must enter into an agreement with the Thurston County Auditor to specify the responsibilities of BLS D and the Thurston County Auditor in conducting the elections. *RCW 85.38.125(2).* If BLS D chooses to conduct its own elections, it must do so pursuant to *RCW 85.38.*

ARTICLE 6 – Officers

Section 6.1. Officers

The Board of Directors shall have three (3) Officers: a Chairman, a Vice-Chairman and a Secretary. *RCW 86.09.259.* The Secretary may be a Director or the Directors may appoint a voter of the BLS D to hold the office of Secretary, at the Board's pleasure.

Section 6.2. Election of Officers

Officers shall be elected at the Regular Meeting held in March in the year that election of a Director(s) occurs. A majority vote of the Directors shall elect a Director as an Officer. An Officer may succeed himself or herself.

Section 6.3. Term of Office

The term of each office shall be two (2) years, or until the next election of Officers is held at the Regular Meeting in March in the year of an election of a Director(s).

Section 6.4. Vacancies

Vacancies in an office shall be filled by vote at the next Regular Meeting of the Board of Directors after the vacancy occurs.

Section 6.5. Duties and Responsibilities of The Chairman

The duties and responsibilities of the Chairman of the Board of Directors shall include the following:

- i) preside at all meetings of the Board of Directors;
- ii) be the official representative of the District to organizations and other governmental bodies such as Thurston County and the state of Washington; provided, however, that the Board of Directors may, in its discretion, appoint another Director to represent the District to specific organizations or governmental bodies;
- iii) Be the spokesperson for the District to the media and in other major or important matters; and
- iv) Execute, with the Secretary of the Board of Directors, all deeds, contracts and other documents or instruments which require more than the signature of the Secretary of the Board of Directors alone.

Section 6.6. Duties and Responsibilities of The Vice-Chairman

The duties and responsibilities of the Vice-Chairman of the Board of Directors shall include the following:

- i) perform the above duties of the Chairman in the absence of the Chairman;
- ii) supervise the preparation and adoption of the annual Budget of the District;
- iii) be the official representative of the District to the Treasurer of Thurston County and oversee the Treasurer's keeping of the District's funds;
- iv) review and present to the Board of Directors for approval all financial statements, audits, special funds accounts, and other reports concerning the finances of the District; and
- v) supervise the books and records of account of the District and the preparation thereof.

Section 6.7. Duties and Responsibilities of The Secretary

The duties and responsibilities of the Secretary of the Board of Directors shall include the following:

- i) supervise the preparation of, and signature to, the Minutes of the meetings of the Board of Directors, resolutions of the Board of Directors, and all other records of the Board of Directors proceedings, official documents and instruments. *RCW 86.09.259*;
- ii) execute on behalf of the District all official District documents, including deeds and contracts;
- iii) sign all official letters and correspondence from the Board of Directors; and
- iv) perform such clerical matters as are routine to the Board of Directors, or as are delegated to the Secretary by the Board of Directors.

The Secretary shall assume duties appropriate to the office as needed and shall ensure that true and accurate records of all proceedings of the Board of Directors' meetings are kept. *RCW 86.09.259*.

Section 6.8. Removal from Office

An Officer will be removed from his or her position upon a majority vote of the Directors. Upon removal, a vote must be taken to fill any open Officer position in the same Meeting.

ARTICLE 7 – Meetings

Section 7.1. Types of Meetings

Pursuant to the Washington State Open Public Meeting Act (RCW 42.30), there are two (2) kinds of meetings – Regular Meetings and Special Meetings. All meetings will be advertised as such.

Section 7.2. Regular Meetings

The BLSO Board of Directors shall hold two (2) types of Regular Meetings – Regular Meetings and Work Sessions, both discussed in detail below.

The BLSO Board of Directors shall meet for its Regular Meeting on the third (3rd) Thursday of each month at 6:30 p.m. at the Black Lake Bible Camp located at 6521 Fairview Road SW, Olympia, Washington. Regular Meetings shall take place monthly unless noted on BLSO website.

The BLSO Board of Directors shall meet at a Work Session the first (1st) Thursday of each month at 5:30 p.m. at 1520-A Irving Street SW, Tumwater, Washington. Regular Work Sessions shall take place on a monthly basis unless noted on BLSO website.

The dates for the Regular Meeting and Work Session were approved by the Board by Resolution No. 14-01. Changes in the future to the date, time, or location of Regular Meetings or Work Sessions will be noted on BLSO website, and all Open Public Meetings Act (OPMA) procedures will be followed (see below). However, the Directors must hold a Regular Meeting at their office at least one (1) time per year, or more frequently as noted in these Bylaws. *RCW 86.09.274*.

Section 7.3. Special Meetings

Special Meetings of the Board of Directors may be called by the Chairman, or upon written request of the majority of the Directors, for the transaction of business as stated in the meeting request. Notice stating the time and place of any Special Meeting and the purpose for which it is called shall be given to each Director at least three (3) days in advance of the meeting (“Notice”). *RCW 86.09.277.*

Section 7.3.1. Notice for Special Meetings. Notice of a Special Meeting must be mailed, emailed, faxed, or delivered to each of the Directors and to each local newspaper of general circulation, radio station, and/or television station which has on file a written request to be notified of Special Meetings. Notice shall also be posted on the BLSO website.

The Notice must be delivered at least three (3) days before the Special Meeting and must specify the time and place of the meeting and the business to be transacted. A copy of the Notice and the Agenda will also be posted conspicuously outside the BLSO principal location, as well as the meeting site if the meeting is not to be held at the BLSO principal location. The Board shall not take action on any matter not included in the Notice of a Special Meeting. *RCW 86.09.277.*

Section 7.3.2. Waiver of Written Notice. If a Director either attends the meeting from the time it convenes or gives a written waiver in advance of the meeting, notice to that Director may be dispensed with. Also, in an emergency involving, or with the likelihood of, injury or damage to persons or property, the notice may be dispensed with if the time requirements make it impractical and would increase the likelihood of such injury or damage. In such case, telephone or other notice to each of the Directors and to any media outlet that has filed a request will suffice.

Section 7.4. Public Records Available for Inspection on Day of Meeting

The Bylaws and Rules and Regulations of the BLSO must be printed in a convenient form for distribution and available for inspection by any Qualified Voter of BLSO during business hours on all days which a meeting of the Board is held. *RCW 86.09.280.*

Section 7.5. Meetings Postponed

Meetings postponed because of adverse weather conditions or lack of a quorum on the day set for the meeting may be continued by the Chairman to a certain day. If a quorum cannot be present on that certain day, the Chairman may continue the meeting to another certain day until a quorum can be present.

Section 7.6. Minutes

Minutes shall include a record of motions, including members who made and seconded motions, and a summary of recommended course of actions or activities.

The Secretary shall cause to be prepared and distributed Minutes in a format in accordance with *Robert’s Rules of Order*. The Minutes shall reflect each major topic discussed but need not set forth at length the discussion by individual Board members on the topics.

After the Minutes are drafted, copies of the draft shall be sent to all BLS D Directors. A copy will be available on the BLS D website for review by members of BLS D and the public; and a copy will be available at the next meeting where approval of the Minutes will be considered.

Corrections to the draft Minutes must be submitted to the Secretary by noon on the Monday before the Board of Directors meeting. Additional corrections may be made at the Board of Directors meeting.

Section 7.7. Adjournments

Any Regular or Special Meeting may be adjourned to a definite time and place specified in the motion for adjournment. *RCW 86.09.274*. If a quorum of the Directors is not present, any Director who is present can adjourn a meeting (or an adjourned meeting) to the new time.

Section 7.8. Adjournment - Notice to Directors

Written notice of the adjournment must be given to the Directors and the media in the same manner as notices of Special Meetings. However, when a Director is present at the time a vote to adjourn is taken, it is not necessary for that Director to be given written notice. Also, by signing the Minutes containing the motion to adjourn, the Director waives notice.

Section 7.9. Adjournment - Notice on Door

In addition to the above notice to the Directors and the media, a copy of the notice of adjournment shall be conspicuously posted on or near the door of the place where the meeting was held.

Section 7.10. Executive Sessions

The Board of Directors may go into an executive session during any meeting, but the Chairman of the Board must announce the purpose of the executive session and the amount of time the Board of Directors expect the meeting to take, as set forth in *RCW 42.30.110* (see Appendix A). If the session lasts longer than the stated time, the Chairman of the Board of Directors must announce the additional time required to any member of the public in attendance.

Executive sessions can only be held in the following instances:

- i) to consider the selection of a site or the acquisition of real estate by lease or purchase when public knowledge regarding such consideration would cause a likelihood of increased price;
- ii) to consider the minimum price at which real estate will be offered for sale or lease when public knowledge regarding such consideration would cause a likelihood of decreased prices. However, final action selling or leasing public property shall be taken in a meeting open to the public;
- iii) to review negotiations on the performance of publicly bid contracts when public knowledge regarding such consideration would cause a likelihood of increased costs;

- iv) to receive and evaluate complaints or charges brought against a public officer or employee of BLS D. However, upon the request of such officer or employee, a public hearing or a meeting open to the public shall be conducted upon such complaint or charge;
- v) to evaluate the qualifications of an applicant for public employment or to review the performance of a public employee. However, subject to RCW 42.30.140(4), discussion by the Board of Directors of salaries, wages and other conditions of employment to be generally applied within the District shall occur in a meeting open to the public; but, when the Board of Directors elects to take final action on hiring, setting the salary of an individual employee or class of employees, or discharging or disciplining an employee, that action shall be taken in a meeting open to the public
- vi) to evaluate the qualifications of a candidate for appointment to elective office. However, any interview of such candidate and final action appointing a candidate to elective office shall be in a meeting open to the public;
- vii) to discuss with legal counsel representing the District matters relating to District enforcement actions, or to discuss with legal counsel representing the District litigation or potential litigation to which the District, the Board of Directors, or a member acting in an official capacity is, or is likely to become, a party, when public knowledge regarding the discussion is likely to result in an adverse legal or financial consequence to the District; and
- viii) to discuss any other matters which are authorized by RCW 42.30.110 (see Appendix A) or any other applicable statute.

Before convening an executive session, the presiding Officer of the District shall publicly announce the purpose for the executive session and the time when the executive session will be concluded. The executive session may be extended to a stated later time by announcement of the presiding Officer.

Section 7.11. Agenda and Public Comment - Board Meetings

There shall be a written Agenda for each meeting of the Board of Directors (“Agenda”). The Agenda will include a section titled “Unscheduled Public Comment.” Any member of the public having a question, comment or complaint shall be heard at that time, unless the subject is on the Agenda, in which case any public input shall be taken during or after the Agenda item. District members are encouraged, but not required, to advise the District forty-eight (48) hours in advance if they wish to have a matter placed on the Agenda, so the District can investigate and have the District’s records available to assist the Board of Directors in the review of the matter.

BLS D Directors who wish to submit an Agenda item must provide the Agenda item to the Chairman one (1) week prior to the meeting.

Standard Agenda Items include the following:

- i) Introductions;
- ii) Approval of Agenda;
- iii) Correspondence;

- iv) Unscheduled Public Comment;
- v) Director Comments;
- vi) Financial Report;
- vii) Consent Agenda
 - a. Approval of Meeting Minutes
 - b. Voucher Approval;
- viii) Unfinished Business;
- ix) New Business;
- x) Committee Reports and Reports to the Board;
- xi) Discussion Items on Agenda;
- xii) Call for Future Agenda Items;
- xiii) Final Board Comments;
- xiv) Executive Session (if needed); and
- xv) Adjournment.

The Chairman is responsible for setting the time allowed for public comments. Time limitations may be based on the number of people who wish to speak or other items on the Agenda. The Chairman should inform the public about time limitations and other guidelines.

The BLSD Directors may ask clarifying questions during the Public Comment time. Any BLSD

Director comments should occur during the Director Comments time.

Section 7.12. Quorum and Action by the Board

A quorum for transaction of matters and business requiring action by the Board shall consist of a majority of the Directors. And in any matter requiring action by the Board, there shall be a concurrence of at least a majority of the Directors. *RCW 86.09.265.* If a quorum of the Board cannot be reached due to the absence of a Board Member, it is the duty of the Chair of the Thurston County Commissioners to act on behalf of the absent Board Member. When the Chair of the Thurston County Commissioners acts on behalf of an absent BLSD Board Member, the acts of the BLSD shall be valid so far as a quorum is concerned and have the same effect as though said BLSD Director were present and acting. *RCW 86.09.292.*

Section 7.13. Open Public Meetings

The Board will follow the rules set forth in RCW 42.30 concerning the Open Public Meetings Act (see Appendix A).

Section 7.14. Parliamentary Authority

The latest revised edition of *Robert's Rules of Order* shall govern the parliamentary procedures of the meetings.

Section 7.15. Conflicts of Parliamentary Authority

If there is any conflict between *Robert's Rules of Order* and any resolution or rule adopted by the Board of Directors, the resolution or rule will govern.

ARTICLE 8 – Ad Hoc Committees

Ad Hoc Committees for the study of special problems shall be appointed by the Chairman, with the approval of the Board of Directors, to serve until the final report of the work for which they were appointed has been filed.

ARTICLE 9 – Public Records

Section 9.1. Records Available

The District will make its records available for public inspection and copying in accordance with Chapter 42.56 RCW, the Public Records Act.

Section 9.2. Indexing

The District will maintain an index of numbered resolutions adopted by the Board of Directors to the extent that the District records do not lend themselves to separate files, they shall be maintained in alphabetically indexed files. However, because of limited personnel and voluminous records, it would burden and interfere with the operation of the District to index staff and consultants' reports, correspondence, and other routine District records. The District shall, in such cases, maintain alphabetically indexed files, to the extent practical, on each different lake project, construction project, bond issue or other significant matter.

Section 9.3. Request for Public Records/Inspection

Public records shall be available for inspection and copying, and the District shall, upon request for identifiable public records, make them promptly available to any person including, if applicable, on a partial or installment basis as records that are part of a larger set of requested records are assembled or made ready for inspection or disclosure. Within five (5) business days of receiving a public records request, the District shall respond by either (a) providing the record; (b) acknowledging that the District has received the request

and providing a reasonable estimate of the time the District will require to respond to the request; or (c) denying the public records request. Additional time required to respond to a request may be based upon the need to clarify the intent of the request, to locate and assemble the information requested, to notify third persons or agencies affected by the request, or to determine whether any of the information requested is exempt and that a denial should be made as to all or part of the request. In acknowledging receipt of a public records request that is unclear, the District may ask the requestor to clarify what information the requestor is seeking. If the requestor fails to clarify the request, the District need not respond to it. Denials of requests must be accompanied by a written statement of the specific reasons therefor.

Section 9.4. Photocopying

At the time of inspection of District records, the person inspecting the same may designate those records of which he or she wishes copies made. To the extent possible, the District will make the copies at the time of inspection. If, however, the number of copies requested are more than ten (10) pages, the District shall advise the person of a reasonable time when the copies will be available.

Section 9.5. Photocopying - Charges

There is an established charge per page for photocopies of public records and documents to be picked up at the District's administrative office (see BLS Resolution 16.05). In appropriate circumstances, an additional charge shall be made for the actual postage or delivery charge and the cost of any container or envelope used to mail the public records to the requestor.

Section 9.6. Protection of Records

No person shall be allowed to remove any record from the District office for inspection. Inspection must be done in the presence or near the presence of an administrative staff member. The inspector must restore all District records to the same order and sequence in which they were prior to inspection. If, in the opinion of the District, the inspector is damaging or mutilating any record, further inspection may be denied. Excessive interference with essential functions of the District office shall not be allowed. The District retains the discretion to either allow the inspector to go through the District file personally or to have a District administrative staff member find and present to the inspector the requested record.

Section 9.7. Exemptions from Disclosure

Documents exempt from public inspection under Chapter 42.56 RCW, or other statutes which exempt or prohibit disclosure, may not be inspected or copied by the public.

Section 9.8. Denial of Requests

Denial of a request to inspect or copy a document must be accompanied by a written statement by the District of the specific reason therefor.

Section 9.9. Court Protection

Notwithstanding the foregoing, the District may, with the prior approval of the Board of Directors, apply to the Superior Court to enjoin the inspection of public records if it appears to the District that examination would clearly not be in the public interest and would substantially and irreparably damage any person or vital District function.

Section 9.10. Retention and Destruction – Schedule

BLSD Board of Directors have established a Retention and Destruction Policy and Schedule as outlined in BLSD Resolution No. 16.06.

ARTICLE 10 – Budgets and Financing

Section 10.1. Overview of BLSD Financing

The methods of measuring and imposing rates and charges and special assessments and adopting a BLSD budget shall be governed by RCW 85.38.140-85.38.170. These methods are outlined in this Article 10. It is important to be aware that RCW 85.38.140 notes that the provisions in these RCWs shall be the exclusive method by which BLSD measures and imposes special assessments and adopts its budget. *RCW 85.38.140.*

Section 10.2. Budget

BLSD shall adopt a budget and impose any special assessments annually for the succeeding calendar year. *RCW 85.38.170.*

On or before December 1st of each year, BLSD Directors shall adopt a resolution approving a budget for the succeeding year and special assessments sufficient to finance the budget. A copy of the resolution and budget must be immediately forwarded to the Thurston County Commissioners and to the Thurston County Treasurer. *RCW 85.38.170.*

BLSD shall post BLSD's annual budget for the following calendar year on its website no later than December 31st.

Section 10.3. Thurston County Treasurer as *Ex Officio* BLSD Treasurer

The Thurston County Treasurer is the *ex officio* treasurer of the BLSD. The Thurston County Treasurer shall collect all BLSD assessments and keep all BLSD funds. *RCW 86.09.313.* Under RCW 86.09.319, the Thurston County Treasurer is liable upon his or her official bond and to criminal prosecution for: malfeasance, misfeasance and nonfeasance in office relating to his or her duties.

Section 10.4. District Funds

The BLSD has a single fund managed by the Thurston County Treasurer.

Section 10.5. Requesting a Check from the Thurston County Treasurer

After approval of all bills and requests for payment by the BLSD Directors at a Regular Meeting, the Secretary shall cause to be remitted to the Thurston County Treasurer a request for payment. The Thurston County Treasurer shall then remit payment directly to the payee, and deduct the amount of payment from the BLSD Account that the Thurston County Treasurer maintains.

Section 10.6. Monthly Reports from the Thurston County Treasurer

The Thurston County Treasurer reports to the BLSD once per month, in writing. Such report documents the amount in the BLSD fund, the amount of receipts for the preceding month, and the amounts paid out of each fund. *RCW 86.09.328.*

Section 10.7. Rates and Charges

BLSD Directors may fix rates and charges payable by owners or occupiers of real estate within BLSD. When fixing the rates and charges, BLSD may consider the degree to which activities on a parcel of real property contribute to the problems that BLSD is authorized to address. *RCW 85.38.145.*

BLSD set its initial rates and charges in The Black Lake Special District Petition, and noted the same in Resolution No. 14-03. Future changes to BLSD Rates and Charges shall be established by a resolution of BLSD Directors.

BLSD limits the rates and charges increases to no more than five percent (5%) or the rate of inflation, whichever is less. Rates and charges may also be decreased by resolution of BLSD. *BLSD Petition to the Thurston Board of County Commissioners.*

ARTICLE 11 – Purchase Policy

BACKGROUND - TYPES OF PURCHASES

BLSD purchases can be divided into three categories:

Personal Services. Personal Services are services provided by a consultant regarding a specific task, project, study or other type of work. These services do not include services covered under the Agricultural and Engineering Services paragraph below. Examples of personal services include: a rate setting study, economic development study, public outreach coordination and/or meeting facilitation, among other things. There are no statutory requirements that BLSD must follow when contracting for Personal Services.

Purchased Services. A Purchased Service is a service that is provided on a routine or regular basis, which helps with the day-to-day business operations or helps BLSD to follow its standardized procedures. Examples of this might include: herbicide application to the lake or other sorts of regular application of chemicals or fertilizers, delivery service, and/or repair services, supplies, equipment among other things. There are no statutory requirements BLSD must follow when contracting for Purchased Services.

Architectural and Engineering Professional Services. These services are rendered by the following people, whether a consultant or person, but not an employee of the BLSD: Architects, Engineers,

Surveyors, Scientists. Examples of what these professionals provide to BLSD are: Aquatic plant control analysis and plans, pollution assessment and remediation plans, architectural blueprints, water system designs. BLSD is required to follow RCW 39.80 for procuring these services.

Section 11.1. Purchasing Policy

In purchasing supplies, equipment and services, it is the policy of BLSD to make every attempt to obtain (a) maximum quality at minimum cost in a timely manner and (b) ensure the public and environment are protected to the greatest extent possible. All purchasing decisions shall be documented in the BLSD Board Minutes.

BLSD Directors shall use the following guidelines when purchasing goods and services.

Section 11.2. Purchasing Goods and Services Not Affecting the Public, Shoreline or Waters of Black Lake

Goods and services valued at less than \$30,000 may be accomplished taking into account buyer experience and knowledge of the market to achieve maximum quality at minimum cost.

For purchases greater than \$30,000, an effort must be made to contact three sources for a written price quotation and to select the lowest price source.

Section 11.3. Purchasing Services Affecting the Public, Shoreline or Waters of Black Lake

Vendors providing these services must meet the following conditions:

- a.) Must be licensed in Washington State for the requested service,
- b.) Must have performed the service in Washington State in the past 4 years,
- c.) Must have at least 5 years of experience in providing the service,
- d.) Must have experience working directly with the Washington State Department of Ecology (or Department of Fish and Wildlife), within the past 4 years when the service is under the regulation of that department,
- e.) Provide commercial general liability insurance for itself and any subcontractor performing the service. The minimum amount shall be \$1 million combined single limit per occurrence for bodily injury, personal injury and property damage, and for those policies with aggregate limits, a \$2 million aggregate limit. The insurance policy should be endorsed to name the BLSD as an additional insured and include, when applicable, a provision which states the insurance covers the application of aquatic herbicides to an inland lake.
- f.) Provide automobile liability of \$1 million combined single limit per accident for bodily injury and property damage.
- g.) Provide workers' compensation meeting the statutory requirements of the state of residency.

Services valued at less than \$30,000 may be accomplished taking into account buyer experience and knowledge of the market to achieve a maximum quality at minimum cost.

Services valued greater than \$30,000, an effort must be made to secure written bids from 3 qualified vendors. The lowest cost bid should be selected provided public and environmental safety is not compromised.

For all services in this Section 11.3, the winning vendor qualifications must be validated, approved by the BLS D Board and retained in BLS D records.

Section 11.4. Procurement of Architectural and Engineering Services

BLS D uses a qualifications-based selection for all architectural and engineering services required by BLS D as provided in RCW 39.80. With qualification-based selection, BLS D may not consider price in the selection process or as a selection criteria. BLS D must select whomever BLS D believes is the most qualified firm to provide architectural and engineering services. After selecting the firm, BLS D may negotiate project scope and fees; and, in a situation where BLS D and the chosen firm cannot reach agreement on the scope of the project and fees, BLS D may negotiate with the next highest qualified firm who submitted a proposal. There is nothing in RCW 39.80 that prohibits BLS D from negotiating a reasonable and fair price for a project.

The process BLS D uses to solicit proposals from architectural and engineering firms is as follows:

Section 11.4.1. Provide Notice. BLS D will publish notice of BLS D's need for professional architectural and/or engineering services. The announcement will provide the general scope and nature of the project or work requested and the address of a representative of BLS D who is able to provide additional details regarding the project.

This notice requirement may be fulfilled by either (1) publishing an announcement for each project or (2) announcing generally to the public the projected requirements for any category or type of professional services. *RCW 39.80.030.*

Section 11.4.2. Negotiating Price and Terms. After BLS D receives proposals and/or annual statements, the BLS D Board shall look at all the proposals and determine the most qualified firm for the project. After selecting the most qualified firm, BLS D Directors may then negotiate for the services at the price that BLS D deems is fair and reasonable to BLS D. *RCW 39.80.050.* If the terms and price are unable to be negotiated and agreed upon, then BLS D must formally terminate negotiations with the firm, and BLS D may then select a second firm with whom to negotiate price and scope of project. *RCW 39.80.040; RCW 39.80.050.*

Section 11.4.3. Emergency Situations. In a situation where BLS D determines that an emergency requires immediate execution of the work involved, BLS D may choose to comply with the procedures in this section. *RCW 39.80.060.*

Section 11.4.4. Reporting Requirements. BLS D must report an architectural or engineering service contract entered into (and any modifications to the same) to the Washington State Office of Financial Management on a quarterly basis. *RCW 39.80.070.*

Section 11.5. Contracts with the United States or Washington State.

The BLSO Board of Directors has the authority to enter into a contract or any sort of obligation with the United States, any agency of the United States or with the state of Washington. All such contracts shall comply with applicable laws and pursuant to RCW 86.09.163-86.09.172.

Section 11.6. Personal Interest of Board of Directors in Contracts Prohibited

No Director or Officer of BLSO may be interested (directly or indirectly) in any contract awarded or to be awarded by the BLSO Board. If a Director violates this RCW, the ramifications are outlined in RCW 86.09.286.

ARTICLE 12 – Miscellaneous

Section 12.1. Procedure for Claims Against BLSO.

The Directors of BLSO shall appoint an agent to receive any claim for damages made under Chapter 4.96 RCW. The Directors shall ensure the identity of the agent and address where the agent may be reached during normal business hours of BLSO are of public record and recorded with the Thurston County Auditor.

All claims for damages against BLSO or any Director, employee or volunteer of BLSO must be presented to the agent within the applicable statute of limitations time period. A claim will be deemed presented when the claim form is delivered in person or received by the agent by regular, registered or certified mail.

Claims must be presented on the standard tort claim form. The standard tort claim form must be posted on BLSO website. BLSO's website shall also provide on its website instructions regarding how the form is to be presented, the name, address and business hours of the agent of BLSO. *RCW 4.96.020.*

Section 12.2. Withdrawal of Area Within City or Town.

BLSO may withdraw area from its boundaries that is located within the boundaries of a city or town, or area that includes area both within and adjacent to the boundaries of any city or town. Should BLSO wish to withdraw area from its boundaries as specified in this Section, BLSO must follow the procedures set forth in RCW 85.38.213.

Section 12.3. Revision of BLSO

The BLSO Board may amend the BLSO comprehensive plan of flood control or alter, reduce or enlarge the BLSO system^{9S0} of improvement, both within and outside of the District, and change the BLSO boundaries to include land likely to be benefited from the amendment or alteration by filing a petition (regarding the change) with the Thurston County Commission. *RCW 86.09.700.* The Thurston County Commission must follow RCW 86.09.702 with regard to the approval or denial of such petition.

Section 12.4. Transfer of Territory from One Special District to Another.

BLSD may transfer territory located in BLSD to another Special District as provided in RCW 85.38.215.

Section 12.5. Suspension of Operations.

BLSD may suspend its operations by the following process, as provided in RCW 85.38.220:

- i) the Board of BLSD shall initiate the suspension of BLSD's operations by adopting a resolution proposing such action;
- ii) filing a petition proposing the suspension of BLSD's operations with the Thurston County Commissioners. The petition must be signed by voters of BLSD who own at least Ten Percent (10%) of the acreage in BLSD or is signed by ten (10) or more voters of the Special District; or
- iii) the Thurston County Commissioners may adopt a resolution proposing the suspension of BLSD's operations.

A public hearing on the proposed action of suspending BLSD's operations shall be held by the Thurston County Commissioners. At such public hearing, the Thurston County Commissioners shall inquire into whether suspending BLSD's operations is in the public interest.

Notice of the public hearing must be published in a newspaper of general circulation in BLSD, posted in at least four (4) locations in BLSD to attract the attention of the public, and mailed to the Directors of BLSD. After the public hearing, the Thurston County Commissioners may adopt a resolution suspending the operations of BLSD if they find that such suspension will be in the public interest. The Thurston County Commissioners shall provide a copy of the resolution to the Thurston County Treasurer.

After holding a public hearing on the proposed reactivation of BLSD which has had its operations suspended, the Thurston County Commissioners may reactivate BLSD by adopting a resolution finding such action to be in the public interest. Notice of the public hearing must be posted and published as provided for above in the proposed suspension of BLSD operations. The Board of BLSD shall be appointed as in a newly created special district, as provided in RCW 85.38.

If BLSD owns drainage or flood control improvements, BLSD may not be suspended unless the Thurston County Commissioners accept responsibility for operation and maintenance of the improvements during the suspension period. *RCW 85.38.220.*

Section 12.6. Dissolution of BLSD

BLSD may be dissolved by a favorable sixty percent (60%) vote of the Qualified Voters voting at an election. Complete requirements and restrictions may be located at RCW 86.09.622-86.09.625.

Section 12.7. Amendments

These Bylaws may be amended at any Regular Meeting of the Board of Directors with a quorum present, by majority vote of the Directors.

The undersigned, being all of the Directors of the Black Lake Special District, hereby certify that the foregoing are the Bylaws of Black Lake Special District, and ordered certified and filed in the Minute Book of said Special District by a majority vote of the Board of Directors of the Black Lake Special District at a Regular Meeting held on the _____ day of _____,

DIRECTORS:

LAKE STINTZI

VERNON BONFIELD

BRIAN WILMOVSKY