

COMPTROLLER FILE #

RULES AND REGULATIONS of the PUBLIC HEALTH
HOSPITAL Preservation and Development
Authority

Filed February 4, 1983

Tim Hill, City Comptroller

By Francis Dumb

Deputy

ACTION OF THE COUNCIL

Referred	To	
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REPORT OF COMMITTEE

Honorable President:

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Committee

Chairman

RULES AND REGULATIONS

OF

PUBLIC HEALTH HOSPITAL PRESERVATION & DEVELOPMENT
AUTHORITY

ARTICLE I

COUNCIL

Section 1. Term of Office.

The initial Council shall take office at such time as a majority of the members have been appointed in accordance with Article VII of the Charter. The terms of office for all initial Council members shall be determined pursuant to Article VII, Section 1, of the Charter. Succeeding Council members shall hold office as described in Article VII, Section 1, of the Charter and may serve successive terms. Council members shall accept appointment to the Council by subscribing to an oath of office which the Council shall prescribe by resolution.

Section 2. Vacancies.

The Council shall by resolution determine the manner of filling vacancies other than those caused by the normal expiration of a regular term or removal from office under Article VII, Section 1, of the Charter. A vacancy or vacancies on the Council shall be deemed to exist in the case of the death, disability, resignation, or removal from office of any Council member as provided herein. Upon such an occurrence, the Council shall select

another person as Council member to fill the vacant term, and the name of the person shall be submitted to the City Council for confirmation.

Section 3. Removal from Office.

Any Council member who is absent for three (3) consecutive regular meetings may, by resolution duly adopted by a two-thirds vote of the whole Council, be deemed to have forfeited his or her position as Council member.

ARTICLE II

MEETINGS OF COUNCIL

Section 1. Regular Meetings.

Regular meetings of the Council shall be held once a month on _____ at _____ at _____, Washington; provided, however, that the Council may alter such regular meeting time and place by resolution.

Section 2. Special Meetings.

Special meetings of the Council may be held at any place at any time whenever called by the Chairperson or by a majority of Council members.

Section 3. Notice of Meetings.

No notice of regular meetings shall be required, except for the first regular meeting after any change in the time or place of such meeting adopted by resolution of the Council as provided above. Notice of such changed regular meeting, and notice of all special meetings, shall be given by the Secretary or by the per-

son or persons calling the meeting by personally delivering or by mailing written notice of the meeting at least three (3) days prior to such meeting. If mailed, notice shall be mailed by United States mail, postage prepaid, to the last known address of each Council member.

The call and notice of all special meetings shall specify the time and place of all special meetings and the business to be transacted. Final disposition shall not be taken by the Council on any other matters at such special meetings. At any regular meeting of the Council, any business may be transacted and the Council may exercise all of its powers.

Section 4. Quorum.

At least six (6) members of the Council must be present at any regular or special meeting to constitute a quorum. No business may be transacted without a quorum; provided, however, that a lesser number in attendance at such a meeting may adjourn any meeting. Whenever any meeting is adjourned, a copy of the order of adjournment shall be posted conspicuously immediately after the time of adjournment on or near the door of the place where the adjourned meeting was held. When an order of adjournment fails to specify the time and place at which the adjourned meeting is to be held, it shall be held at the time and place specified for regular meetings herein.

Subject to the provisions of Article VII of the Charter that relate to actions requiring Council concurrence, the act of a

majority of the members present at any meeting of the Council at which a quorum is present shall be the act of the Council. Council members present at a duly convened meeting may continue to transact business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 5. Open Meetings.

All meetings of the Council shall be held and conducted in accordance with the Open Public Meetings Act, RCW 42.30.010-42.30.920, and special meetings must be called as provided therein. The Council may hold executive sessions to consider matters enumerated in RCW 42.30.110 or other sensitive or privileged matters recognized by law, and shall enter the cause therefor in its minutes.

Section 6. Waiver of Notice.

Notice as provided in Section 3 hereof may be dispensed with (i) as to any member of the Council who at or prior to the time the meeting convenes files with the Council a written waiver of notice or who is actually present at the meeting at the time it convenes and (ii) as to meetings called to deal with an emergency involving injury or damage to persons or property or the likelihood of such injury or damage, where time requirements of such notice would make notice impractical and increase the likelihood of such injury or damage.

Section 7. Proxies Prohibited.

No Council member may vote on any Council business by proxy or by mail.

ARTICLE III

OFFICERS AND COMMITTEES

Section 1. Officers Designated.

The officers of the Authority shall be a Chairperson, Vice Chairperson, Treasurer, and Secretary, each of whom shall be elected by the Council. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Council. No person may simultaneously hold more than one office. In addition to the powers and duties specified below, the officers shall have such powers and perform such duties as the Council may prescribe.

Section 2. Election, Qualifications, and Terms of Office.

Each of the officers shall be elected by the Council from among its members. The officers shall be elected by the Council at the first regular meeting after the term of new or reappointed Council members commences each year, for a one-year term, and each officer shall hold office during said one-year term and until his or her successor is elected. The first officers of the Council shall be elected by the Council at its organizational meeting.

Section 3. Powers and Duties.

a. Chairperson. The Chairperson shall exercise the usual executive powers pertaining to the office of Chairperson. He or she shall be the chief executive officer of the Authority and shall preside at all meetings of the Council. He or she shall be the designated agent of the Authority to receive service of process. When authorized by the Council, he or she shall have the power to sign and execute all deeds, bonds, contracts, and other obligations or instruments in the name of the Public Health Hospital Preservation & Development Authority. All such instruments shall be effective, valid, and binding upon his or her signature alone without the necessity of adding thereto the signature of any other officer or officers of the Authority unless Seattle Municipal Code 3.110.101 requires otherwise or unless otherwise required by the Charter. Such authority shall include the right to endorse for transfer in blank, or otherwise, any stocks, bonds, securities, or evidences of indebtedness owned or standing in the name of the Authority.

b. Vice Chairperson. The Vice Chairperson shall act in the place of the Chairperson in the absence of the Chairperson or upon the disability or refusal of the Chairperson to act. The Vice Chairperson shall have such other duties as the Chairperson and Council shall designate.

c. Secretary. The Secretary shall be responsible for notices of all meetings of the Council, for keeping its minutes,

for custody of the Authority's seal and records, for affixing the corporate seal and signing with the Chairperson of the Council such instruments as require the seal or the Secretary's signature, and for such reports and such other duties as are incident to his or her office or are properly required of him or her by the Council.

d. Treasurer. The Treasurer shall have the care and custody of and be responsible for all funds and investments of the Authority, and shall cause regular books of account to be kept. He or she shall cause all funds and other valuable effects to be deposited in the name of the Public Health Hospital Preservation & Development Authority in such depositories as may be required by law, or, if not required, as designated by the Council. In general, he or she shall perform all of the duties incident to the office of Treasurer. The Treasurer, together with any other officer of the Authority responsible for accounts and finances, shall file a fidelity bond in an amount determined by the Council before taking office, and may hold office only so long as such bond continues in effect.

Section 4. Removal.

Provided that reasonable prior notice of the alleged reasons for dismissal is given to all Council members, a majority of the whole Council shall have the right to remove any officer from his or her office, but not, under this Section, from his or her posi-

tion on the Council, whenever in its judgment the best interests of the Authority will be served thereby.

. Section 5. Vacancies.

The Council shall fill any office that becomes vacant with a successor who shall hold office for the unexpired term and until his or her successor shall have been duly elected and qualified.

Section 6. Appointment of Committees.

The Council may, by resolution, designate one or more committees, each consisting of one or more members, to advise the Council or, on matters other than those described in Seattle Municipal Code 3.110.200 to act for and on behalf of the Council. The designation of any such committee and the delegation thereto of authority shall not operate to relieve any member of the Council of any responsibility imposed by law.

Section 7. Executive Committee.

The Executive Committee of the Authority shall consist of the Chairperson, Vice Chairperson, Treasurer, and Secretary of the Council and one member-at-large elected by the Council. The election, qualifications, and term of office of the member-at-large of the Executive Committee shall be identical to those of officers of the Council as provided herein in Sections 2, 4, and 5 of this Article.

Except as provided in those provisions of Article VII of the Charter that relate to "Council concurrence," the Executive

Committee shall have and exercise such powers of the Council as the Council shall from time to time provide by resolution.

- Section 8. Patients Advisory Committee.

Section 9. Clinical Review Committee.

ARTICLE IV

REVIEW

Section 1. Patients Advisory Committee/Clinical Review Committee.

To the extent practicable, any proposal considered by the Authority that substantially affects the Authority's patients shall be submitted to the Patients Advisory Committee, and any proposal that substantially affects the Authority's clinical services shall be submitted to the Clinical Review Committee prior to its adoption by the Council, in a time and manner that affords the respective entities a reasonable time to review and comment on the proposal prior to its adoption. Any recommendation of the Patients Advisory Committee or the Clinical Review Committee to any such proposal shall not be binding upon the Authority but shall be responsibly considered by the Council in its own deliberations on the proposal. The composition of the Patients Advisory Committee and the Clinical Review Committee shall be defined in the Rules and Regulations.

Section 2. General Review.

In addition to the review described in Section 1 above, there shall be such further and additional review of proposals and

decisions of the Council as the Council may provide by resolution.

ARTICLE V

ADMINISTRATIVE PROVISIONS

Section 1. Books and Records.

The Authority shall keep current and complete books and records of account and shall keep minutes of the proceedings of its Council and of any committees exercising the Council's authority. The minutes of all regular and special meetings, except executive sessions, shall be promptly recorded, and such records shall be open to public inspection pursuant to RCW 42.32.030.

Section 2. Corporate Seal.

The following is an impression of the Authority's corporate seal.

Section 3. Fiscal Year.

The Authority's fiscal year shall begin on January 1 and end on December 31.

Section 4. Rules of Procedure.

The rules of procedure at meetings of the Council shall be the rules contained in Robert's Rules of Order on Parliamentary

Procedure, as amended, so far as is applicable, and when they are not inconsistent with these Rules and Regulations, the Charter, or with any resolution of the Council.

Section 5. Amendment of Rules and Regulations.

Subject to the provisions of Article XI, Sections 1, 3, 4, and 5 of the Charter, these Rules and Regulations may be amended, altered, or repealed by the affirmative vote of a majority of the whole Council at any regular or special meeting of the Council.