

**WASHINGTON CENTER FOR DEAF AND HARD OF HEARING YOUTH
BOARD OF TRUSTEES
BY-LAWS**

ARTICLE I

NAME

Section 1. The official name of the agency is Washington Center for Deaf and Hard of Hearing Youth (CDHY) as provided in RCW 72.40 and it operates under the provisions of RCW 72.40.

ARTICLE II

PURPOSE AND GOALS

Section 1. The Board of Trustees of the Washington Center for Deaf and Hard of Hearing Youth (CDHY) is established by the state of Washington per RCW 72.40 and RCW 72.42 to plan, direct and oversee all aspects of CDHY's operations to ensure quality in the educational and residential programs at Washington School for the Deaf, quality in the services provided through the outreach team, and to provide students in the state of Washington with an opportunity to achieve those skills recognized as requisite to learning and future success.

In order to achieve its primary goal of providing each child with the necessary skills, commensurate with his/her ability, to become effective citizens, the board will exercise the full authority granted to it by the laws of the state. Its legal powers, duties and responsibilities are derived from the state statute and regulation. RCW 72.40 and RCW 72.42 delineate the legal powers, duties, and responsibilities of the board.

Section 2. Acting on behalf of the state of Washington, the Board of Trustees will fulfill the following functions:

- a) **Responsible Governance:** The board, with participation of stakeholders, will envision the future of the agency's educational programs and formulate goals, define outcomes and set the course for the agency. This will be done within the context of racial, ethnic, religious and sexual diversity and with a commitment to the educational excellence for all students.

- b) **Creating Conditions for Student and Staff Success:** The board will establish a structure, which creates an environment designed to ensure all students the opportunity to attain their maximum potential through a sound organizational framework. This includes employing an executive director, developing and approving policies, overseeing budgets, setting high instructional and learning

goals for staff and students and nurturing a climate conducive to continuous improvement.

- c) **Community Engagement:** The board will serve as education's key advocate on behalf of the students served. The board will work to advance the state's vision for the agency, pursue agency goals, encourage progress, energize systemic change and ensure that the students are treated as whole persons in a diverse society.
- d) **High Expectations for Student Learning:** The board will continuously articulate the belief that all students can learn, and that each student's learning can improve regardless of existing circumstances or resources. The board will act as leaders of a vision of shared learning that is supported by all departments in the agency with input from staff, parents and statewide stakeholders.
- e) **Accountability for Student Learning at the Washington School for the Deaf:** The board's accountability for student learning will include adopting a system of continuous assessment of all conditions affecting education, including assessments for measuring staff and student progress. The public will be kept informed about programs and progress. Staff and board training will be provided to ensure continuous improvement of student achievement.

ARTICLE III

MEMBERSHIP

Section 1. The board will consist of 10 members representing each of the 10 congressional districts in the state and will be appointed by the Governor and approved by the Senate. Except as otherwise provided by law, board members will hold office for terms of five years.

Section 2. Newly appointed trustees will take office at the first official meeting of the Board of Trustees after appointment has been completed by the Governor's office.

ARTICLE IV

OFFICERS

Section 1. The officers of the Board of Trustees shall be a chair and vice-chair. At the last regular meeting of the school year, the board will elect from among its members a chair and a vice chair to serve one-year terms. A chair or vice chair may be re-elected to serve up to four one-year terms in total.

Section 2. The executive director or designee will act as board secretary and perform all the duties as outlined by law. In order to provide a record of the proceedings of each meeting of the board, the executive director or designee will document and publish all proceedings.

ARTICLE V

DUTIES OF BOARD OFFICERS AND MEMBERS

Section 1. Chair: The Chair is elected from among the members and shall serve for one year and shall serve until their successor is appointed or qualified. The Chair presides at all meetings of the board and signs all papers and documents as required by law or as authorized by action of the board. The Chair conducts the meetings in the manner prescribed by the board's policies. The Chair has the full right to participate in all aspects of board action without relinquishing the chair, including the right to vote on all matters put to a vote.

It is the responsibility of the board Chair to manage the board's deliberation so that it will be clear, concise, and directed to the issue at hand; to summarize discussion and/or action before moving on to the next agenda item; and to generally manage the meeting so that the agenda is treated in an expeditious manner.

The Chair will be the official recipient of correspondence directed to the board and will provide or cause to be provided to other board members and the Executive Director, copies of the correspondence received on behalf of the board.

The Chair is authorized to consult with the Executive Director on issues such as board meeting, study session and board retreat planning prior to presentation to the full board and perform tasks to facilitate board meetings.

In dealing with the media and the public in general, the Chair or his/her designee will serve as the spokesperson of the board. The Chair is authorized to report and discuss those actions that have been taken and those decisions made by the board as a body. The Chair will avoid speculating upon actions or decisions that the board may take but has not yet taken.

Section 2. Vice Chair: The Vice Chair is elected from among the members and shall serve for one year and shall serve until their successor is appointed or qualified. The Vice Chair will preside at board meetings in the absence of the Chair and will perform all the duties of the Chair in case of his/her absence or disability.

Section 3. Board Secretary: The Executive Director or his/her designee shall serve as board secretary. The board secretary shall maintain all records of meetings and other official action of the board. The board secretary shall also be responsible for board correspondence, compiling the agenda of meetings, and distributing the minutes of the meetings and related reports. The board secretary, or his or her designee, must attend all regular and special meetings of the board, and shall keep all official minutes of all such meetings except in executive sessions.

Section 4. Duties of Individual Board Members: The authority of individual board members is limited to participating in actions taken by the board when legally in session. The board or staff will not be bound in any way by any action taken or statement made by any individual board member except when such statement or action is pursuant to specific instructions and official action taken by the board.

Each board member will review the agenda and any study materials distributed prior to the meeting and to be prepared to participate in the discussion and decision-making for each agenda item.

Each member is obligated to attend board meetings regularly. Members' physical presence at board meetings is preferred. Whenever possible, each trustee will give advance notice to the Chair or Executive Director of his/her inability to attend a board meeting. A majority of the voting members of the board in office constitutes a quorum, but a lesser number may adjourn from time to time and may compel the attendance of absent members in such manner as prescribed by its bylaws, rules or regulations.

Absence of any board member from four consecutive regular meetings of the board, unless on account of sickness or authorized by resolution of the board, shall be enough cause for the remaining members of the board to ask that member to resign or be removed from office by majority vote of the board, and the Governor shall be asked to remove any appointee based on a majority vote.

Section 5. Board Assessments: The Board shall conduct, at least annually, two assessments, (1) an assessment of the agency and (2) a self-assessment, as described below:

- a) At the conclusion of each year, the board will assess its own performance in terms of generally accepted principles of successful governing board operations and in relation to its annual goals and objectives. The board will prepare and submit by July 1st of each even-numbered year a report to the Governor and the appropriate committees of the Legislature, containing a detailed summary of the center's progress on performance objectives and the center's work, facility conditions, and revenues and costs of the center for the previous year and which contains those recommendations it deems necessary and advisable for the governor and the legislature to act on.
- b) The board self-assessment will address performance in the key functions of the Board of Trustees:
 - Board functions of responsible school/agency governance;
 - Communication of and commitment to high expectations for student learning;
 - Creating conditions agency-wide for student and staff success;
 - Holding the agency accountable for student learning; and
 - Engagement of the CDHY community in education.

The results of the self-assessment will be used in setting goals for the subsequent year.

Section 6. Relationship with and Evaluation of Executive Director:

- a) A successful operation requires a close, effective working relationship between the board and the Executive Director. The relationship must be one of trust, goodwill and candor. The board exercises powers expressly required and implied by law and makes recommendations to the governor. The Executive Director is the board's professional advisor, to whom the board delegates executive responsibility, including such powers required to manage the agency in a manner consistent with board policy and state and federal law. In order to perform their responsibilities, the board members must be familiar with the operations within the agency. The Executive Director will establish communication procedures which can enhance the board members' understanding of student programs and/or school/agency operations.
- b) The Executive Director, as an executive officer of the board (secretary), is responsible for the administration of the agency under applicable laws and policies of the agency. The board delineates the duties of the Executive Director and uses them as the basis for evaluating the Executive Director's performance. Unless specifically limited, the Executive Director may delegate to other staff the exercise of any powers and the discharge of any duties imposed by agency policy or a vote of the board. The delegation of power or duty does not relieve the Executive Director of responsibility for the actions taken under such a delegation.
- c) The Executive Director will have the opportunity for confidential conferences with the board members as needed each year, for the purpose of reviewing the Executive Director in his/her performance, provided any such meetings shall comply with the Open Public Meetings Act. The board will establish evaluative criteria and will be responsible for evaluating the performance of the Executive Director. The board will submit an evaluation of the Executive Director to the Governor by July 1st of each odd-numbered year that includes a recommendation regarding the retention of the Executive Director.

The board may recommend to the governor at any time that the Executive Director be removed for conduct deemed by the board to be detrimental to the interests of the center.

Section 7. Board of Trustees Orientation: The board will help newly appointed trustees to understand the policies and procedures of the board. To facilitate this process, new trustees will receive an orientation and be provided with access to the following materials within ninety (90) days of appointment (written materials may be provided upon request):

- 1. Open Public Meetings Act
- 2. Public Records Act

3. Board of Trustees Procedures
4. Board Policies
5. Board Minutes (previous year)
6. Agency Budget Summary
7. Monthly Financial Status Reports (most recent)
8. Organizational Chart
9. Collective Bargaining Agreements
10. Staff Handbook(s)
11. Student and Parent Handbook
12. Student Rights, Responsibilities and Conduct
13. Most Recent Accreditation Report(s)
14. Achievement Test Results and Relevant Data for Evaluating Student Learning

The board chair, or a designee, and the executive director, along with the assigned Assistant Attorney General (as necessary) will assist each new trustee in the review of these materials and will review the role and function of the various administrators employed by the agency. The orientation will include how to:

- Arrange for visits of school or administrative offices
- Request information regarding school operations
- Respond to a complaint concerning staff or program
- Handle confidential information
- Request travel reimbursement

Trustees will be encouraged to visit classrooms and attend meetings, workshops, school activities, and conferences to increase their knowledge and competencies.

ARTICLE VI

MEETINGS

Section 1. Meetings: Board meetings will be scheduled in compliance with the law, and as deemed by the board to be in the best interests of the agency. Meetings shall occur at least quarterly but may be held more frequently at such times as the board by resolution determines or the bylaws of the board prescribe. The board will function through (1) regular meetings, (2) special meetings and (3) emergency meetings.

- a) Regular meetings are held at times and places as determined by the presiding officer or by majority vote of the board. The schedule of the date, time, and place of the regular meetings shall be filed with the code reviser on or before January of each year for publication in the Washington state register. Notice of any change from such meeting schedule shall be published in the state register for distribution at least twenty days prior to the rescheduled meeting date. An agenda of business to be transacted, along with the date, time and location of the meeting, must be posted on the agency website not less than twenty-four (24) hours in advance of the published start time of the meeting.

- b) Special meetings may be called by the Chair or at the request of a majority of the board members.

A written notice of a special meeting, stating the time and place of the special meeting and the business to be transacted will be delivered to each board member. Written notice will also be delivered to each newspaper and radio or television station that has filed a written request for such notices. Written notice may be delivered personally or by mail, facsimile or electronic mail. The notice must be posted on the agency's website.

The agency must also prominently display the notice at the main entrance of the agency's headquarters/administration office, as well as at the location of the meeting if the meeting is held at a location other than the headquarters.

All required notices must be delivered or posted not less than twenty-four (24) hours prior to the meeting.

The written notice requirement will be deemed waived if a member: (1) Submits a written waiver of notice to the board secretary at or prior to the time the meeting convenes. The waiver may be given by fax, or electronic mail; or (2) Is present at the time the meeting convenes.

Final disposition will not be taken on any matter other than those items stated in the meeting notice.

- c) In the event of an emergency involving fire, flood, earthquake, possible personal injury or property damage, the board may meet immediately and take official action without prior notification.

Section 2. Public Notice: Public notice will be properly given for any special meetings; whenever a regular meeting is adjourned to another time; or, when a regular meeting is to be held at a place other than the Clarke Hall 150, WSD campus.

All meetings will be open to the public except for executive or closed sessions authorized by law. Final action resulting from executive session discussions will be taken during a meeting open to the public as required by law.

Individuals with disabilities who may need a modification to participate in a meeting should contact the Executive Director or his/her designee no later than three days before a regular meeting and as soon as possible in advance of a special meeting so that special arrangements can be made.

During the interim between meetings, the Executive Director or his/her designee, as board secretary, will be the office of the board. The agency's public records will be open for inspection in the manner provided by and subject to the limitation of the law and policy.

Section 3. Quorum: A majority of the voting members of the board in office constitutes a quorum, but a lesser number may adjourn from time to time and may compel the attendance of absent members in such manner as prescribed by its bylaws, rules, or regulations.

Section 4. Meeting Conduct and Order of Business:

- a) All board meetings will be conducted in an orderly and business-like manner using Roberts Rules of Order (Revised) as a guide, except when such rules are superseded by board bylaws or policies. The order of business will be that indicated in the agenda. Any additions or changes in the prepared agenda may be requested by the Executive Director or a board member and must be approved by majority vote of the board members present. At a special meeting final action may be taken only on that business contained in the notice of the special meeting.
- b) It is acknowledged that communication among deaf members and participants is enhanced with face to face communication. Therefore, physical attendance at board meetings will always be preferred. However, if the ability to participate is impacted due to another disability or circumstances other than a schedule conflict and convenience, it is recognized that less than optimal participation via videoconference or teleconferencing will be accepted given sufficient notice of the request. Telecommunicating by a board member for a board meeting would be acceptable not more than once per year. Any or all board members may attend a board meeting and vote via any communication platform - including videoconference or teleconference. Any such videoconference or teleconferencing, at a minimum, shall provide simultaneous aural communication between those present, provided: 1) the meeting is properly noticed with any required passwords or authorization codes; 2) the meeting is accessible to the public; 3) the meeting accommodates any member of the public who wishes to participate and 4) the communication platform is generally known and accessible to the public.
- c) The board will establish its regular order of business but may elect to change the order by a majority vote of the members present. All votes on motions and resolutions will be by a "show of hands" vote. All votes will be approved by majority of those present and voting unless otherwise required by law. No action will be taken by secret ballot at any meeting required to be open to the public.
- d) A "show of hands" vote of all the members of the board is required for the election of board officers or for the selection of candidates for Executive Director to submit to the Governor for his/her consideration, and a majority vote of all the members of the board is required for any person to be elected or selected for such positions.
- e) All communication between board members regarding board business will be done in compliance with the Open Public Meetings Act, Chapter 42.30 RCW. During board meetings, board members will refrain from communicating electronically

(e.g., by e-mail, text, social media) with their fellow board members whether present or absent.

Section 5. Meeting Agendas: The Executive Director or his/her designee shall serve as board secretary. Anyone, other than a board member or the Executive Director or his/her designee, desiring that an item be placed on the agenda of a board meeting, must first submit a written request to the board secretary no later than twelve o'clock noon (12:00 p.m.) twelve (12) business days before the next scheduled meeting of the board. The board secretary will relate the request to the Chair of the board as soon as feasible. The Chair will determine whether the item is to be placed on the agenda. The Chair or designee will notify the individual initiating the request as to whether or not the item will be placed on the agenda.

- a) **Proposed Agenda:** The board secretary will be responsible for preparing the proposed agenda for each meeting in consultation with the board Chair. Copies of the proposed agenda, minutes of the previous meeting and relevant supplementary information will be provided to each board member at least five (5) business days in advance of the meeting and will be made publicly available at least twenty-four (24) hours prior to the meeting. The proposed agenda for regular and special meetings will be posted to the agency website not less than twenty-four (24) hours prior to the start time of the meeting.

At a special meeting, final action may be taken only on that business contained in the original notice of the special meeting and agenda.

- b) **Consent Agenda:** To expedite business at a board meeting, the board may approve the use of a consent agenda, which includes those items considered to be routine in nature. If used, the consent agenda will appear on the regular agenda following the approval of minutes of the previous meeting(s).

Any item that appears on the consent agenda may be removed by request of a board member and instead be placed on the regular agenda. Removed items may be either taken up immediately after the consent agenda or placed later on the agenda at the discretion of the board. The remaining items on the consent agenda will be voted on by a single motion. The approved motion will be recorded in the minutes, including a listing of all items appearing on the consent agenda.

Section 6. Meeting Minutes: The secretary of the board keeps the minutes of all board meetings. Minutes become official after approval at the board's next regularly scheduled meeting and must be retained as a permanent record of the agency.

Minutes must be comprehensive and will show:

- The date, time and place of the meeting;
- The presiding officer;
- Members in attendance;
- Items discussed during the meeting and the results of any voting that may have occurred;

- Action to recess for executive session with a general statement of the purpose;
- Time of adjournment; and
- Signature of presiding officer and date minutes approved

When issues are discussed that may require a detailed record, the board may direct the secretary to record the discussion. Audio or video recordings will be maintained as required by state law and the agency's retention schedule.

Unofficial minutes will be provided to board members in advance of the next regularly scheduled meeting of the board and will also be available to other interested citizens. Minutes may be adopted with the consent agenda, provided that members have had an opportunity to review them before adoption.

The file of permanent minutes of all board meetings will be maintained in the office of the board secretary to be made available for inspection upon request of any interested citizen. Except as otherwise provided by law, permanent minutes will not be destroyed until approved for destruction as required by state law and the agency's retention schedule. Permanent minutes should be preserved in a manner that protects them from loss.

Section 7. Public Comment: The board recognizes the value of public comment on educational issues and the importance of involving members of the public in its meetings. In order to permit fair and orderly expression of such comment, the board will provide a period at the beginning of the meeting during which visitors may present to the board. If possible, such presentations should be scheduled in advance.

The board will also allow individuals to express an opinion prior to board action on agenda items that the board determines require or will benefit from public comment. Written and in-person comment will be accepted by the board before the adoption or amendment of policies not expressly or by implication authorized by state or federal law, but which will promote the education and services for children served by the agency or will promote the effective, efficient or safe management and operation of the agency. Individuals wishing to be heard by the board will first be recognized by the Chair.

Individuals, after identifying themselves, will proceed to make comments within the time limits established by the Chair. Any representative of a firm eligible to bid on materials or services solicited by the board will also be entitled to express an opinion. The Chair maintains the right to regulate the subject matter of that which may be presented or discussed at the open meeting including, but not limited to, matters which are the subject of current or pending grievances, adjudicative or disciplinary proceedings; and statements that are too lengthy, personally directed, abusive, obscene, or irrelevant, to the extent permitted by the Open Public Meetings Act, Chapter 42.30 RCW.

Section 8. Annual Organization Meeting: At the last regular meeting of the school year, the board will elect from among its members a chair and a vice chair to serve one-year terms. A newly appointed board member will not be eligible to serve as an officer

within the first year of such appointment. A chair or vice chair may be re-elected to serve up to four one-year terms in total.

If a board member is unable to continue to serve as an officer, a replacement will be elected immediately. In the absence of both the chair and the vice chair, the board will elect a president pro tempore who will perform the functions of the chair/vice chair during the chair/vice chair's absence.

The executive director or designee will act as board secretary and perform all the duties as outlined by law. In order to provide a record of the proceedings of each meeting of the board, the executive director or designee will document and publish all proceedings.

The newly elected chair and vice chair will assume their duties July 1st.

Section 9. Executive Sessions: Before convening in executive session, the Chair will publicly announce the general purpose for excluding the public from the meeting place and time when the executive session will be concluded. The executive session may be extended to a stated later time by announcement of the Chair.

An executive session may be conducted for one or more of the following purposes:

- a) To receive and evaluate complaints or charges brought against a director or staff member; however, upon the request of such director or staff member, a public hearing or a meeting open to the public will be conducted on such complaint or charge;
- b) To evaluate the qualifications of an applicant for public employment or to review the performance of a staff member; however, discussion of salaries, wages, and other conditions of employment to be generally applied within the agency will occur in a meeting open to the public, and when the board elects to take the final action of hiring, setting the salary of an individual staff member or class of staff members, or discharging or disciplining an employee, that action will be taken in a meeting open to the public;
- c) To discuss with legal counsel representing the agency matters relating to the agency enforcement actions, or litigation or potential litigation to which the agency, the board, 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 agency;
- d) Potential litigation means matters protected by attorney-client privilege related to litigation that has been specifically threatened; litigation that the agency reasonably believes may be commenced; or the litigation or legal risks of a proposed action or current practice of the agency, if public discussion is likely to result in an adverse or financial consequence to the agency;

- e) To consider the election 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;
- f) To consider the minimum price at which real estate will be offered for sale or lease when public knowledge regarding such consideration would cause likelihood of decreased price. However, final action selling or leasing public property shall be taken in a meeting open to the public;
- g) To review negotiations on the performance of publicly bid contracts when public knowledge regarding such consideration would cause a likelihood of increased costs; or
- h) Any other purpose permitted under the Open Public Meetings Act.

Section 10. Closed Sessions/Private Meetings: The Open Public Meetings Act does not apply to certain board activities and public notice is not required prior to holding a closed session for any of the following purposes;

- a) Consideration of a quasi-judicial matter between named parties, as distinguished from a matter having a general effect on the public or a class or group.
- b) Matters governed by Chapter 34.05 RCW, the Administrative Procedure Act.
- c) Collective bargaining sessions with employee organizations or professional negotiations with an employee, including contract negotiations, grievance meetings, and discussions relating to the interpretation or application of a labor agreement, or that portion of a meeting in which the board is planning or adopting the strategy or position to be taken during the course of collective bargaining, professional negotiations, or grievance or mediation proceedings, or reviewing the proposals made in the negotiations or proceedings while in progress.
- d) Any other purpose permitted under the Open Public Meetings Act.

ARTICLE VII

COMMITTEES

Section 1. Committees of the board may be created by a majority of the board. The purpose and terms of committees will be determined by a majority vote of the board. No more than four board members will serve on any appointed committee. Said committees to serve for such period of time as designated by the chair or board.

Section 2. The chair, subject to the approval of the board, shall appoint board members to serve on such committees. Vacancies occurring in any committee shall be filled by appointment by the chair with the approval of the board.

ARTICLE VIII

BOARD MEMBER EXPENSES

The actual expenses of board members while traveling to and from and attending board and committee meetings will be paid. Board members will use discretion in accruing actual expenses for which they will seek reimbursement. The expenses of board members who attend conferences or meetings as representatives of the agency may be paid. Such expenses for conferences may be paid in advance. A board member may be reimbursed for gratuities not exceeding customary percentages for the cost of meals as well as reasonable amounts for services such as baggage handling when the costs are incurred while the individual is engaged in agency business or other approved travel.

ARTICLE IX

INSURANCE

The agency shall maintain sufficient insurance to protect the board and its individual members against liability from actions of the board or its individual members while each is acting on behalf of the agency and within his/her authority as a board member.

An individual board member may participate at his/her own cost in any of the personal liability, life, health, health care accident disability, salary protection or other form of insurance made available to agency staff if plan sponsors permit such participation.

ARTICLE X

POLICIES

Section 1. Policy Adoption and Administrative Procedures: Proposed new policies and proposed changes in existing policies shall be provided in writing to the Board for reading and discussion. Unless it is deemed by the Board that immediate action would be in the best interests of CDHY, the final vote for adoption shall take place not earlier than the next succeeding regular or special Board meeting. Any written statement by any person relative to a proposed policy or amendment shall be directed to the Board Secretary prior to the second reading. The Board may invite statements from staff members or patrons as an order of business.

The Executive Director shall develop such administrative procedures as are necessary to ensure consistent implementation of policies adopted by the Board. When a written procedure is developed, the Executive Director shall submit it to the Board as an information item. Such procedures need not be approved by the Board, though it may revise them when it appears that they are not consistent with the Board's intentions as expressed in its policies. Procedures need not be reviewed by the Board prior to their issuance. The Executive Director may request prior Board consultation.

Section 2. Suspension of a Policy: A policy of the board will be subject to suspension by a majority vote of the members present, provided all board members have received notice of the meeting and the notice included a proposal to suspend the policy and an explanation of the purpose.

Section 3. Administration in the Absence of a Policy or Procedure: The Executive Director, Superintendent or their designees will be authorized to use their best judgement in the absence of a specific policy or procedure, provided that such action will not be in conflict with the general aims and objectives of the agency or with any local, state or national ordinances, statutes, regulations or directives.

Whenever a staff member that creates a potential for controversy or a potential for the incurring of agency financial obligation, or where the situation is likely to recur frequently has taken action in the absence of specific policy, then such action will be brought to the attention of the board at its next regular meeting. In situations where a reasonable person could determine that the above actions taken by a staff member should be brought to the immediate attention of the board, the Executive Director will be notified and he/she will immediately consult with the board chair as to the advisability of calling a special board meeting to review the staff members' action.

ARTICLE XI

CONFLICT OF INTEREST

In addition to other applicable provisions of law pertaining to conflicts of interest of public officials, no board member, appointive or otherwise, may participate in any decision on any board contract in which the board member has any interested, direct or indirect, with any firm, partnership, corporation, or association which would be the recipient of any aid under Chapter 43.160 RCW. In any instance where the participation occurs, the board shall void the transaction, and the involved member shall be subject to whatever further sanctions may be provided by law. The board shall frame and adopt a code of ethics for its members, which shall be designed to protect the state and its citizens from any unethical conduct by the board.

ARTICLE XII

AMENDMENT OF BYLAWS

These bylaws can be amended at any regular meeting of the Board of Trustees by a majority vote of the full board, provided the amendment has been submitted in writing at the previous regular board meeting.

Adopted July 26, 2019