

**AMENDED BYLAWS
OF
CULTURE, ARTS AND HERITAGE COMMISSION
OF VANCOUVER, WASHINGTON**

ARTICLE I

Purpose

The purpose of the Culture, Arts and Heritage Commission of Vancouver, Washington is to undertake, assist with and otherwise facilitate the development and promotion of a thriving cultural, arts and heritage environment in the City of Vancouver through programs, ownership of physical assets including buildings and public art and through community partnerships.

ARTICLE II

Commission

Section 2.01 Commission Composition. The Culture, Arts and Heritage Commission shall be composed of nine (9) members. Members shall be leaders in cultural, heritage, arts or business community with experience relevant to the purpose of the Commission. One seat on the Commission shall be reserved for the City of Vancouver's representative on the Clark County Arts Commission. In the event that either that individual is unwilling to serve or the Clark County Arts Commission is dissolved, the position will be filled through the process outlined in Section 2.02.

Section 2.02 Appointment of Commission Members. Members of the Commission are appointed by the Vancouver City Council. In the event of a vacancy, the City will solicit interest in the position through its standardized Boards and Commission process. An ad hoc subcommittee of the Commission will then review applications and may choose to interview applicants. The full Commission shall recommend new Commission members to the City Council for appointment.

Section 2.03 Vacancies. A vacancy on the Commission shall exist in the case of death of a member, upon receipt of a letter of resignation by a member, or upon removal of any member as provided in these Bylaws. Vacancies on the Commission shall be filled by appointment in the same manner in which members of the Commission are regularly appointed. Any person selected to fill a vacancy on the Commission shall serve the balance of the term of the member being replaced.

Section 2.04 Attendance at Meetings. If any Commission member has an unexcused absence for more than three consecutive regular or special meetings of the Commission, such

Commissioner may be recommended for removal from the Commission by the City Council. Commission members may not appoint representatives or designees to attend meetings on their behalf.

Section 2.05 Term of Office. Commission members shall serve three (3) year terms and may serve a maximum of two consecutive terms. Upon expiration of a member's term, they shall continue to serve until their successor is appointed and assumes their Commission position.

Section 2.06 Removal of Commission Members. If it is determined that any or all of the Commission members should be removed with or without cause, the City Council may by resolution remove any or all Commission members.

ARTICLE III

Officers

Section 3.01 Officers Designated. The officers of the Commission shall be President, Vice-President, Secretary/Treasurer and Executive Director. Such other offices as may be deemed necessary may be created by resolution of the Commission. 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 Commission may prescribe.

Section 3.02 Election of Officers. The President, Vice-President and Secretary/Treasurer shall be elected by the Commission at the first regular meeting of each year, for a one-year term. No officer may serve more than two consecutive one-year terms. Each elected officer shall hold office until his or her successor is elected. The first elected officers of the Commission shall be elected by the Commission at its organizational meeting or as soon as practicable following the Commissions creation.

Section 3.03 Powers and Duties.

a. President. The President shall be the chief executive officer of the Culture, Arts and Heritage Commission and shall have general supervision over the business of the Commission, subject to the control of the full Commission. The President shall preside at all meetings of the Commission. The President may sign and execute, in the name of the Commission, contracts, deeds, leases, grants and other instruments duly authorized by the Commission and generally shall perform all duties that may from time to time be assigned to such office by the Commission.

b. Vice-President. The Vice-President shall perform all duties of the President at the request of the President or in case of the absence, disability or other inability to perform of the President, and, when so acting, shall have all the powers of and be subject to all restrictions upon, the President.

c. Secretary/Treasurer. The Secretary/Treasurer shall:

1. Certify and keep at the office of the Commission the original or copy of the Bylaws, as they may be amended;
2. See that all notices of Commission meetings are duly given in accordance with the provisions of these Bylaws or as required by law;
3. Record the proceedings of each meeting of the Commission;
4. Be the custodian of the records and seal of the Commission;
5. Keep at the office of the Commission and/or on-line, minutes of all meetings of the Commission whether regular or special.
6. Present a report on the financial operations of the Commission at each regularly scheduled meeting.

Section 3.04 Executive Director. The Executive Director shall be the chief administrative officer of the Commission, responsible for the day-to-day operations of the Commission and for carrying out the policies and directives. The Executive Director shall make recommendations to the Commissions on practices, policies and programs. The Executive Director shall have such powers and perform such duties as may be prescribed from time to time by the Commission. The Executive Director may be an at-will employee of the Commission in which case they may be removed with or without cause by the Commission or they may be a City of Vancouver employee assigned by the City Manager to serve as the Executive Director for the Commission.

Section 3.05 Vacancies in Officer Positions. The Commission shall fill any elected office which becomes vacant with a successor who shall hold office for the unexpired term and until his or her successor shall have been duly elected.

Section 3.06 Removal of Officers. Upon reasonable prior notice to all members of the alleged reasons for dismissal, the Commission by an affirmative vote of the majority of the whole Commission may remove any elected officer from his or her office when it is judged to be in the best interests of the Commission.

ARTICLE IV **Committees**

Section 4.01 Executive Committee. The Executive Committee of the Commission, if established, shall consist of the Executive Director and Elected Officers. The Executive Committee shall exercise the authority of the Commission in management between meetings of the Commission.

Section 4.02 Public Art Committee. The Commission shall appoint a Public Art Committee as a standing subcommittee of the Commission. The Public Art Committee shall be a minimum of five members and shall include one Commission member who shall serve as chair and at minimum, one professional artist. The Committee shall review and make recommendations to the Commission on proposed donations, acquisitions, relocations or deaccession of City or Commission owned public art.

Section 4.03 Advisory Committees. The Commission may such establish advisory committees as it deems necessary to report on possible projects or activities and shall fill such committees by appointment of qualified persons.

ARTICLE V **Meetings of the Commission**

Section 5.01 Regular Commission Meetings. The Commission shall meet as necessary but not less than four (4) times per year; provide however that the Commission may alter such regular times and place by resolution. The location and time and date of the meetings will be determined by the Commission.

Section 5.02 Notice of Special Commission Meetings. Notice of all special meetings of the Commission shall be given by the Executive Director or by the person or persons calling the special meeting by delivering via mail and/or e-mail, written notice at least seven days prior to the time of the meeting to each Commission member. In addition, the Commission shall provide notice of special meetings to any individual specifically requesting it in writing and as required by Ch. 42.30 RCW. If the President deems that an emergency exists, the President may shorten the notice of a special meeting to not less than twenty-four hours with written notice provided to all Commission members via e-mail. The time and place of the special meeting and the business to be transacted must be specified in the notice. Final dispositions shall not be taken by the Commission on any other matter at special meetings.

Section 5.03 Quorum. Pursuant to Section 6.02 of the Commission Charter, a quorum means at least six (6) members. At least six (6) Commission members must be present at any

regular or special meeting to comprise a quorum. Meetings without a quorum will be recessed to the earliest possible date.

Section 5.04 Hybrid Meetings. Members of the Commission may participate in regular or special meetings in a hybrid format by telephone or through an online meeting platform that permits all persons participating in the meeting, including without limitation, members of the public attending the meeting, to hear each other.

Section 5.05 Open Public Meetings. Notice of Commission meetings shall be given in a manner consistent with the Open Public Meetings Act, Chapter 42.30 RCW. At the meetings, any attendee shall have a reasonable opportunity to address the Commission either orally or in writing.

Section 5.06 Parliamentary Authority. The rules of *Robert's Rules of Order* (revised) shall govern the Commission in all cases to which they are applicable, where they are not inconsistent with the Charter or with the special rules of order the Commission may set forth in the Bylaws.

Section 5.07 Minutes. Summary minutes will be taken at all regular and special meetings of the Commission. Copies of the minutes shall be posted on the City and/or Commission's website and be made available to any person or organization that requests them. Minutes will not taken in closed executive sessions.

Section 5.08 Notice to the City Council. Notice of all meetings and minutes of all meetings of the Commission shall be given to the Clerk of the Vancouver City Council. Posting the meeting and minutes to the City website will qualify as the required notice. The Commission shall present an annual report to the City Council either in writing or during a City Council workshop or other appropriate forum.

ARTICLE VII **Amendments to Bylaws**

Section 6.01 Proposals to Amend the Bylaws. Any Commission member may introduce a proposed amendment to the Bylaws at any regular or special meeting for which ten (10) days' advanced notice has been given to members of the Commission.

Section 6.02 Vote Required for Amendments to Bylaws. Resolutions of the Commission approving proposed amendments to the Bylaws require an affirmative vote of a majority of the Commission members voting on the issue.

ARTICLE VII
Administrative Provisions

Section 7.01 Books and Records. The Commission shall keep current and complete books and records of accounts and shall keep minutes of the proceedings of its meetings.

Section 7.02 Fiscal Year. The Fiscal Year of the Commission shall commence January 1 and end December 31 of each year, except the first fiscal year which shall run from September 1, 2019 to December 31, 2019.

Section 7.03 Principal Office. The principal office of the Commission shall be City Hall, 415 W. 6th Street, Vancouver, Washington, 98660. The Commission may establish by resolution a different location as its principal office.

ARTICLE VIII
Approval of Bylaws

These Bylaws were initially approved by the chartering authority, the Vancouver City Council and were effective as of July 1, 2019.

These Bylaws were amended by the Culture Arts & Heritage Commission at a regular open public Commission meeting on February 8, 2024 and are effective as of that date.