



**Interlocal Agreement Between the City of Port Angeles
and Clallam County
for the Governance of
William Shore Memorial Pool District**

This Agreement is made and entered into between the City of Port Angeles (hereinafter referred to as "City") and Clallam County (hereinafter referred to as "County"). The purpose of this interlocal agreement is to provide a structure for governing the William Shore Memorial Pool District passed by the voters within the boundaries of the Port Angeles School District on May 19, 2009, and to be certified June 3, 2009.

Pursuant to RCW 35.61.050, the City and County agree as follows:

1. WSMPD. The William Shore Memorial Pool District, hereinafter WSMPD, is a Metropolitan Park District organized pursuant to Chapter 35.61 RCW.
2. Limit on Liability. All liabilities incurred by the WSMPD shall be satisfied exclusively from the assets, credit, and properties of the WSMPD. No creditor or other person shall have any right of action against or recourse to the City of Port Angeles, Washington (the "City") or Clallam County (the "County") or their respective assets, credit, or services, on account of any debts, obligations, liabilities or acts or omissions of the WSMPD.
3. Purpose. The purpose of the WSMPD is to own, operate, and maintain the William Shore Memorial Swimming Pool.
4. Board Composition. Management of all WSMPD affairs shall reside in the Board. The Board shall be composed of five members who shall be appointed in accordance with the following process:
 - (a) The City Council of Port Angeles annually shall appoint two members of the WSMPD Board. These two appointees shall be members of the Port Angeles City Council.

- (b) The Clallam County Board of Commissioners annually shall appoint two members of the WSMPD Board. These two appointees shall be members of the Clallam County Board of Commissioners.
- (c) The four Board members selected in accordance with paragraphs (a) and (b) above shall select, and by nomination and motion, the fifth Board member. That person shall be an elector and resident of the Port Angeles School District. The person may be, but is not required to be, a member of the City Council of Port Angeles or the Clallam County Board of Commissioners.

5. Terms of Office.

- (a) The terms of office of the first appointed Board members shall commence on the effective date of their appointments and shall continue through December 31, 2009, or until their successors are appointed, whichever occurs latter.
- (b) Beginning in 2010, and each year thereafter, the City Council of Port Angeles and Clallam County Board of Commissioners, as early in each calendar year as feasible, shall appoint members to the WSMPD Board in accordance with Section 4 above. The members shall serve a one-year term, from January 1 to December 31, or until their successors are appointed, whichever occurs latter.
- (c) Removal of Board Members. The City Council may by resolution remove any or all Board members appointed by it and shall proceed as soon as practicable to select and appoint an appropriate replacement(s). The County Board of Commissioners may by resolution remove any or all Board members appointed by it and shall proceed as soon as practicable to select and appoint an appropriate replacement(s). Any member appointed by the other Board members may be replaced only by a resolution adopted by the Board. In such event, the remaining Board members shall proceed as soon as practicable to select and appoint an appropriate replacement. The term of any Board member removed pursuant to this section shall expire when the member receives a copy of the resolution advising him or her that he or she has been removed pursuant to this section.

6. Quorum. A majority of the whole Board shall constitute a quorum for purposes of conducting the affairs of the WSMPD.

- (a) Except as provided in paragraph (b) below, as to matters requiring Board approval, such approval shall be obtained at any regular or special Board meeting by an affirmative vote of not less than a majority of the whole Board.
- (b) Actions Requiring Super Majority Approval of Board. Board approval as to the following matters must be obtained at any regular or special Board meeting by an affirmative vote of at least four of the Board members:

- (i) Adoption or amendment of by-laws;
- (ii) Levy of any tax; and
- (iii) Employment or termination of the Swimming Pool Director.

7. Officers of WSMPD. Tenure of Officers. The Board members shall annually elect from among themselves the following WSMPD officers: The Chair, the Vice Chair, and other officers as the Board deems appropriate. The WSMPD Board may adopt by-laws providing for additional officers; governing the corporate offices and tenure of officers; the number of positions, powers and duties, and term of each corporate office; the manner of appointment, selection, or election of office holders and the appointing, selection, or electing WSMPD; performance of duties of the office upon illness, death, incapacity, or absence of the corporate officer; the filling of vacancies; and any qualification for the office and conditions upon exercising its powers.

8. Swimming Pool Director. The Board shall appoint and employ a Swimming Pool Director who shall be responsible for the administration of the affairs of the WSMPD.

(a) The Swimming Pool Director is authorized to:

- (i) Supervise, direct, and control of the business and affairs of the WSMPD in accordance with policies adopted by the Board;
- (ii) Supervise and be responsible for the effective management of the affairs of the WSMPD in accordance with policies adopted by the Board;
- (iii) To the extent authorized in the budget approved by the Board, employ such other personnel as the Director determines to be needed from time to time to carry out the purpose of the WSMPD; and
- (iv) Perform such other duties as delegated or assigned by the Board.

(b) The Swimming Pool Director shall:

- (i) Assure that all agreements and programs of the WSMPD are faithfully executed;
- (ii) Recommend for adoption by the Board such actions as s/he may deem necessary or expedient;

- (iii) Prepare and submit to the Board such reports as may be required by that body or as s/he may deem it advisable to submit;
- (iv) Keep the Board fully advised of the financial condition of the WSMPD and its future needs;
- (v) Prepare and submit to the Board a proposed budget for the fiscal year, and to be responsible for its administration upon adoption;
- (vi) Perform such other duties as the Board directs.

9. Creation of Citizens Advisory Committee. The Board shall, as soon as feasible, establish a permanent Citizens Advisory Committee. The purpose of the Committee is to provide comment and advice to the Board on all matters and issues relating to the policies of the Board and to the operation and maintenance of the swimming pool. The Board shall consider, but is not bound by, comment and advice given to the Board by the Committee. The Board shall determine the composition of the Committee and the terms of office of its members, consistent with the purpose of the Committee.

10. Meetings

- (a) The Board shall establish and publish a schedule of regular meetings.
- (b) The Board shall meet as necessary but not less than once each month.
- (c) Special meetings of the Board may be called as provided in the Bylaws.
- (d) Board meetings shall be held either at City Hall or the County Courthouse and shall be open to the public.

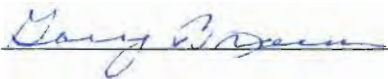
11. Parliamentary Procedure. The rules of *Robert's Rules of Order* (Newly Revised, 10th edition) shall govern the WSMPD in all cases to which they are applicable.

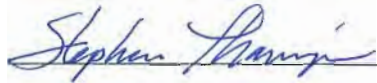
12. Bylaws. Within 60 days of the initial seating of the initial Board of Directors of the WSMPD, the Board shall adopt initial Bylaws for the organization. The initial Bylaws may be amended by the Board to provide additional or different rules governing the WSMPD and its activities as are not inconsistent with this statutes and this Agreement.

13. Entire Agreement. No other understanding, oral or written, regarding the subject matter of this Agreement shall be deemed to exist or to bind any of the parties hereto.

City of Port Angeles


Board of Clallam County Commissioners

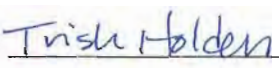
By: 
Gary Braun, Mayor

By: 
Stephen P. Tharinger, Vice Chair

Attest:

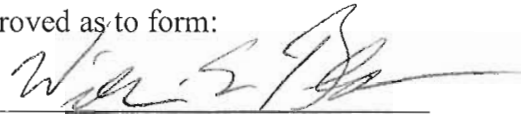
Attest

By: 
Becky J. Upton, City Clerk, MMC

By: 
Trish Holden, Clerk of the Board, CMC

Approved as to form:

Approved as to form:

By: 
William E. Bloor, City Attorney

By: _____
Mark Nichols,
Chief Deputy Prosecuting Attorney

Dated this 2nd day of June, 2009.