

Updated
2/21/18
DU-2
Council not remove ED
Budget to Exec first
Transfers continue if no action

S1.1

[mb/wsh]

Sponsor: Upthegrove

Proposed No.: 2018-0086

1 **STRIKING AMENDMENT TO PROPOSED ORDINANCE 2018-0086, VERSION**

2 **1**

3 On page 2, beginning on line 22, strike everything through page 21, line 440, and insert:

4 "STATEMENT OF FACTS:

5 1. The King County council established the cultural development
6 authority of King County in 2002 by adopting Ordinance 14482 in order to
7 continue support for cultural resources, including arts, heritage, historic
8 preservation and public art.

9 2. The purpose of supporting cultural resources, according to Ordinance
10 14482, is to create a vibrant cultural community that enhances King
11 County's livability and reputation as a national and international cultural
12 center.

13 3. The cultural development authority of King County, known as
14 4Culture, makes the region vibrant by administering and supports
15 programs for King County's arts, heritage, preservation and public art.

16 4. 4Culture's work includes: funding individual artists, artist groups and
17 arts organizations that provide access to art experiences for all King
18 County residents and visitors; helping communities recognize, preserve

19 and explore our shared heritage; supporting the preservation of historic
20 places that give King County its character; and commissioning and
21 collecting for the King County Public Art Collection, bringing artists'
22 thinking to the shared spaces and offering consulting to the region.

23 5. 4Culture provides annual arts and heritage grants to over four hundred
24 individuals and organizations in King County, putting public resources to
25 use all over King County.

26 6. The 4Culture board, executive director, staff and advisory committees
27 have demonstrated a commitment to addressing racial, geographic and
28 income-related funding inequities and creating an environment in which
29 all King County residents participate actively in cultural opportunities.

30 7. In May 2011, the Washington state Legislature passed ESSB 5834,
31 which guaranteed that lodging taxes would fund King County cultural
32 programs for the long-term by allocating 37.5 percent of lodging taxes
33 beginning in 2021 for arts and culture.

34 8. The King County council has determined that public funding for
35 cultural programs necessitates greater oversight and accountability to the
36 public. To increase oversight and accountability, the council wishes to
37 have the opportunity to annually review and accept the cultural
38 development authority's budget while maintaining the authority's existing
39 ability to implement grant awards, projects and programs independently.

40 BE IT ORDAINED BY THE COUNCIL OF KING COUNTY:

41 SECTION 1. Ordinance 14482, Section 34, and K.C.C. 2.46.180 are hereby

42 amended to read as follows:

43 The cultural development authority shall establish a public art advisory committee
44 to advise the authority's board regarding policies and public art, as set forth in K.C.C.

45 2.46.160. Committee members shall ~~((be conversant with))~~; have a demonstrated
46 commitment to and knowledge of public art((;)); be active and experienced with
47 community and civic issues and concerns((;)); and be sought from a range of
48 professionals including artists, architects, landscape architects, arts administrators, urban
49 planners and designers((;)) and community arts activists ~~((as well as business~~
50 ~~professionals and others))~~. The appointment process and terms of service shall be
51 established by the cultural development authority as set forth in the authority's charter.

52 SECTION 2. Ordinance 14482, Section 38, and K.C.C. 2.48.065 are hereby
53 amended to read as follows:

54 The cultural development authority shall establish an arts advisory committee to
55 advise the authority's board regarding policies and cultural programs. Committee
56 members shall ~~((be conversant with))~~; have a demonstrated commitment to and
57 knowledge of arts practices and programs; be experienced with community and civic
58 issues and concerns((;)); and be sought from a range of professionals including individual
59 artists, arts administrators, educators and community arts activists ~~((as well as business~~
60 ~~professionals and others))~~. The appointment process and terms of service shall be
61 established by the cultural development authority as set forth in its charter.

62 SECTION 3. Ordinance 14482, Section 39, and K.C.C. 2.48.075 are hereby
63 amended to read as follows:

64 The cultural development authority shall establish a heritage advisory committee

65 to advise the authority's board regarding policies and cultural programs. Committee
66 members shall ~~((be conversant with))~~: have a demonstrated commitment to and
67 knowledge of heritage practices and programs; be experienced with community and civic
68 issues and concerns; and be sought from a range of professionals including educators,
69 heritage specialists, historians and community heritage activists ~~((as well as business~~
70 ~~professionals and others))~~. The appointment process and terms of service shall be
71 established by the cultural development authority as set forth in its charter.

72 SECTION 4. Ordinance 14482, Section 40, and K.C.C. 2.48.085 are hereby
73 amended to read as follows:

74 The cultural development authority shall establish a historic preservation advisory
75 committee to advise the authority's board regarding policies and cultural programs.
76 Committee members shall ~~((be conversant with))~~: have a demonstrated commitment to
77 and knowledge of historic preservation practices and programs; be experienced with
78 community and civic issues and concerns; and be sought from a range of professionals
79 including educators, historic preservationists, historians and community heritage activists
80 ~~((as well as business professionals and others))~~. The appointment process and terms of
81 service shall be established by the cultural development authority as set forth in its
82 charter.

83 SECTION 5. Ordinance 14482, Section 5, as amended, and K.C.C. 2.49.020 are
84 hereby amended to read as follows:

85 Words in this chapter have their ordinary and usual meanings except those
86 defined in this section, which have, in addition, the following meanings. If there is
87 conflict, the specific definitions in this section shall presumptively, but not conclusively,

88 prevail.

89 A. "Board of directors" or "board" means the governing body vested with the
90 management of the affairs of the cultural development authority.

91 B. "Director" means a member of the board of the cultural development
92 authority.

93 C. "Bylaws" means the rules adopted by the county for the regulation or
94 management of the affairs of the cultural development authority and includes all
95 amendments adopted by the board or the county council.

96 D. "Charter" means the articles of organization of the cultural development
97 authority adopted by the county and all amendments thereto.

98 E. "Cultural bonds" means bonds issued by the county before December 31,
99 2002, backed by hotel-motel tax revenues to support the construction of cultural facilities.

100 F. "Cultural development authority" or "authority" means the public authority
101 created under this chapter and doing business as 4Culture.

102 G. "Cultural resources" means community and regional programs and projects
103 relating to:

- 104 1. Performing, visual, literary and other arts;
- 105 2. Public and civic art;
- 106 3. Heritage;
- 107 4. Museum and archival collections;
- 108 5. Historic preservation;
- 109 6. Cultural education; and
- 110 7. Cultural organizations, institutions and attractions.

111 H. "Executive director" means the chief executive officer of the authority.

112 I. "Heritage" means King County's history, ethnic history, indigenous and
113 traditional culture, folklore and historic and archaeological resources and those projects
114 and programs initiated by the authority to preserve King County's heritage and to support
115 community and regional heritage organizations and public agencies in those efforts.

116 ~~((F))~~ J. "Historic preservation" means the preservation or conservation of the
117 county's historic and archaeological resources and those programs and projects initiated
118 by the authority to foster such preservation or conservation through nonregulatory
119 activities such as interpretation, community education and outreach, cultural tourism and
120 rehabilitation of historic resources.

121 ~~((F))~~ K. "Hotel-motel tax revenues" means funds designated for cultural purposes
122 as described in RCW 67.28.180 and deposited into the arts and cultural development fund
123 and used for the purposes described in K.C.C. chapters 2.48 and 4.42.

124 ~~((K))~~ L. "Resolution" means the form of action taken by the board ~~((of the~~
125 ~~cultural development authority))~~.

126 SECTION 6. Ordinance 14482, Section 7, as amended, and K.C.C. 2.49.060 are
127 hereby amended to read as follows:

128 The charter of the cultural development authority, as set forth in Attachment A to
129 ~~((Ordinance 18513))~~ this ordinance, is hereby approved. The clerk of the council shall,
130 within ten days of ~~((May 12, 2017))~~ the effective date of this ordinance, issue the charter
131 in duplicate originals, each bearing the county seal attested by the clerk of the council.
132 The clerk of the council shall file and record one original charter with the records and
133 licensing services division and provide one original charter to the county executive on

134 behalf of the cultural development authority. The county may amend the charter by
135 ordinance after providing notice to and an opportunity for the directors to be heard and
136 present testimony.

137 SECTION 7. K.C.C. 2.49.070 is hereby decodified.

138 SECTION 8. Ordinance 14482, Section 9, and K.C.C. 2.49.080 are hereby
139 amended to read as follows:

140 A board consisting of fifteen directors and five ex officio members, as provided in
141 the charter, is hereby established to govern the affairs of the cultural development
142 authority. (~~The directors shall be appointed by the county executive and serve their~~
143 ~~terms as provided in the charter.~~) Appointments occurring as a result of a vacancy or
144 expired term shall be filled in accordance with the charter. Appointments shall be subject
145 to confirmation by the county council. All corporate powers of the authority shall be
146 exercised by or under the authority of the board of directors, except those reserved for the
147 county council under this chapter. The business, property and affairs of the authority
148 shall be managed under the direction of the board, except as may be otherwise provided
149 for by law or in the charter.

150 NEW SECTION. SECTION 9. There is hereby added to K.C.C. chapter 2.49 a
151 new section to read as follows:

152 An executive director shall be the chief executive officer of the cultural
153 development authority as provided in the bylaws. The executive director shall be
154 appointed by the executive, subject to confirmation by motion by the council. The
155 executive director shall be recruited and recommended for selection by the board of
156 directors through the process established in the authority's bylaws.

157 SECTION 10. Ordinance 14482, Section 10, and K.C.C. 2.49.090 are hereby
158 repealed.

159 SECTION 11. Ordinance 14482, Section 11, and K.C.C. 2.49.110 are hereby
160 amended to read as follows:

161 The ~~((initial))~~ bylaws of the authority, as set forth in Attachment B to ~~((Ordinance~~
162 ~~14482))~~ this ordinance, are hereby approved. The board may alter, amend or repeal the
163 bylaws or adopt new bylaws, except as otherwise provided in this chapter. The bylaws
164 shall be consistent with the charter. The county may amend the bylaws by ordinance to
165 conform the bylaws to amendments to the charter and only after the council has provided
166 notice to the board and an opportunity for any or all of the directors to present testimony.

167 SECTION 12. Ordinance 14482, Section 17, and K.C.C. 2.49.160 are hereby
168 amended to read as follows:

169 A. By April 15 of each year, the authority shall submit an annual report to the
170 county executive and the county council containing:

171 1. ~~((A statement of assets and liabilities, income and expenditures and changes~~
172 ~~in its financial position during the previous year;~~

173 2.) A summary of significant accomplishments;

174 ~~((3. A list of depositories used;~~

175 ~~4. A projected operating budget for the current fiscal year;~~

176 5.) 2. An updated estimate of expenditures for the current fiscal year;

177 3. A summary of cultural programs, public art projects and all other projects and
178 activities to be undertaken during the current year; and

179 ~~((6.))~~ 4. Other information as may be required in the charter of the authority.

180 B.1. The authority shall meet with the county council's committee of the whole
181 two times per year, once to discuss the authority's annual report and once to discuss the
182 authority's plans and proposed expenditures for the following year.

183 2. The authority shall meet:

184 a. at least one time per year with the county executive; and

185 b. at least one time per year with directors and administrators of county
186 departments and agencies that interface with the authority.

187 C. The authority shall respond to requests for additional information from the
188 executive or from the council. The council shall make its request by motion.

189 SECTION 13. Ordinance 14482, Section 18, as amended, and K.C.C. 2.49.170
190 are hereby amended to read as follows:

191 A. ~~((On January 1, 2003, King County shall transfer to the authority balances in~~
192 ~~the following funds, reserving only sufficient funds to meet current county obligations:~~

193 ~~1. All hotel-motel tax revenues designated by the state of Washington and~~
194 ~~appropriated by the county council for cultural purposes in King County, including, but~~
195 ~~not limited to, all encumbered and unencumbered hotel-motel tax revenues in the arts and~~
196 ~~cultural development fund;~~

197 ~~2. All current expense fund revenues designated or appropriated for cultural~~
198 ~~purposes, including, but not limited to:~~

199 ~~a. fees for all government-to-government agreements for public art; and~~

200 ~~b. the fund balance in the arts and cultural education fund (116);~~

201 ~~3. All state and federal funds for cultural purposes, other than those listed in~~
202 ~~subsection A.1 of this section; and~~

203 4. ~~All other funds and fees designated or appropriated for cultural purposes,~~
204 ~~except for funds that contain bond revenues and excess interest earnings as of December~~
205 ~~31, 2002.~~

206 ~~B. In addition to the transfer of fund balances on January 1, 2003, described in~~
207 ~~subsection A of this section,)) Until December 31, 2020, King County shall transfer
208 future fund balances as follows:~~

209 1. Hotel-motel tax revenues designated by the state of Washington for cultural
210 purposes in King County shall be transferred to the authority within ten business days of
211 receipt by King County from the state of Washington and appropriated by the county
212 council. (~~By December 1, 2002, the King County office of budget and the office of~~
213 ~~cultural resources shall develop a schedule of the transfers.)) Twice each year while
214 cultural bonds remain outstanding, the authority shall transfer back to King County
215 sufficient hotel-motel tax revenues to allow the county to make required payments on the
216 bonds;~~

217 2. Current expense amounts appropriated to the arts and cultural development
218 fund, which shall be transferred to the authority not later than January 10 of the year for
219 which those amounts have been appropriated;

220 3. Public art revenues, which shall be transferred to the authority not later than
221 February 1 of the year for which those revenues have been appropriated;

222 4. Except for funds listed in subsection ~~((B-))~~A.1. of this section, state and
223 federal funds for cultural purposes, which shall be transferred to the authority within ten
224 business days of receipt by King County of the funds from the federal or state
225 governments; and

226 5. All other funds and fees appropriated to the arts and cultural development
227 fund and for cultural purposes, which funds and fees shall be transferred to the authority
228 within ten business days of receipt by King County.

229 B.1. Beginning in 2020, at least one hundred-twenty-five days before the end of
230 each fiscal year, the cultural development authority shall transmit its budget for the
231 following fiscal year to the county executive. At least ninety-five days before the end of
232 each fiscal year, the county executive shall transmit the cultural development authority
233 budget to the clerk of council in both electronic and hard copy form, along with a motion
234 accepting the cultural development authority budget. The clerk shall distribute the
235 cultural development authority budget and the motion accepting the cultural development
236 authority budget to all councilmembers and the lead of the budget and fiscal management
237 committee or its successor committee. Beginning in 2020, the cultural development
238 authority shall transmit its budget for the following fiscal year together with the other
239 financial information required in subsection B.2. of this section to the county executive
240 after it has been approved by the cultural development authority board. The cultural
241 development authority budget shall identify the budgeted operating and capital
242 expenditures and full-time equivalent positions for the following fiscal year.

243 2. The cultural development authority shall also transmit supporting data,
244 including, but not limited to, a statement of assets and liabilities, a description of
245 significant changes in the budget for the following fiscal year compared to the current
246 fiscal year budget and a financial plan that includes actual expenditures, revenues and
247 reserves for the preceding fiscal year and estimates of all expenditures, revenues and
248 reserves for the current fiscal year and the following five years. For exemplary purposes

249 only, the financial plan transmitted with the cultural development authority budget for
250 fiscal year 2021 shall consist of the cultural development authority's actual expenditures,
251 revenues and reserves for 2019, estimates of all the cultural development authority's
252 expenditures, revenues and reserves for 2020 and years 2021 through 2025.

253 3. Unless the council passes a motion rejecting the cultural development
254 authority budget at least thirty days before the end of the fiscal year, in the following
255 fiscal year, the county shall transfer to the authority balances in any of the funds
256 referenced in subsection A.1. through A.5. of this section.

257 4. If the council passes a motion rejecting the cultural development authority
258 budget for the next fiscal year at least thirty days before the end of the current fiscal year,
259 then, in the next fiscal year, the county shall not transfer to the authority any balances in
260 any of the funds referenced in subsection A.1. through A.5. of this section until after the
261 council accepts by motion a cultural development authority budget.

262 C. ((King)) The ((€))county shall not transfer moneys and fees designated or
263 appropriated to the King County landmarks commission for land use regulation and
264 archaeological management purposes.

265 SECTION 14. Ordinance 14482, Section 19, and K.C.C. 2.49.180 are hereby
266 amended to read as follows:

267 ~~((A. On January 1, 2003, the county shall transfer without charge county personal~~
268 ~~property used by the office of cultural resources on December 31, 2002, to the cultural~~
269 ~~development authority. The property shall include, but not be limited to, computers and~~
270 ~~software, electronic equipment, telephones and office furnishings, equipment, materials~~
271 ~~and supplies. The office of cultural resources and the office of budget shall complete a~~

272 ~~property transfer inventory on or before December 1, 2002, and the inventory shall be~~
273 ~~used to effect the transfer.~~

274 ~~B.))~~ The county shall allow access by the cultural development authority to the
275 county's information and telecommunications systems, including, but not limited to,
276 telephone service, voice mail, electronic mail and the ~~((county wide))~~ countywide area
277 network, including all databases required by the cultural development authority to
278 effectively carry out its work. The cultural development authority shall make payment
279 for telephone system services upon billing by the county. ~~((By December 1, 2002, the~~
280 ~~King County office of budget and office of cultural resources shall develop a schedule for~~
281 ~~the payments.))~~ King County shall allow the cultural development authority access to the
282 wide area network at no charge.

283 ~~((C. The county shall allow the cultural development authority to use the office~~
284 ~~space in the Smith Tower used by the office of cultural resources on December 31, 2002,~~
285 ~~for the remaining period under the county's lease for the space. The county shall~~
286 ~~determine through its annual budget process whether to pay the lease cost with current~~
287 ~~expense fund or other revenues. At the end of the lease period, the authority shall~~
288 ~~relocate to office space it acquires at its own expense or commence to pay for office~~
289 ~~space that, if available, may be provided by the county to the authority.))~~

290 SECTION 15. Ordinance 14440, Section 3, and K.C.C. 2.49.200 are hereby
291 amended to read as follows:

292 A. Hotel-motel revenues deposited in The King County arts and cultural
293 development fund, created under ~~((K.C.C. 4.08.190))~~ K.C.C. 4A.200.140, shall be
294 administered by the cultural development authority.

295 B. Hotel-motel revenues deposited in the King County arts and cultural
296 development fund shall be used to support the cultural programs described in K.C.C.
297 chapter 2.48: cultural facilities; cultural education; special projects; and sustained
298 support. The hotel-motel revenues in the fund shall also support related administration of
299 those programs by the cultural development authority.

300 C. ~~((Through December 31, 2012, at least forty percent of the hotel-motel~~
301 ~~revenues appropriated to the arts and cultural development fund and transferred to the~~
302 ~~cultural development authority shall be deposited in an account and used to establish~~
303 ~~cultural endowment. Principle and interest shall be managed by the cultural development~~
304 ~~authority in accordance with RCW 67.28.180(3)(a).~~

305 ~~D.))~~ After allocating the hotel-motel portion of the arts and cultural development
306 fund to administer cultural programs, the cultural development authority shall divide the
307 hotel-motel revenues in the arts and cultural development fund between arts programs
308 and heritage programs, but at least twenty percent of the revenue shall be allocated to
309 heritage programs.

310 ~~((E. Beginning January 1, 2002, using revenues generated in 2001, outstanding~~
311 ~~debt service obligations shall be financed from hotel-motel revenues in the arts and~~
312 ~~cultural development fund. The obligations incurred before December 31, 2002, shall be~~
313 ~~managed by the department of executive services and paid by the cultural development~~
314 ~~authority.~~

315 ~~F.))~~ D. After deducting the amount necessary to meet debt service obligations,
316 the cultural development authority shall allocate hotel-motel revenues intended to support
317 arts programs from the arts and cultural development fund as follows:

318 1. For cultural facilities and sustained support, eighty percent of remaining arts
319 program revenues, but sustained support shall receive at least thirty percent of the eighty
320 percent; and

321 2. For special projects and cultural education, twenty percent of remaining arts
322 program revenues, but special projects shall receive at least thirty-four percent of the
323 twenty percent.

324 ~~((G.))~~ E. After deducting the amount necessary to meet debt service allocations,
325 the cultural development authority shall allocate hotel-motel revenues intended to support
326 heritage programs from the arts and cultural development fund as follows:

327 1. For cultural facilities and sustained support, seventy percent of remaining
328 heritage program revenues, but sustained support shall receive at least twenty percent of
329 the seventy percent;

330 2. For special projects, thirty percent of remaining heritage program revenues,
331 and

332 ~~((H.))~~ F. Hotel-motel revenues from the arts and cultural development fund shall
333 not be used to support services and programs to be provided by the King County
334 landmarks commission for land use regulation and archaeological resource management
335 purposes as described in K.C.C. chapter 20.62.

336 SECTION 16. Ordinance 14482, Section 58, as amended, and K.C.C. 4.40.015
337 are hereby amended to read as follows:

338 A. All capital improvement projects that are publicly accessible and visible, or
339 for which there is a need for mitigation, shall contribute to the county's public art
340 program.

341 1. The amount of the annual appropriation for public art shall be equal to one
342 percent of the eligible project costs of those capital improvement projects that meet the
343 criteria of public visibility and accessibility or need for mitigation. For the purposes of
344 calculation, eligible project categories shall include capital improvement program
345 projects for new construction, reconstruction or remodeling of buildings, parks and trails,
346 commemorative structures, pedestrian and vehicular bridges, surface water management
347 projects, wastewater treatment projects, transit facility construction projects and solid
348 waste transfer stations.

349 2. The following project categories shall be considered ineligible and may be
350 excluded from the public art program calculation base: roads; airport runways; sewers;
351 and solid waste landfills. This ineligibility shall not preclude a client department, in
352 cooperation with the cultural development authority, from proposing a public art project
353 for a road, airport runway, sewer or solid waste landfill project that presents an
354 opportunity for the inclusion of public art.

355 3. At a minimum, the amount budgeted for public art in a capital improvement
356 project shall be equal to one percent of the following project elements: conceptual
357 design, design, contracted design, preliminary engineering, construction, contingency,
358 county force design and project administration and construction engineering. Costs
359 associated with the predesign phase of the county's capital planning projects meeting the
360 above criteria and anticipated to result in construction, shall be included in the calculation
361 for public art.

362 4. The following project elements may be excluded from the budget calculation
363 for public art: acquisition equipment and furnishings; and county force acquisition.

364 Asbestos abatement may also be excluded from the budget calculation for art when the
365 costs for asbestos abatement have been calculated and a line item budgeted for asbestos
366 abatement as been established within the project budget.

367 5. In all cases, where a capital improvement project has a scope of work that
368 includes both eligible and ineligible project elements and eligible and ineligible project
369 categories, the budget for public art shall be calculated, at a minimum, in the eligible
370 portions of the project.

371 B. At the time a capital improvement project is proposed, the client department
372 shall calculate and include a budgeted line item for public art in each eligible project
373 described in this section. The executive's budget representative shall confirm the
374 calculations with the cultural development authority and include the agreed-upon
375 appropriations for public art in the executive's proposed budget. The amounts budgeted
376 for public art in particular projects may be adjusted to reflect council changes to the
377 county capital improvement program budget or supplemental budgets. The appropriation
378 for public art shall be transferred to the arts and cultural development fund and from there
379 to the cultural development authority as soon as the appropriation is made for the capital
380 improvement project, and as soon as funds are available, except as otherwise provided in
381 K.C.C. 2.49.170.

382 C. The source of the funds shall not affect the calculation for public art for a
383 capital improvement project unless the conditions under which the revenue is made
384 available prevent its use for artistic purposes. In this case, the revenue shall be excluded
385 from the eligible project costs on which the one percent calculation for art is based.

386 D. A policy is hereby established to direct the pooling of all public art program

387 revenues on a departmental basis. Interest generated by public art revenues shall not be
388 pooled on a departmental basis. However, interest from all revenues shall be pooled
389 collectively and used for the purposes established in this section.

390 Pooling affords the opportunity to look at the needs of the county as a whole and
391 use the public art revenues only in those projects that may have the greatest impact on
392 communities or offer the best opportunities for artist involvement. Pooling on a
393 departmental basis affords the opportunity for the cultural development authority and
394 client departments to work collaboratively on projects that reflect the missions and goals
395 of individual departments and to ensure that public art projects are adequately funded.
396 The decision regarding capital improvement projects that will include a public art project
397 shall be determined jointly by the cultural development authority and the client
398 department according to the procedures and criteria in this section and K.C.C. 2.46.150.

399 E. Revenues shall support the following uses:

400 1. The selection, acquisition and display of works of art, that may be an integral
401 part of the project or placed in, on or about the project or other public space;

402 2. Artist fees, design, planning and predesign service contracts and
403 commissions;

404 3. Expenses for technical assistance provided by either architects or engineers,
405 or both, and to artists in order to design, document or certify the artwork;

406 4. Repair and maintenance of public artworks accessioned into the county's
407 public art collection to the extent permissible under generally accepted accounting
408 principles, grants, contracts and law;

409 5. Public art program administrative expenses relating to acquiring, developing

410 or maintaining public art to the extent permissible under generally accepted accounting
411 principles, grants, contracts and law;

412 6. Participation by citizens or costs of communicating with and receiving input
413 from citizens, working with professional artists, introduction of public art to children, and
414 education of the public about the county's rich cultural and artistic heritage;

415 7. Documentation and public education material for the public art program;

416 8. Liability insurance for artists; and

417 9. Pilot projects approved by the cultural development authority.

418 SECTION 17. Ordinance 17527, Section 57, as amended, and K.C.C. 4.40.110
419 are hereby amended to read as follows:

420 In the case of any county construction project that meets the eligibility criteria for
421 public art established in K.C.C. 4.40.015 that involves the use of general obligation bond
422 proceeds, the resolution, resolutions, ordinance or ordinances submitted to the voters or
423 the council shall include an allocation for public art equal to one percent of the eligible
424 project cost. Bond revenues for public art shall be transferred to the cultural development
425 authority as described in K.C.C. 4.40.015 to the extent consistent with arbitrage
426 requirements and other legal restrictions, except as otherwise provided in K.C.C.
427 2.49.170."

428

429 Delete Attachment A, Charter of the Cultural Development Authority of King County,
430 dated January 22, 2018, and insert Attachment A, Charter of the Cultural Development
431 Authority of King County, dated February 13, 2018.

432 Delete Attachment B, Bylaws of the Cultural Development Authority of King County,
433 dated January 22, 2018, and insert Attachment B, Bylaws of the Cultural Development
434 Authority of King County, dated February 13, 2018.

435

436 Delete the line numbering on the attachments after they are engrossed.

437

438 **EFFECT:**

- 439 • **Would eliminate the ability of the County to remove the 4Culture Executive**
440 **Director.**
- 441 • **Would stipulate that the 4Culture budget be transmitted to the Executive 125**
442 **days before the end of each fiscal year and then to the Council, rather than**
443 **directly to the Council 95 days before to the end of each fiscal year.**
- 444 • **Would require the 4Culture budget review and acceptance process beginning**
445 **in 2020, rather than on the effective date of the proposed ordinance.**
- 446 • **Would allow transfers to continue in the next fiscal year if the Council did**
447 **not act on the motion by November 30; transfers would only discontinue if**
448 **the Council rejected the 4Culture budget by motion by November 30.**
- 449 • **In the Charter (Attachment A): Would eliminate the ability of the County**
450 **Council to remove the 4Culture Executive Director, require the 4Culture**
451 **budget review and acceptance process beginning in 2020 with transmittal to**
452 **the Executive and then to the Council, and provide for a process for**
453 **notification and input from the Governance/Nominating Committee on**
454 **board vacancies.**

- 455 • **In the Bylaws (Attachment B): Would eliminate the ability of the County**
456 **Council to remove the 4Culture Executive Director.**

1
2
3 **CHARTER**
4 **of the**
5 **CULTURAL DEVELOPMENT AUTHORITY OF KING COUNTY**

6 **ARTICLE I**
7 **Establishment and Commencement**

8
9 Section 1.1. Legal Authority. The Cultural Development Authority is a public authority
10 organized pursuant to RCW 35.21.730 through 35.21.759 and King County Ordinance 14482.

11
12 Section 1.2. Name. The name of this public authority shall be the Cultural Development
13 Authority of King County.

14
15 Section 1.3. Seal. The seal of the Cultural Development Authority shall be a circle with the name
16 "Cultural Development Authority of King County" inscribed therein. The seal shall be adopted by
17 the Board of Directors and a copy filed with the Clerk of the King County Council.

18
19 Section 1.4. Commencement. The Authority shall commence its existence upon the issuance of
20 this Charter by the Clerk of the King County Council and shall commence operations on January
21 1, 2003.

22
23 Section 1.5. Duration. The duration of the Authority shall be perpetual except as provided in
24 King County Ordinance 14482.

25
26 **ARTICLE II**
27 **Purposes**

28
29 Section 2.1. Purposes. Arts, heritage, historic preservation and public art enhance the quality of
30 life for the region's citizens, foster creativity and an ethic of stewardship and citizenship, stimulate
31 economic development, and attract visitors. A vibrant cultural community is an essential part of
32 building a regional sense of place and reputation as a national and international cultural center.
33 Therefore, the Cultural Development Authority of King County is established to support, advocate
34 for, and preserve the cultural resources of the region in a manner that fosters excellence, vitality,
35 and diversity.

36
37 A. The Authority shall operate in a manner that combines public sector resources and
38 accountability with private sector entrepreneurial responsiveness to ensure that King County
39 citizens and visitors have opportunities to experience high-quality cultural programs, projects and
40 activities.

41
42 B. The Authority's purposes shall include the following:
43

- 44 1. Develop partnerships with municipalities, government agencies and the private
45 sector throughout the region to expand the presence of cultural experiences and activities; enhance
46 the built environment and sense of place through the creation of public art and the preservation of
47 historic resources; and promote lifelong learning opportunities through cultural education;
48
- 49 2. Stimulate regional economic development through cultural tourism initiatives and
50 support for arts and heritage organizations, individuals, institutions, and cultural attractions;
51 historic preservation; and public art;
52
- 53 3. Advise the County Executive and Council regarding Cultural Resources policies
54 and issues;
55
- 56 4. Ensure that a commitment to Cultural Resources remains a high priority within
57 state, county and local governments;
58
- 59 5. Administer the Cultural Programs funded by Hotel/Motel tax revenues in
60 accordance with RCW 67.28.180(3)(a) and all other applicable laws; establish and implement
61 policies, guidelines and selection procedures; award and administer grant contracts;
62
- 63 6. Administer the Public Art Program funded by County capital funds or other
64 designated County revenues; establish and implement policies, guidelines and selection
65 procedures; award and administer contracts for artistic services and commissioned artwork;
66
- 67 7. Continue the cultural services, programs, and activities formerly provided by the
68 King County Office of Cultural Resources with the sole exception of those services and programs
69 that are provided by the King County Landmarks Commission for land use regulation and
70 archaeological management purposes;
71
- 72 8. Receive, manage and steward all Hotel/Motel tax revenues designated by the state
73 of Washington and appropriated by the County for cultural purposes in King County;
74
- 75 9. Receive, manage and steward all funds designated by County ordinance for public
76 art purposes;
77
- 78 10. Receive and manage other revenues designated or appropriated by King County
79 for cultural purposes related to the services, projects and programs of the Authority;
80
- 81 11. Further the goals and objectives of the King County Comprehensive Plan; and
82
- 83 12. If so designated by county ordinance, administer a cultural access program in
84 accordance with chapter 36.160 RCW.
85
- 86 C. The Authority shall receive and manage any other funds and fees necessarily or
87 reasonably related to the purposes of this Charter.
88

89 D. The Authority shall develop contracts for cultural resources services with King County
90 or other government agencies and municipalities.

91
92 E. The Authority shall not receive revenues designated or appropriated by King County
93 for the services and programs provided by the King County Landmarks Commission for land use
94 regulation and archaeological management purposes; nor shall the Authority have any
95 responsibility to administer or provide those services and programs.

96
97 ARTICLE III
98 Definitions
99

100 As used herein, the term:

101
102 "Arts and Cultural Development Fund" means the County fund defined in K.C.C. 4.08.190 and
103 used exclusively for the purposes established in K.C.C. chapters 4.40, 4.42, 2.46 and 2.48.

104
105 "Board of Directors" or "Board" means the governing body vested with the management of the
106 affairs of the Cultural Development Authority.

107
108 "Director" means a member of the Board of the Cultural Development Authority.

109
110 "Bylaws" means the rules initially adopted by the County under King County Ordinance 14482 for
111 the regulation or management of the affairs of the Cultural Development Authority and all
112 subsequent amendments adopted by either the Board or the County.

113
114 "Charter" means the articles of organization of the Cultural Development Authority adopted by the
115 County and all subsequent amendments to this Charter.

116
117 "County" means King County.

118
119 "County Council" or "council" means the body as established under Article 2 of the King County
120 Charter.

121
122 "County Executive" or "executive" means the County Executive of King County as established by
123 Article 3 of the King County Charter.

124
125 "Cultural Development Authority" or "Authority" means the Cultural Development Authority
126 created by Ordinance 14482.

127
128 "Cultural education" means the sequential and comprehensive study of the elements of the various
129 arts and heritage forms and how to use them creatively including instruction in skills, critical
130 assessment, the history of the arts and heritage forms and aesthetic judgment.

131
132 "Cultural Programs" means the grant funding programs described in K.C.C chapter 2.48 supported
133 by the Arts and Cultural Development Fund and Cultural Resources Endowment Fund that

134 includes Cultural Education Program, Cultural Facilities Program, Special Projects Program, and
135 Sustained Support Program for Arts and Heritage.

136
137 "Cultural Resources" means community and regional programs and projects relating to:
138 performing, visual, literary and other arts; public and civic art; heritage; museum and archival
139 collections; historic preservation; cultural education; and cultural organizations, institutions and
140 attractions.

141
142 "Executive Director" means the chief executive officer of the cultural development authority.

143
144 "Heritage" means King County's history, ethnic history, indigenous and traditional culture,
145 folklore and historic and archaeological resources and those programs and projects initiated by the
146 authority to preserve King County's heritage and to support community and regional heritage
147 organizations and public agencies in such efforts.

148
149 "Historic preservation" means the preservation or conservation of the County's historic and
150 archeological resources and those programs and projects initiated by the authority to foster such
151 preservation or conservation through non-regulatory activities such as interpretation, community
152 education and outreach, cultural tourism and rehabilitation of historic resources.

153
154 "Hotel/Motel tax revenues" means funds designated for cultural purposes as described in RCW
155 67.28.180 and deposited into the Arts and Cultural Development Fund and the Cultural Resources
156 Endowment Fund and used for the purposes described in K.C.C. chapters 2.48 and 4.42.

157
158 "Public Art Fund" means the fund established in K.C.C. chapter 4.08 to provide for the receipt of
159 revenues and the disbursement of expenditures for the selection, acquisition and display of public
160 art.

161
162 "Public Art Program" means the County program administered and implemented by the Cultural
163 Development Authority that includes the works and thinking of artists in the planning, design, and
164 construction of facilities, buildings, infrastructure and public spaces to enhance the physical
165 environment, mitigate the impacts of County construction projects, and enrich the lives of county
166 residents through increased opportunities to interact with art.

167
168 "Resolution" means an action taken by the board with the quorum established in Section 5.4.

169
170 "State" (when used as a noun) means the state of Washington.

171
172 **ARTICLE IV**
173 **Powers**

174
175 Section 4.1. Powers. Except as limited by the state constitution and state law, the King County
176 Charter, King County Ordinances, or this Charter, the Authority may exercise all lawful powers
177 necessary or convenient to effect the purposes for which the Cultural Development Authority is
178 organized to perform authorized corporate functions, as provided in this Charter and the Bylaws,

179 and as may be conferred by federal, state, and local law, and King County ordinance, including,
180 without limitation, the power to make and manage policies, procedures, guidelines, initiatives,
181 programs, projects, marketing or promotional campaigns, and other endeavors to foster and
182 implement the purposes of the Authority. The Authority's powers shall include, but are not
183 limited to, the following:

184
185 A. Receive and manage all Hotel/Motel tax revenues designated by the state of
186 Washington for cultural purposes in King County, in accordance with RCW 67.28.180A(3)(a) and
187 K.C.C. chapters 4.08, 4.42 or 2.48 or by similar statutory and ordinance authority.

188
189 B. Receive and manage all public art revenues designated by King County for public art
190 purposes, in accordance with K.C.C. chapters 4.08, 4.40 and 2.46, or by similar statutory and
191 ordinance authority.

192
193 C. Receive and manage general fund revenues designated or appropriated by King County
194 for cultural purposes consistent with the purposes of the Authority.

195
196 D. Make and manage grants and contracts for King County Cultural Programs, and
197 cultural purposes and activities consistent with the purposes of the Authority.

198
199 E. Make and manage contracts for the King County Public Art Program, and public and
200 civic art projects and programs consistent with the purposes of the Authority.

201
202 F. By agreement with the County, provide collection management for the King County
203 public art collection including annual maintenance survey, administration of maintenance and
204 restoration of artworks owned by the County, and database record-keeping pursuant to the
205 County's contractual obligations for commissioned artwork, payment for the services shall be
206 determined in the appropriation in the annual county budget.

207
208 G. By agreement with the County, provide rotation of county-owned portable artwork
209 among King County facilities, payment for the services shall be determined in the appropriation in
210 the annual county budget.

211
212 H. Undertake any other activities necessarily or reasonably related to the Authority's
213 purposes, including but not limited to:

214
215 1. Own and sell real and personal property;

216
217 2. Contract for any corporate purpose with the United States, a state, and any political
218 subdivision or agency of either, and with individuals, associations and corporations; provided, that
219 each such contract or agreement that may or will obligate the County in the future shall be subject
220 to prior written approval by the County;

221
222 3. Sue and be sued in its name;

223

- 224 4. Lend and borrow funds;
225
226 5. Do anything a natural person may do, except as limited by law or ordinance;
227
228 6. Transfer any funds, real or personal property, property interests, or services;
229 provided, that each such transfer shall be subject to written approval by the County;
230
231 7. Solicit, receive and administer federal, state, local and or private funds, goods, or
232 services for any purpose consistent with the purposes and powers of this Charter;
233
234 8. Purchase, lease, exchange, mortgage, encumber, improve, use, or otherwise transfer
235 or grant security interests in real or personal property or any interests therein; grant or acquire
236 options on real and personal property; and contract regarding the income or receipts from real and
237 personal property; provided, that each such action that may or will obligate the County in the
238 future shall be subject to prior written approval by the County;
239
240 9. Issue negotiable bonds and notes in conformity with applicable provisions of the
241 Uniform Commercial Code and state law in such principal amounts as, in the discretion of the
242 Authority, shall be necessary or appropriate to provide sufficient funds for achieving any
243 corporate purposes; provided, however, that all bonds and notes or liabilities occurring thereunder
244 shall be satisfied exclusively from the assets, properties or credit of such Authority, and no
245 creditor or other person shall have any recourse to the assets, credit or services of the County
246 thereby, unless the County shall by ordinance expressly guarantee such bonds or notes;
247
248 10. Contract for, lease, and accept transfers, gifts or loans of funds or property from
249 the United States, a state, and any municipality or political subdivision or agency of either,
250 including property acquired by any such governmental unit through the exercise of its power of
251 eminent domain, and from corporations, associations, individuals or any other source, and to
252 comply with the terms and conditions thereof;
253
254 11. Manage, on behalf of the United States, a state, and any municipality or political
255 subdivision or agency of either, any property acquired by such entity through gift, purchase,
256 construction, lease, assignment, default, or exercise of the power of eminent domain;
257
258 12. Recommend to appropriate governmental authorities public improvements and
259 expenditures in areas of the County in which the Authority by this Charter has a particular
260 responsibility;
261
262 13. Initiate, carry out, and complete such improvements of benefit to the public
263 consistent with this Charter as the United States, a state, and any municipality or political
264 subdivision or agency of either may request;
265
266 14. Recommend to the United States, a state, and any municipality or political
267 subdivision or agency of either, consistent with all applicable laws, such tax, financing, and

268 security measures as the Authority may deem appropriate to maximize the public interest in
269 activities in which the Authority by this Charter has a particular responsibility;

270
271 15. To the extent permitted under the Washington State Constitution, lend its funds,
272 property, credit or services for corporate purposes, or act as a surety or guarantor for corporate
273 purposes;

274
275 16. Provide and receive payment for advisory, consultative, training, technical
276 assistance, educational, and community services or advice to individuals, associations,
277 corporations, King County or other governmental agencies;

278
279 17. Control the use and disposition of corporate property, assets, and credit;

280
281 18. Invest and reinvest its funds;

282
283 19. Fix and collect whatever charges it deems appropriate for services rendered or to
284 be rendered, and establish the consideration (if any) for property transferred, all in pursuit of
285 corporate purposes;

286
287 20. Maintain books and records as appropriate for the conduct of its affairs and as may
288 be required by law and regulations;

289
290 21. Conduct corporate affairs, carry on its operations, and use its property as allowed
291 by law and consistent with this Charter, and its the Bylaws; name corporate officials, designate
292 agents, and engage employees, prescribing their duties, qualifications, and compensation;
293 supervise and discharge employees; and secure the services of consultants for professional
294 services, technical assistance, or advice;

295
296 22. Identify and recommend to the United States, a state, and any municipality or
297 political subdivision or agency of either, the acquisition by the appropriate governmental entity for
298 transfer to or use by the Authority of property and property rights, which, if so acquired, whether
299 through purchase or the exercise of eminent domain, and so transferred or used, would materially
300 advance the purpose for which the Authority is chartered; and

301
302 23. Exercise and enjoy such other powers as may be authorized by law and ordinance.

303
304 I. The Authority shall undertake any other activities necessarily or reasonably related to
305 the purposes of this Charter.

306
307 Section 4.2. Limitation of Powers. The Authority organized under this Charter in all activities
308 and transactions shall be limited in the following respects:

309
310 A. The Authority shall have no power of eminent domain nor any power to levy taxes or
311 special assessments.

312

313 B. The Authority may not incur or create any liability that permits recourse by any party
314 or member of the public to any assets, services, resources, or credit of the County. All liabilities
315 incurred by the Authority shall be satisfied exclusively from the assets and credit of the Authority;
316 no creditor or other person shall have any recourse to the assets, credit, or services of the County
317 on account of any debts, obligations, liabilities, acts, or omissions of the Authority.
318

319 C. No funds, assets, or property of the Authority shall be used for any partisan political
320 activity or to further the election or defeat of any candidate for public office or ballot proposition;
321 nor shall any funds or a substantial part of the activities of the Authority be used for publicity or
322 educational purposes designed to support or defeat legislation pending before the Congress of the
323 United States, or the legislature of Washington State or the County Council; provided, however,
324 that funds may be used for representatives of the Authority to communicate with members of
325 Congress, state legislators, County Executive or County Council members concerning funding and
326 other matters directly affecting the Authority, so long as such activities do not constitute a
327 substantial part of the Authority's activities and unless such activities are specifically limited
328 elsewhere in this Charter or by County ordinance.
329

330 D. All funds, assets, or credit of the Authority shall be applied toward or expended upon
331 services, projects, and activities authorized by this Charter. No part of the net earnings of the
332 Authority shall inure to the benefit of, or be distributable as such to, the Directors, officers of the
333 Authority or other private persons, except that the Authority is authorized and empowered to:
334

335 1. Reasonably compensate those persons or entities performing services for the
336 Authority, including Authority employees, a reasonable amount for services rendered, and
337 reimburse Authority Directors, advisory committee members, and others for reasonable expenses
338 actually incurred in performing their duties;
339

340 2. Assist Authority officials as members of a general class of persons to be assisted by
341 an Authority-approved project or activity to the same extent as other members of the class as long
342 at no special privileges or treatment accrues to such corporate official by reason of the official's
343 status or position in the Authority;
344

345 3. Defend and indemnify any current or former Board member or employee and their
346 successors, spouses and marital communities against all costs, expenses, judgments, and liabilities,
347 including attorneys' fees, reasonably incurred by or imposed upon them in connection with or
348 resulting from any civil claim, action, or proceeding in which they are or may be made a party by
349 reason of the current or former Board member's position on the Board or the employee's
350 employment, or by reason of any action alleged to have been taken or omitted by them in their
351 respective capacities, provided that they were acting in good faith on behalf of the Authority and
352 within the scope of duties imposed or authorized by law. This power of indemnification shall not
353 be exclusive of other rights to which corporate officials may be entitled as a matter of law;
354

355 4. Purchase insurance to protect and hold personally harmless any of its officials, its
356 employees, and its agents from any civil action, claim, or proceeding instituted against the
357 foregoing individuals arising out of the performance, in good faith, of duties for, or employment

358 with, the Authority and to hold these individuals harmless from any expenses connected with the
359 defense, settlement, or monetary judgments from such actions, claims, or proceedings. The
360 purchase of such insurance and its policy limits shall be discretionary with the Board, and such
361 insurance shall not be considered to be compensation to the insured individuals. The powers
362 conferred by this subsection shall not be exclusive of any other powers conferred by law to
363 purchase liability insurance;

364
365 5. Sell assets for a consideration greater than their reasonable market value or
366 acquisition costs, charge more for services than the expense of providing them, or otherwise
367 secure an increment in a transaction, or carry out any other transaction or activity, as long as such
368 gain is not the principal object or purpose of the Authority's transactions or activities and is
369 applied to or expended upon services, projects, and activities otherwise authorized as corporate
370 purposes.

371
372 E. The Authority organized under this chapter shall not issue shares of stock, pay
373 dividends, make private distribution of assets, make loans to its Directors or employees or
374 otherwise engage in business for private gain.

375
376 ARTICLE V
377 Board Of Directors And Corporate Officers
378

379 Section 5.1. Powers. The affairs of the Authority shall be governed by the Board of Directors.
380 All corporate powers of the Authority shall be exercised by or under the authority of the Board of
381 Directors, except those reserved for the County Council. The business, property and affairs of the
382 Authority shall be managed under the direction of the Board except as may be otherwise provided
383 for by law or in this Charter.

384
385 Section 5.2. Composition of the Board.
386

387 A. The Board shall be composed of fifteen (15) Directors and five ex officio members as
388 specified below. The Board Director positions shall be designated by position numbers 1 through
389 15.

390
391 B. Directors shall have a demonstrated commitment to and knowledge of cultural
392 resources, shall be active and experienced in community and civic issues and concerns, and shall
393 have the ability to evaluate the needs of cultural constituencies in the region as a whole. Directors
394 shall represent a range of talents, experience, backgrounds, and viewpoints and shall be sought
395 from a range of: professional artists; arts administrators; architects; landscape architects;
396 administrators, professionals and specialists in heritage and historic preservation; administrators,
397 professionals and specialists in cultural education; urban planners and designers; attorneys;
398 community arts and heritage activists; business professionals; and the community at large.
399 Directors shall be residents of King County and shall be chosen to reflect the geographic and
400 cultural diversity of the County. No more than six Directors from any one municipality shall serve
401 on the Board at the same time.
402

403 C. Directors shall be nominated as specified in the Bylaws and 7.3 of this Charter. In the
404 event it has created a constituency or other membership organization, the Authority shall elicit and
405 consider recommendations for Board membership from such organization.
406

407 D. Upon the effective date of Proposed Ordinance 2018-xxxx, Board vacancies and
408 expired terms shall be filled as follows:

409 1. Position 1 is to be appointed by the County Councilmember representing County
410 Council District 5;

411 2. Position 2 is to be appointed by the County Councilmember representing County
412 Council District 6;

413 3. Position 3 is to be appointed by the County Councilmember representing County
414 Council District 7;

415 4. Position 4 is to be appointed by the County Councilmember representing County
416 Council District 4;

417 5. Position 5 is to be appointed by the County Councilmember representing County
418 Council District 8;

419 6. Position 6 is to be appointed by the County Councilmember representing County
420 Council District 1;

421 7. Position 7 is to be appointed by the County Councilmember representing County
422 Council District 2;

423 8. Position 8 is to be appointed by the County Councilmember representing County
424 Council District 9;

425 9. Position 9 is to be appointed by the County Councilmember representing County
426 Council District 3; and

427 10. Positions 10, 11, 12, 13, 14, and 15 are to be appointed by the County Executive.
428

429 E. Appointments shall be subject to confirmation by motion by the County Council.
430

431 Section 5.3. Terms of Office.
432

433 A. Terms of office shall expire on the last day of December of the year in which the
434 respective group is scheduled to terminate. Each Director shall continue to serve until the
435 Director's successor has been appointed and confirmed.
436

437 B. Each Director shall be appointed to serve for a three-year term, commencing on
438 January 1st. Each Director may serve up to two full consecutive terms.
439

440 C. A Director shall be deemed to have served one full term if such Director serves two
441 years or more of an unexpired term.
442

443 D. If, after a full public hearing, the County for any reason determines that any or all of
444 the Directors should be removed from office, the County may by ordinance remove such Director
445 or Directors. The term of any Director removed pursuant to this section shall expire when the
446 removal ordinance takes effect. Vacancies created under this section shall be filled in the manner
447 provided in the Charter and Bylaws.

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E. Vacancies occurring during the course of a term shall be processed in the manner provided in the Bylaws to complete the unexpired term to which appointed.

Section 5.4. Quorum and Manner of Action. At all meetings of the Board of Directors, a majority of the Board of Directors who are appointed and confirmed shall constitute a quorum. Except as otherwise provided in this Charter, all official actions of the Board require a simple majority vote of the quorum.

Section 5.5. Officers and Division of Duties.

A. The initial officers of the Authority shall be the President, Vice President, Secretary and Treasurer of the Board. In no event shall there be less than two officers designated, nor shall the same person occupy the office of President and that of Treasurer, or any office responsible for custody of funds and maintenance of accounts and finances. Additional officers may be provided for in the Bylaws.

B. The President shall be the agent of the Authority for service of process. The Bylaws may designate additional corporate officials as agents to receive or initiate process. The corporate officers, who shall be selected from among the Directors as provided in the Bylaws, shall ensure the affairs and operations of the Authority are conducted in an appropriate manner.

C. The Board shall oversee the activities of the corporate officers, establish policy, participate in corporate activity in matters prescribed by County ordinance, and shall have stewardship for management and determination of all corporate affairs.

Section 5.6. Bonding of Corporate Officers. Each corporate official responsible for handling accounts and finances shall file as soon as practicable with the Authority a fidelity bond in an amount determined by the Board to be adequate and appropriate, and may hold the corporate office only as long as such a bond continues in effect.

Section 5.7. Confirmation of Executive Director. The Executive Director shall be appointed by the Executive after being recruited and recommended for selection by the Board through the process established in the Bylaws. The Executive Director shall be confirmed by motion by the County Council.

Section 5.8. Ex officio Members of the Board.

A. Ex officio members may attend Board meetings and participate in the discussion of Board business, but shall not have a vote on matters directly before the Board.

B. The County Executive shall designate one member of the County Executive's staff to serve as liaison to the Authority and ex officio member of the Board. The designee shall be a member of the Governance/Nominating Committee and shall have the power to vote on recommendations for nominations to the Board as prescribed in this Charter.

493
494 C. The County Council shall designate three of its members to serve as ex officio
495 members of the Board. Each County Council member so designated shall serve for one year and
496 may be reappointed for a total of three (3) years. Each designee shall be a member of the
497 Governance/ Nominating Committee and shall have the power to vote on recommendations for
498 nominations to the Board as prescribed in this Charter.

499
500 D. The Executive Director shall be an ex officio member of the Board.

501
502
503 ARTICLE VI
504 Meetings

505
506 Section 6.1. Meetings of the Board.

507
508 A. The Board shall meet in regular meetings at least four (4) times each year. The Board
509 may conduct special meetings as provided by this Charter, the Bylaws or in accordance with
510 chapter 42.30 RCW.

511
512 B. The Board shall be the governing body of a public agency as defined in chapter 42.30
513 RCW, and all meetings of the Board shall be held and conducted in accordance with chapter 42.30
514 RCW. Notice of meetings shall be given in a manner consistent with chapter 42.30 RCW. In
515 addition, the Authority shall routinely provide reasonable notice of meetings to any individual
516 specifically requesting it in writing.

517
518 C. All Board meetings, including Executive Committee and all other permanent and ad
519 hoc committee meetings, shall be open to the public to the extent required by chapter 42.30 RCW.
520 The Board and committees may hold executive sessions to consider matters as authorized under
521 chapter 42.30 RCW., or privileged matters recognized by law, and shall enter the cause therefor
522 upon its official journal. At all public meetings, any citizen shall have a reasonable opportunity to
523 address the Board either orally or by written petition.

524
525 Section 6.2. Parliamentary Authority. The rules in Robert's Rules of Order (revised) shall govern
526 the Authority in all cases to which they are applicable, where they are not inconsistent with this
527 Charter or with the special rules of order of the Authority set forth in the Bylaws.

528
529 Section 6.3. Record Keeping.

530
531 A. Copies of the minutes of all regular or special meetings of the Board shall be available
532 to any person or organization that requests them. The minutes of all Board meetings shall include
533 a record of individual votes on all matters requiring Board concurrence.

534
535 B. Each regular quarterly meeting of the Board shall be recorded by a recording device
536 selected by the Board. Such proceedings may also be recorded by a court reporter provided by
537 and at the expense of any person wishing such a record. If subject to disclosure, a copy of the

538 recording of any meeting or any part thereof shall be furnished to any person upon written request
539 and payment of the reasonable expense thereof.

540

541 **ARTICLE VII**

542 **Committees, Advisory Committees, Juries, and Selection Panels**

543

544 Section 7.1. Committees of the Board.

545

546 A. The Board shall, by vote of the majority of the quorum, establish an Executive
547 Committee as prescribed in Section 7.2 and a Governance/Nominating Committee as prescribed in
548 Section 7.3.

549

550 B. The Board may, by vote of the majority of the quorum, establish additional committees
551 of the Board and shall define the purposes, powers, date of expiration, and reporting requirements
552 of each committee and shall appoint a chairperson and members to serve.

553

554 C. Committees of the Board shall consist of between three and five Directors. Directors
555 may serve up to four consecutive years on any one committee, including up to two years as
556 chairperson of a particular committee.

557

558 D. A simple majority of a particular committee's membership shall constitute a quorum,
559 and a majority of committee members present and voting at a meeting at which a quorum is
560 present is necessary for committee action.

561

562 E. The Executive Director shall be an ex officio member of all committees of the Board.

563

564 Section 7.2. Executive Committee.

565

566 A. The Executive Committee of the Board shall consist of the President, the Vice
567 President, the Secretary, the Treasurer of the Board, and one member-at-large elected by a simple
568 majority vote of the quorum.

569

570 B. The Executive Committee shall represent the Board and, except as prohibited by this
571 Charter, the Bylaws or King County ordinances, act for and on behalf of the Board.

572

573 C. Regular meetings of the Executive Committee shall be held at least once every month.
574 The Executive Committee shall establish regular meeting times and places by resolution. The
575 President may call additional meetings, with notice provided as established by this Charter. The
576 President shall preside over meetings of the Executive Committee. A simple majority of the total
577 number of Executive Committee members shall constitute a quorum for the transaction of
578 committee business. All official actions of the committee require a simple majority vote of the
579 quorum.

580

581 Section 7.3. Governance/Nominating Committee.

582

583 A. There shall be a Governance/Nominating Committee of the Board composed of: the
584 Vice President; three additional Directors, each of whom shall be elected by the Board; the ex
585 officio member of the Board designated by the County Executive as prescribed in this Charter; and
586 the ex officio members of the Board designated by the County Council as prescribed in this
587 Charter. The Vice President shall serve as the chairperson of the committee.
588

589 B. The committee shall nominate Directors to be officers of the Authority; shall nominate
590 members of Ad Hoc Advisory Committees; and shall nominate persons for appointment as
591 Directors to the Board and for reappointment of existing Directors. When a vacancy on the Board
592 or among the officers is deemed to exist, the Governance/Nominating Committee shall nominate a
593 replacement for consideration at the next meeting of the Board.
594

595 C. The Governance/Nominating Committee shall ensure that the community is consulted
596 to obtain recommendations for candidates for the Board and advisory committees, and that
597 candidates meet the qualifications established by this Charter. The committee shall elicit and
598 consider recommendations for Board membership from arts, heritage, historic preservation, and
599 cultural education agencies and commissions, cultural, professional, and civic organizations,
600 Authority staff, Board members, County Councilmembers, the County Executive, and others as
601 determined appropriate by the committee. The committee shall meet with candidates, establish a
602 pool of qualified candidates and nominate one candidate from that pool for each open position so
603 as to meet requirements for Board and Committee composition established by this Charter.
604

605 D. Prior to the vacancy of a Board position that is to be appointed by a County
606 Councilmember, the Governance/Nominating Committee shall notify the relevant Councilmember
607 about when the vacancy is slated to occur, shall provide information about the current composition
608 of the Board, and shall provide recommendations about the attributes that would be most helpful
609 in filling the position.
610

611 E. For appointments or reappointments to the Board, the Governance/Nominating
612 Committee may report its recommendations for either new appointees or reappointment, or both,
613 to the Board. The Board may consider those recommendations and may nominate those
614 candidates by a simple majority vote of the quorum. If the Board makes such a nomination, the
615 Board shall transmit the name of each nominee, along with a summary of qualifications for each,
616 to the County Executive or County Councilmember making the appointment, according to Section
617 5.2. The County Executive and County Councilmembers may appoint Directors from among
618 those forwarded by the Board or other qualified candidates.
619

620 F. Nominations for Ad Hoc Advisory Committees shall be made to the Board and the
621 Board may approve those candidates by a simple majority vote of the quorum.
622

623 G. The Governance/Nominating Committee shall ensure that all new Directors receive an
624 orientation manual and that all Directors receive appropriate Board training.
625

626 H. Meetings of the Governance/Nominating Committee shall be called by the committee
627 chairperson with notice as established by this Charter, and shall be presided over by the

628 chairperson. A simple majority of the total number of Committee members shall constitute a
629 quorum for the transaction of committee business. All official actions of the committee require a
630 simple majority vote of the quorum.

631
632 Section 7.4. Cultural Advisory Committees.
633

634 A. It is the policy and intention of the Board to ensure that citizen oversight, commitment
635 to excellence and innovation, and the highest professional standards of the field are maintained in
636 all programs, projects and activities undertaken by the Authority by establishing standing Cultural
637 Advisory Committees.
638

639 B. There shall be an Arts Advisory Committee, Heritage Advisory Committee, Historic
640 Preservation Advisory Committee, and Public Art Advisory Committee composed of experts from
641 the Board and the public who shall be chosen to reflect the geographic and cultural diversity of the
642 County.
643

644 1. The Board shall appoint one Director to serve on each of the four Cultural Advisory
645 Committees.
646

647 2. The public members of the Cultural Advisory Committees shall be nominated by
648 the Executive Director following consultation with Authority staff, arts, heritage, historic
649 preservation, and cultural education agencies and commissions, cultural, professional and civic
650 organizations and the Authority Board, and shall be approved by the Authority Board.
651

652 3. Each Cultural Advisory Committee shall consist of between five and seven
653 members.
654

655 4. Terms of members shall not exceed two three-year terms including up to two years
656 as chairperson of that particular committee.
657

658 5. The chairperson of each Cultural Advisory Committee shall be a member of the
659 public and shall be elected by a vote of the simple majority of the quorum of the committee. The
660 chairperson may serve for two one-year terms as chair.
661

662 6. Each Cultural Advisory Committee shall advise the Board concerning the needs and
663 interests of its constituency; recommend policy, program initiatives and priorities; perform other
664 specific duties related to the Cultural Programs and the Public Art Program as described by King
665 County code and ordinance; and shall review and approve recommendations for Cultural
666 Programs funding made by juries and selection panels prescribed in Section 7.6 and transmit them
667 to the Board for final approval.
668

669 7. Cultural Advisory Committees may not act on behalf of the Authority nor bind it to
670 any action but may make recommendations to the Executive Director or the Board.
671

672 8. By giving notice as provided in the Bylaws, the chairperson of a Cultural Advisory
673 Committee may call a meeting of the committee. A simple majority of a committee's membership
674 shall constitute a quorum, and a majority of committee members present and voting at a meeting at
675 which a quorum is present is necessary for committee action.

676
677 9. The Executive Director or designee shall be an ex officio member of each
678 committee.

679 Section 7.5. Ad Hoc Advisory Committees to the Board.

680
681 A. The Board may establish Ad Hoc Advisory Committees as it deems necessary by a
682 simple majority vote of the quorum and shall define the purposes, powers, date of expiration, and
683 reporting requirements of each committee.
684

685
686 1. Ad Hoc Advisory Committees may not act on behalf of the Authority nor bind it to
687 any action but may make recommendations to the Board.
688

689 2. Committees shall generally consist of between three and five members, unless the
690 Board deems it necessary to increase the size of a committee to achieve broader public
691 representation or expertise, in which case the Board may establish a committee with up to seven
692 members.
693

694 3. The Board may appoint not more than two Directors to serve on each committee.
695

696 4. The public members of an Ad Hoc Advisory Committee shall be appointed by the
697 Board from nominations made by the Governance/Nominating Committee following consultation
698 with arts, heritage, historic preservation, and cultural education agencies and commissions,
699 cultural, professional, and civic organizations, Authority staff, and other Directors.
700

701 5. Terms of members shall be defined by the Board according to the purposes of the
702 committee but may not exceed six consecutive years on any one committee including up to two
703 years as chairperson of that particular committee.
704

705 6. Unless otherwise prescribed in the Bylaws, committee members shall elect a
706 chairperson for a one-year term by a vote of a simple majority of the quorum of the committee.
707

708 D. By giving notice as provided in the Bylaws, the chairperson of an Ad Hoc Advisory
709 Committee may call a meeting of the committee. A simple majority of a committee's membership
710 shall constitute a quorum, and a majority of committee members present and voting at a meeting at
711 which a quorum is present is necessary for committee action.
712

713 E. The Executive Director or designee shall be an ex officio member of each committee.
714

715 Section 7.6. Juries and Selection Panels. The Authority shall utilize peer review juries and
716 selection panels comprised of independent professionals and citizen representatives, not including

717 Directors, corporate officers or Authority staff, to review and evaluate applications for Cultural
718 Programs funding, within guidelines established by the Board or required by law, and recommend
719 funding awards. Juries and selection panels may be empanelled in accordance with guidelines
720 established by the Board.

721
722 ARTICLE VIII
723 General Requirements
724

725 Section 8.1. Board Review and Concurrence.
726

727 A. At least quarterly, the Board shall review monthly statements of income and expenses
728 which compare budgeted expenditures to actual expenditures. The Board shall review all such
729 information at regular meetings, the minutes of which shall specifically note such reviews and
730 include such information.

731
732 B. The Board shall review cultural programs funding recommendations and procedures
733 and give final approval of funding awards.
734

735 C. In addition to approval that may be required by King County, general or particular
736 authorization or review and concurrence of the Board by resolution shall be necessary for any of
737 the following transactions:
738

739 1. Transfer or conveyance of an interest in real estate other than release of a lien or
740 satisfaction of a mortgage after payment has been received or the execution of a lease for a current
741 term less than one year;
742

743 2. The contracting of debts, issuances of notes, debentures, or bonds, and the
744 mortgaging or pledging of Authority assets or credit to secure the same;
745

746 3. The donation of money, property or other assets belonging to the Authority to
747 public agencies or to non-profit associations. Donations are to be conducted in accordance with
748 the state constitutional provisions governing such gifts;
749

750 4. An action by the Authority as a surety or guarantor;
751

752 5. Adoption of an annual budget and a separate capital budget;
753

754 6. All capital expenditures in excess of twenty-five thousand dollars (\$25,000);
755

756 7. Certification of annual reports and statements to be filed with the County Council
757 Clerk as true and correct in the opinion of the Board and of its Directors except as noted;
758

759 8. Proposed amendments to this Charter or the Bylaws; and
760

761 9. Such other transactions, duties, and responsibilities as this Charter shall repose in
762 the Board or that the Board may reserve.

763
764 Section 8.2. Deposit of Public Funds. All moneys belonging to or collected for the use of the
765 Authority, coming into the hands of any corporate official or officer thereof, shall be deposited in
766 a qualified public depository as determined by the Washington Public Deposit Protection
767 Commission. Such monies may be invested at the direction of the Board, by resolution, in
768 investments which would be lawful for the investments of County funds.

769
770 Section 8.3. Establishment and Maintenance of Office and Records.

771
772 A. The Authority shall maintain a principal office at a location within the boundaries of
773 King County.

774
775 B. The Authority shall file and maintain with the County Council Clerk a current listing of
776 all Authority officials, their positions and their home addresses, their business and home phone
777 numbers, the address of its principal office and of all other offices used by it, and a current set of
778 the Bylaws.

779
780 C. The Authority shall maintain its records in a manner consistent with the Preservation
781 and Destruction of Public Records Act, chapter 40.14 RCW.

782
783 Section 8.4. Public Access to Records.

784
785 A. The Authority shall keep an official journal containing the minutes of proceedings at
786 all meetings of the Board and the resolutions of the Board.

787
788 B. Any person shall have access to public records and information of the Authority to the
789 extent required by State law.

790
791 Section 8.5. Budget Approval, Reports and Information Sharing.

792
793 A. Beginning in 2020, at least one hundred-twenty-five days before the end of each fiscal
794 year, the Authority shall transmit its budget for the following fiscal year to the County Executive,
795 who shall transmit the Authority budget to the County Council for acceptance. The Authority
796 shall transmit its budget to the County Executive after it has been approved by the Board. The
797 budget shall identify the budgeted operating and capital expenditures and full-time equivalent
798 positions for the following fiscal year. The Authority shall also transmit supporting data,
799 including but not limited to a statement of assets and liabilities, a financial plan that includes
800 actual expenditures, revenues and reserves for the preceding fiscal year and estimates of all
801 expenditures, revenues and reserves for the current fiscal year and the following five years.

802 B. The Authority shall by April 15 each year file an annual report with the County
803 Executive and the County Council containing a summary of significant accomplishments; an
804 updated estimate of expenditures for the current fiscal year; a summary of projects and activities to

805 be undertaken during the current year; a list of Authority officials and a list of officials bonded
806 pursuant to this Charter.

807
808 C. The Authority shall meet with the County Council two times per year, once to discuss
809 the Authority's annual report and once to discuss the Authority's plans and proposed expenditures
810 for the following year. The Authority shall meet at least one time per year with the County
811 Executive; and at least one time per year with Directors and administrators of County departments
812 and agencies that interface with the Authority.

813
814 Section 8.6. Audits and Inspections. The Authority shall, at any time during normal business
815 hours and as often as the County Executive, the County Council or the State Auditor deem
816 necessary, make available to the County Executive, the County Council and the State Auditor for
817 examination all of its financial records, and shall permit the County Executive, County Council
818 and State Auditor to audit, examine and make excerpts or transcripts from such records, and to
819 make audits of all contracts, invoices, materials, payrolls, records of personnel, conditions of
820 employment and other data relating to all the aforesaid matters. The County shall control and
821 oversee the Authority as required by State law. In exercising such control, the County Executive,
822 County Council, and State Auditor shall have no right, power or duty to supervise the daily
823 operations of the Authority, but shall oversee such operations through their powers to audit,
824 modify this Charter and the Bylaws, to confirm and remove Directors and the Executive Director,
825 and accept the annual operating and capital budgets, all as set forth in this Charter, all for the
826 purpose of safeguarding public funds and correcting any deficiency and assuring that the purposes
827 of the Authority are reasonably accomplished.

828
829 Section 8.7. Insurance. The Authority shall maintain in full force and effect public liability
830 insurance in an amount sufficient to cover potential claims for bodily injury, death or disability
831 and for property damage, which may arise from or be related to projects and activities of the
832 Authority, naming the County as an additional insured, if such insurance shall be available at a
833 reasonable price as determined by the Board.

834
835 Section 8.8. Conflict of Interest.

836
837 A. Except as provided in this section, no Director, corporate officer or employee of the
838 Authority may participate in Board decisions if that person or a member of that person's
839 immediate family has a financial interest in the issue being decided unless the financial interest is
840 a remote financial interest and participation is approved under subsection B of this section.

841
842 B. A Director, corporate officer or employee may participate in a decision if that person or
843 a member of that person's immediate family has only a remote financial interest, the fact and
844 extent of the interest is disclosed to the Board in a public meeting and is noted in the minutes of
845 the Board before any participation by the Director, corporate officer or employee in the decision,
846 and thereafter in a public meeting the Board by vote authorizes or approves the participation. If
847 the person whose participation is under consideration is a Director, that person may not vote under
848 this subsection. For purposes of this subsection, "remote financial interest" means:
849

- 850 1. That of a non-salaried officer or Director of a nonprofit corporation;
851
852 2. That of an employee or agent of a contracting party where the compensation of the
853 employee or agent consists entirely of fixed wages or salary and the contract is awarded by bid or
854 by other competitive process;
855
856 3. That of a landlord or tenant of a contracting party, except in cases where the
857 property subject to the lease or sublease is owned or managed by the Authority;
858
859 4. That of a holder of less than one percent of the shares of the corporation or
860 cooperative that is the contracting party; or
861
862 5. That of an owner of a savings and loan or bank savings or share account or credit
863 union deposit account if the interest represented by the account is less than two percent of the total
864 deposits held by the institution.
865

866 C. A Director, corporate officer or employee is not considered to be financially interested
867 in a decision when the decision could not affect the Director, corporate officer or employee, or
868 member of that person's immediate family, in a manner different from its effect on the public.
869

870 D. No Director, corporate officer or employee of the Authority shall accept, directly or
871 indirectly, any gift, favor, loan, retainer, entertainment or other thing of monetary value from any
872 person, firm or corporation having dealings with the Authority when such acceptance would
873 conflict with the performance of a Director, corporate officer or employee's official duties. A
874 conflict, or possibility of conflict, shall be deemed to exist where a reasonable and prudent person
875 would believe that it was given for the purpose of obtaining special considerations or influence;
876 provided that application of this provision shall take into consideration the established customs
877 and practices of the Authority as adopted or approved by the Board.
878

879 E. The Board may adopt additional conflict of interest and ethical rules it considers
880 appropriate.
881

882 F. For purposes of this section, "participate in a decision" includes all discussions,
883 deliberations, preliminary negotiations, and votes.
884

885 G. For purposes of this section, "immediate family" means:
886

887 1. A spouse or domestic partner;
888

889 2. Any parent, parent-in-law, parent of domestic partner, child, son-in-law, daughter-
890 in-law, son or daughter of domestic partner, who is dependent on the Director, corporate officer or
891 employee; and
892

893 3. Any parent, parent-in-law, parent of domestic partner, child, son-in-law, daughter-
894 in-law, child of domestic partner, sibling, sibling of domestic partner, uncle, aunt, cousin, niece or

895 nephew, or any uncle, aunt, cousin, niece or nephew of domestic partner, residing in the household
896 of the Director, corporate officer or employee.

897
898 H. Directors and corporate officers shall comply with the disclosure requirements of King
899 County Code chapter 3.04.

900
901 I. For violation of these ethics requirements, a Director, corporate officer or employee
902 may be subject to disciplinary action, including termination of position or employment.

903
904 J. The Board shall consider and make final decisions on all questions, issues and
905 complaints concerning compliance with these ethics requirements.

906
907 Section 8.9. Discrimination.

908
909 A. Board membership may not directly or indirectly be based upon or limited by creed,
910 age, race, color, religion, sex, sexual orientation, national origin, marital status or the presence of
911 any sensory, mental or physical handicap, unless such limitations are necessary for the
912 performance of the role and no less discriminatory alternatives are available.

913
914 B. To ensure equality of employment opportunity, the Authority shall not discriminate in
915 any matter related to employment based on creed, age, race, color, religion, sex, sexual
916 orientation, national origin, marital status or the presence of any sensory, mental or physical
917 handicap, unless such limitations are necessary for the performance of the role and no less
918 discriminatory alternatives are available. The Authority shall, in all solicitations or advertisements
919 for employees placed by or on behalf of the Authority state that all qualified applicants will
920 receive consideration for employment without regard to creed, age, race, color, religion, sex,
921 sexual orientation, national origin, marital status or the presence of any sensory, mental or
922 physical handicap, unless such limitations are necessary for the performance of the role and no
923 less discriminatory alternatives are available.

924
925 C. The Authority shall not discriminate in contracting based on creed, age, race, color,
926 religion, sex, sexual orientation, national origin, marital status or the presence of any sensory,
927 mental or physical handicap, unless such limitations are necessary for the performance of the role
928 and no less discriminatory alternatives are available.

929
930 Section 8.10. Bylaws.

931
932 A. The properly adopted Bylaws of the Authority shall be the official rules for the
933 governing of meetings and the affairs of the Authority.

934
935 B. The Bylaws may be amended as provided in this Charter in order to provide additional
936 or different rules for governing the Authority and its activities that are not inconsistent with this
937 Charter.

938 C. In the event of any conflict between this Charter and the Bylaws, this Charter shall
939 control.

940
941 Section 8.11. Limit on Liability. All liabilities incurred by the Authority shall be satisfied
942 exclusively from the assets and credit of the Authority. No creditor or other person shall have any
943 recourse to the assets, credit, or services of King County on account of any debts, obligations,
944 liabilities, acts or omissions of the Authority.

945
946 Section 8.12. Mandatory Disclaimer. The following disclaimer shall be posted in a prominent
947 place where the public may readily see it in the Authority's principal and other offices. It shall
948 also be printed or stamped on all contracts, bonds, and other documents that may entail any debt or
949 liability by the Authority.

950
951 The Cultural Development Authority of King County is organized pursuant to King
952 County Ordinance 14482 and RCW 35.21730 through 35.21.755, RCW 35.21.757 and
953 RCW 35.21.750. RCW 35.21.750 provides as follows: "[All] liabilities incurred by such
954 public corporation, commission, or authority shall be satisfied exclusively from the assets
955 and properties of such public corporation, commission or authority and no creditor or
956 other person shall have any right of action against the city, town, or county creating such
957 corporation, commission, or authority on account of any debts, obligations, or liabilities
958 of such public corporation, commission, or authority."

959
960 Section 8.13. Initial Transfer of Funds and Property to the Authority. Pursuant to King County
961 Ordinance 14482, on January 1, 2003 the Authority shall receive and be responsible for the funds
962 and property.

963
964 Section 8.14. Contracts. The Authority shall accept assignment of and complete contracts made
965 by the Office of Cultural Resources on behalf of King County, with the sole exception of contracts
966 for services and programs that were provided by the Office of Cultural Resources to facilitate the
967 regulatory function of the King County Landmarks Commission.

968
969
970 **ARTICLE IX**
971 **Amendments to Charter and Bylaws**

972
973 Section 9.1. Proposals to Amend Charter.

974
975 A. The Board may propose to King County that this Charter be amended. Such proposal
976 shall be by resolution passed by a procedure outlined in the Bylaws at a regular or special meeting
977 of the Board for which thirty days' advance written notice was given to Directors and the public.

978
979 B. When required by law, the Board shall propose to King County an amendment to this
980 Charter that will conform to and be consistent with said law. Such proposal shall be by resolution
981 passed by a procedure outlined in the Bylaws at a regular or special meeting of the Board for
982 which thirty days' advance written notice was given to Directors and the public.

983

984 C. As it deems necessary and appropriate, King County may propose to amend this
985 Charter on its own initiative.

986
987 Section 9.2. Amendments to Charter. This Charter may be amended only by King County
988 ordinance, whether in response to a resolution passed by the Authority's Board or on its own
989 initiative, as provided in King County ordinances. After adoption of a Charter amendment, the
990 revised Charter shall be issued and filed in the same manner as the original Charter.

991
992 Section 9.3. Amendments to Bylaws.

993
994 A. The Bylaws may be amended by a resolution passed by a majority of the Directors who
995 are appointed and confirmed at the time, or by the County by ordinance to conform the Bylaws to
996 amendments to this Charter. Bylaws shall be reviewed annually by the Executive Committee
997 which shall make recommendations, if any, for amending the Bylaws. At any other time,
998 amendments to the Bylaws may be introduced by any Director for consideration by the Board.
999

1000 B. Amendments to the Bylaws shall be effective ten (10) days after filing of same with the
1001 County Council Clerk, unless such amendment(s) shall have been passed by unanimous vote of
1002 the Board and an earlier effective date set.

1003
1004 ARTICLE X
1005 Dissolution

1006
1007 Section 10.1. Insolvency.

1008
1009 A. If the Board determines the Authority is or may become insolvent, the Board shall
1010 adopt a resolution notifying the County of the determination, the reasons for the determination and
1011 the actions, if any, to be taken by the Authority or the County to regain solvency or avoid
1012 insolvency. The Secretary of the Board shall promptly provide a copy of the resolution to the
1013 County Executive and to each member of the County Council.

1014
1015 B. Following adoption of the resolution and until notified otherwise by the County, the
1016 Board shall take actions as necessary to meet legal and contractual obligations of the Authority
1017 and preserve and maintain the assets and properties of the Authority.

1018
1019 C. The Board shall provide information requested by the County and comply with
1020 instructions and directions provided by the County.

1021
1022 D. If the County determines the Authority is or may become insolvent, the County shall
1023 notify the superior court of King County, which shall proceed under RCW 35.21.750.

1024
1025 E. Upon the determination of insolvency, the officers of the Authority shall preserve and
1026 maintain the assets and properties of the Authority until otherwise directed by order of the court.
1027

1028 Section 10.2. Dissolution.

1029
1030 A. If the Board determines for any reason the purposes of the Authority are not being or
1031 may not be fulfilled, the Board shall adopt a resolution recommending that the County dissolve the
1032 Authority.

1033
1034 B. Following adoption of the resolution and until notified otherwise by the County, the
1035 Board shall take actions as necessary to meet legal and contractual obligations of the Authority
1036 and preserve and maintain the assets and properties of the Authority.

1037
1038 C. The Board shall provide information requested by the County and comply with
1039 instructions and directions provided by the County.

1040
1041 D. If the County dissolves the Authority, the County shall notify the superior court of
1042 King County which shall proceed under RCW 35.21.750.

1043
1044 E. Upon the determination of dissolution, the officers of the Authority shall preserve and
1045 maintain the assets and properties of the Authority until otherwise directed by order of the court.

1046
1047 ARTICLE XI
1048 Approval of Charter

1049
1050 This Charter was approved by King County Ordinance _____, is effective on _____
1051 and supersedes all previous Charters.

1
2
3 **BYLAWS**
4 **of the**
5 **CULTURAL DEVELOPMENT AUTHORITY OF KING COUNTY**

6 **ARTICLE I**
7 **Board of Directors**

8 Section 1.1. Nominations – Initial Terms.
9

10 A. Initial Directors shall be appointed based on recommendations of a community-based
11 nominating committee (“Initial Board Nominating Committee”) consisting of eleven (11)
12 members. The County Executive shall designate one member of the Executive staff to represent
13 the Office of the County Executive; the County Council shall designate two of its members to
14 represent the County Council; the King County Arts Commission shall designate one member
15 from the arts; the King County Landmarks Commission shall designate one member from
16 heritage and one member from historic preservation; the King County Public Art Commission
17 shall designate one member from public art; staff of the King County Office of Cultural
18 Resources shall consult with the cultural community to designate four additional public members
19 with a range of talents, experience, backgrounds, and viewpoints. Staff of the Office of Cultural
20 Resources or its designated representative shall facilitate the formation and operations of the
21 nominating committee.
22

23 B. The Initial Board Nominating Committee shall recommend to the County Executive a
24 slate of candidates and the length of the initial term of office for each candidate.
25

26 C. The Committee shall elect a chairperson and establish a meeting schedule at its initial
27 meeting. The Committee shall elicit and consider recommendations for Board membership from
28 arts, heritage, historic preservation, and cultural education agencies and commissions; cultural,
29 professional, and civic organizations; staff of the Office of Cultural Resources; and others.
30

31 D. The Initial Board Nominating Committee or a sub-committee formed by the
32 nominating committee shall meet with individual candidates to determine which ones best meet
33 requirements for the overall mix of talents, experience, backgrounds, viewpoints, expertise, and
34 geographic and cultural diversity established by the Charter. The Committee shall establish a
35 pool of qualified candidates and shall nominate from that pool one candidate for each of the
36 fifteen (15) positions on the Board, and shall designate the length of the initial term for each
37 nominee according to the Charter.
38

39 E. The Committee shall transmit its recommendations, along with a summary of
40 qualifications, to the County Executive in a timely manner. The County Executive shall consider
41 the recommendations and, based on the recommendations and other nominations, if any, appoint
42 Directors to the Board. The appointments of the County Executive shall be subject to
43 confirmation by the County Council.
44

45 F. If requested by the County Executive, the nominating committee shall reconvene and
46 nominate additional candidates.

47
48 Section 1.2. Nominations - Expired Terms. The Board may make nominations for candidates
49 for appointment or reappointment to fill expired terms on the Board. If the Board makes such a
50 nomination, it shall be submitted, along with a summary of qualifications, to the County
51 Executive or County Councilmember making the appointment according to Section 5.2 of the
52 Charter not later than three months prior to the date the term is due to expire. Nominations shall
53 be made by the Board of Directors as set forth in the Charter.

54
55 Section 1.3. Vacancies. Vacancies on the Board shall be filled in the same manner as expired
56 terms. A vacancy or vacancies on the Board shall be deemed to exist in the case of death or
57 disability, upon receipt of a letter of resignation, or upon removal from office of any Director as
58 provided herein. Upon such an occurrence, the Board may nominate a replacement for such a
59 member as prescribed in the Charter. Directors are subject to appointment and confirmation as
60 prescribed in the Charter.

61
62 Section 1.4. Status of Appointed Directors. Directors appointed by the County Executive shall
63 serve in an acting capacity until confirmed by the County Council. Acting Directors may attend
64 meetings and participate in the discussions of the Board's business, but shall not have a vote on
65 matters before the Board nor shall they be considered for purposes of determining a quorum.
66 Once confirmed, appointees shall have the full power and responsibility of a Director provided
67 by the Charter and these Bylaws.

68
69 Section 1.5. Hold Over. In the event that a Director's term expires and a successor has not been
70 confirmed, the Director whose term has expired shall continue to serve until the Director's
71 successor has been duly appointed and confirmed.

72
73 Section 1.6. Attendance at Meetings. If any Director has an unexcused absence for more than
74 three consecutive regular or special meetings of the Board, such Director may be recommended
75 for removal from the Board by majority vote of the Board. The Board's recommendation for
76 removal of a Director for unexcused absences shall be sent to the County Executive with a
77 recommendation for a replacement for the vacancy as described in Section 1.3. A Director is
78 also expected to attend at least one half of all meetings of any committee of the Board or
79 advisory committee to the Board on which the Director serves. Directors may not appoint
80 representatives or designees to attend meetings on their behalf.

81
82 **ARTICLE II**
83 **Officers**
84

85 Section 2.1. Officers Designated. The officers of the Authority shall be a President, Vice
86 President, Secretary, and Treasurer, each of whom shall be elected by the Board. Such other
87 officers and assistant officers as may be deemed necessary may be elected or appointed by the
88 Board. No person may simultaneously hold more than one office. In addition to the powers and

89 duties specified below, the officers shall have such powers and perform such duties as the Board
90 may prescribe.

91

92 Section 2.2. Election, Qualifications and Term of Office.

93

94 A. Each of the officers shall be elected by the Board from among its members. The
95 officers shall be elected by the Board at the quarterly meeting held the second Wednesday of
96 October, and each shall serve until the officers' successors are elected.

97

98 B. The first officers of the Board shall be elected by the Board at its organizational
99 meeting. The terms of office of the initially appointed officers shall commence upon election
100 and shall be staggered as follows:

101

102 1. Group I - President and Treasurer shall serve for two-year terms;

103

104 2. Group II - Vice President and Secretary shall serve for one-year terms.

105

106 C. Following the expiration of the terms of the initially appointed officers, all officers
107 shall be elected to serve a full two-year term. No officer may serve more than two full,
108 consecutive terms in the same office.

109

110 Section 2.3. Powers and Duties.

111

112 A. The President shall preside at all meetings of the Board of Directors. The President
113 may sign and execute, in the name of the Authority deeds, mortgages, leases, bonds, contracts
114 and other instruments duly authorized by the Board of Directors, and generally shall perform all
115 duties incident to the office of President and such other duties as may from time to time be
116 assigned to such office by the Board of Directors.

117

118 B. The Vice-President shall perform all duties of the President at the request of the
119 President or in case of the absence, disability or other inability to perform of the President, and,
120 when so acting, shall have all the powers of, and be subject to all restrictions upon, the President.
121 In addition, the Vice-President shall chair the Governance/Nominating Committee established by
122 the Charter and perform such other duties as may from time to time be assigned to that office by
123 the Board of Directors or the President.

124

125 C. The Secretary shall:

126

127 1. Certify and keep at the office of the Authority, or at such other place as the Board
128 of Directors may order, the original or a copy of the Bylaws, as they may have been amended;

129

130 2. Keep at the office of the Authority, or at such other place as the Board of Directors
131 may order, a book of minutes of all meetings of the directors, recording therein the time and

132 place of holding, whether regular or special, and, if special, how authorized, the notice thereof
133 given, and the proceedings thereat;

134
135 3. See that all notices are duly given in accordance with the provisions of these
136 Bylaws or as required by law;

137
138 4. Be custodian of the records and seal of the Authority;

139
140 5. Exhibit at all reasonable times to any Board member, upon request, the Bylaws
141 and minutes of the proceedings of the directors of the Authority; and

142
143 6. In general, perform all duties of the office of Secretary and such other duties as
144 may from time to time be assigned to such office by the Board of Directors or the President.

145
146 D. The Treasurer shall have the care, custody of and be responsible for all funds and
147 investments of the Authority, and shall cause to be kept regular books of account. The Treasurer
148 shall cause to be deposited all funds and other valuable effects in the name of the Authority in
149 such depositories as may be required by law, or, if not required, as designated by the Board. In
150 general, the Treasurer shall perform all of the duties incident to the office of Treasurer.

151
152 Section 2.4. Removal. Upon reasonable prior notice to all Directors of the alleged reasons for
153 dismissal, the Board by an affirmative vote of the majority of the Directors who are appointed
154 and confirmed office may recommend to the county the removal of any officer from the officer's
155 office whenever in the Board's judgment the best interests of the Authority will be served
156 thereby.

157
158 Section 2.5. Vacancies. The Board shall fill any office that becomes vacant with a successor
159 who shall hold office for the unexpired term and until the successor shall have been duly elected
160 and qualified.

161
162 **ARTICLE III**
163 **Executive Director**

164
165 Section 3.1. Selection. The Executive Committee shall establish a method of recruitment for the
166 position of Executive Director, shall jointly review all qualified applications for the position, and
167 shall interview at least three candidates (unless fewer than three qualified applicants exist), and
168 shall recommend a candidate to the full Board. The Board may approve or disapprove of a
169 candidate by a simple majority vote of the quorum. The Board shall report its recommendation
170 for selection of the Executive Director, along with a summary of the recommended person's
171 qualifications, to the County Executive for appointment, subject to confirmation by motion by
172 the County Council. The Executive Director shall serve at the pleasure of the Board.

173
174

175 Section 3.2. Responsibilities. The Executive Director shall be the chief executive officer of the
176 Authority and shall have the following responsibilities: (i) develop and implement services,
177 programs and projects that support the Authority's mission and purposes; (ii) develop and
178 propose an annual operating budget for Board approval; (iii) recruit, hire and manage
179 professional and clerical staff; (iv) establish operational procedures (v) manage operations
180 within the limits of budgets and guidelines established by the Board; (vi) authorize payments for
181 contracts, grants and expenditures; (vii) select office space; (viii) establish a chart of accounts;
182 (ix) perform or manage operational duties required to implement Board policy and ensure the
183 efficient operations of the Authority; (x) approve members of the Cultural Advisory Committees
184 as provided in the Charter; and (xi) serve as an ex officio member on all standing or ad hoc
185 committees of the Board or Authority.

186
187 Section 3.3. Performance Review. The Executive Committee shall evaluate the Executive
188 Director's performance on an annual basis and shall provide a confidential, written review to the
189 Executive Director. If a majority of the Executive Committee determines the performance of the
190 Executive Director to be unsatisfactory, the Executive Committee shall recommend appropriate
191 action to the Board.

192
193 Section 3.4. Acting Executive Director. The person serving as manager of the King County
194 Office of Cultural Resources on December 31, 2002 shall become acting Executive Director of
195 the Authority effective on January 1, 2003 and shall serve until the Board approves a permanent
196 Executive Director, which shall be completed no later than six months from the date the
197 Authority commences operations.

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ARTICLE IV
Meetings of the Board

Section 4.1. Regular Board Meetings. Regular meetings of the Board shall be held at least four
(4) times each year; provided, however, that the Board may alter such regular meeting time and
place by resolution. Board meetings will occur on the second Tuesday of January, April, July
and October. Board meetings will be held at the offices of the Authority, 506 Second Avenue,
Room 200, Seattle, WA, 98104, at a regularly scheduled time, to be determined by the Board.

Section 4.2. Special Board Meetings. Subject to requirements of the Charter, special meetings
of the Board may be held at any place at any time whenever called by the President or a majority
of the Directors.

Section 4.3. Notice of Regular Board Meetings. No notice of the regular meeting shall be
required, except of the first regular meeting after any change in the time or place of such meeting
adopted by resolution of the Board as above provided. Notice of such changed regular meeting
shall be given by the Secretary or by the person or persons calling the meeting by personal
communication over the telephone to each Board member at least twenty-four (24) hours prior to
the time of the meeting or by at least three (3) days' notice by mail, telegram or written
communication. If mailed, notice shall be mailed by United States mail, postage prepaid, to the

219 last known address of each Board member. In addition, the Authority shall routinely provide
220 reasonable notice of meetings to any individual specifically requesting it in writing. At any
221 regular meeting of the Board, any business may be transacted and the Board may exercise all of
222 its powers.
223

224 Section 4.4. Notice of Special Board Meetings. Notice of all special meetings of the Board shall
225 be given by the Secretary or by the person or persons calling the special meeting by delivering
226 personally or by mail written notice at least twenty-four (24) hours prior to the time of the
227 meeting to each Board member and to each local newspaper of general circulation and to each
228 radio or television station that has requested notice as provided in RCW 42.30.080. In addition,
229 the Authority shall provide notice of special meetings to any individual specifically requesting it
230 in writing. The time and place of the special meeting and the business to be transacted must be
231 specified in the notice.
232

233 Section 4.5. Waiver of Notice. Notice as provided in these Bylaws may be dispensed with as to
234 any member of the Board who at or prior to the time the meeting convenes files with the Board a
235 written waiver of notice or who is actually present at the meeting at the time it convenes. Such
236 notice may also be dispensed with as to special meetings called to deal with an emergency
237 involving injury or damage to persons or property or the likelihood of such injury or damage,
238 where time requirements of such notice would make notice impractical and increase the
239 likelihood of such injury or damage. Notice, as provided in the Charter concerning proposed
240 amendments to the Charter or Bylaws and votes on such amendments, may not be waived.
241

242 Section 4.6. Notice to King County Council. Notice of all meetings and minutes of all meetings
243 of the Board shall be given to the Clerk of the King County Council and the County Executive.
244

245 ARTICLE V

246 General Requirements

247
248 Section 5.1. Books and Records. The Authority shall keep current and complete books and
249 records of account.
250

251 Section 5.2. Minutes. The Authority shall keep minutes of the proceedings of its Board and its
252 committees having any of the authority of the Board.
253

254 Section 5.3. Indemnification of Directors. The Authority elects to defend and indemnify its
255 present and former Directors and officers and their successors, spouses and marital communities
256 to the full extent authorized by law and the Charter. In addition, the right of indemnification
257 shall inure to each Board member or officer and the member's or officer's spouses and marital
258 communities upon the member's or officer's appointment to the Board and in the event of the
259 member's or officer's death shall extend to the member's or officer's heirs, legal representatives
260 and estate. Each person who shall act as Board member or officer of the Authority shall be
261 deemed to do so in reliance upon such indemnification and such rights shall not be exclusive of
262 any other right which the person may have.

263
264 Section 5.4. Fiscal Year. The Fiscal Year of the Authority shall commence January 1 and end
265 December 31 of each year, except the first fiscal year, which shall run from October 1, 2002 to
266 December 31, 2002.

267
268 Section 5.5. Principal Office. The principal office of the Authority shall be in King County.

269
270 ARTICLE VI
271 Amendments to Charter and Bylaws

272
273 Section 6.1. Proposals to Amend Charter and Bylaws.

274
275 A. Proposals to amend the Charter or Bylaws shall be presented in a format which strikes
276 over material to be deleted and underlines new material.

277
278 B. Any Board member may introduce a proposed amendment to the Charter or to the
279 Bylaws (which may consist of new Bylaws) at any regular meeting or at any special meeting of
280 which thirty (30) days' advance notice has been given.

281
282 Section 6.2. Board Consideration of Proposed Amendments. If notice of a proposed amendment
283 to the Charter or to the Bylaws, and information including the text of the proposed amendment
284 and a statement of its purpose and effect, is provided to members of the Board fifteen (15) days
285 prior to any regular Board meeting or any special meeting of which thirty (30) days' advance
286 notice has been given, then the Board may vote on the proposed amendment at the same meeting
287 as the one at which the amendment is introduced. If such notice and information is not so
288 provided, the Board may not vote on the proposed amendment until the next regular Board
289 meeting or special meeting of which thirty (30) days advance notice has been given and at least
290 fifteen (15) days prior to which meeting such notice and information is provided to Directors.
291 Germane amendments to the proposed amendment within the scope of the original amendment
292 will be permitted at the meeting at which the vote is taken.

293
294 Section 6.3. Vote Required for Amendments to Charter or Bylaws. Resolutions of the Board
295 approving proposed amendments to the Charter or amendments to the Bylaws require an
296 affirmative vote of a majority of the Directors who are appointed and confirmed as provided in
297 the Charter.

298
299 Section 6.4. County Approval of Proposed Charter Amendments. Proposed Charter
300 amendments adopted by the Board shall be submitted to King County. The Charter may be
301 amended only by ordinance as provided in the Charter.

302
303 Section 6.5. Approval of Proposed Bylaws Amendments. Proposed Bylaws amendments that
304 obtain an affirmative vote of a majority of the Directors who are appointed and confirmed shall
305 be effective as provided in the Charter. The County may propose and enact amendments to the

306 Bylaws by ordinance as necessary to conform the Bylaws to amendments to the Charter, as
307 provided in the Charter.

308

309

ARTICLE VII
Approval of Bylaws

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312 These Bylaws were approved by King County Ordinance _____, are effective
313 on _____ and supersede all previous Bylaws.

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