

**CHARTER
of the
CULTURAL DEVELOPMENT AUTHORITY OF KING COUNTY**

**ARTICLE I
Establishment and Commencement**

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

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

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

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

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

**ARTICLE II
Purposes**

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

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

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

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1. Develop partnerships with municipalities, government agencies and the private sector throughout the region to expand the presence of cultural experiences and activities; enhance the built environment and sense of place through the creation of public art and the preservation of historic resources; and promote lifelong learning opportunities through cultural education;
2. Stimulate regional economic development through cultural tourism initiatives and support for arts and heritage organizations, individuals, institutions, and cultural attractions; historic preservation; and public art;
3. Advise the County Executive and Council regarding Cultural Resources policies and issues;
4. Ensure that a commitment to Cultural Resources remains a high priority within state, county and local governments;
5. Administer the Cultural Programs funded by Hotel/Motel tax revenues in accordance with RCW 67.28.180(3)(a) and all other applicable laws; establish and implement policies, guidelines and selection procedures; award and administer grant contracts;
6. Administer the Public Art Program funded by County capital funds or other designated County revenues; establish and implement policies, guidelines and selection procedures; award and administer contracts for artistic services and commissioned artwork;
7. Continue the cultural services, programs, and activities formerly provided by the King County Office of Cultural Resources with the sole exception of those services and programs that are provided by the King County Landmarks Commission for land use regulation and archaeological management purposes;
8. Receive, manage and steward all Hotel/Motel tax revenues designated by the state of Washington and appropriated by the County for cultural purposes in King County;
9. Receive, manage and steward all funds designated by County ordinance for public art purposes;
10. Receive and manage other revenues designated or appropriated by King County for cultural purposes related to the services, projects and programs of the Authority;
11. Further the goals and objectives of the King County Comprehensive Plan; and
12. If so designated by county ordinance, administer a cultural access program in accordance with chapter 36.160 RCW.

C. The Authority shall receive and manage any other funds and fees necessarily or reasonably related to the purposes of this Charter.

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

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

ARTICLE III Definitions

As used herein, the term:

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

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

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

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

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

"County" means King County.

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

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

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

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

"Cultural Programs" means the grant funding programs described in K.C.C chapter 2.48 supported by the Arts and Cultural Development Fund and Cultural Resources Endowment Fund that includes Cultural Education Program, Cultural Facilities Program, Special Projects Program, and Sustained Support Program for Arts and Heritage.

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

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

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

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

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

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

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

"Resolution" means an action taken by the board with the quorum established in Section 5.4 ~~of this Charter.~~

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

ARTICLE IV Powers

Section 4.1. Powers. Except as limited by the state constitution and state law, the King County Charter, King County Ordinances ~~14482~~, or this Charter, the Authority may exercise all lawful powers necessary or convenient to effect the purposes for which the Cultural Development Authority is organized to perform authorized corporate functions, as provided in this Charter and the Bylaws, and as may be conferred by federal, state, and local law, and King County ordinance, including, without limitation, the power to make and manage policies, procedures, guidelines, initiatives, programs, projects, marketing or promotional campaigns, and other endeavors to foster and implement the purposes of the Authority. The Authority's powers shall include, but are not limited to, the following:

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

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

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

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

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

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

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

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

1. Own and sell real and personal property;
2. Contract for any corporate purpose with the United States, a state, and any political subdivision or agency of either, and with individuals, associations and corporations; provided, that

each such contract or agreement that may or will obligate the County in the future shall be subject to prior written approval by the County;

3. Sue and be sued in its name;
4. Lend and borrow funds;
5. Do anything a natural person may do, except as limited by law or ordinance;
6. Transfer any funds, real or personal property, property interests, or services; provided, that each such transfer shall be subject to written approval by the County;
7. Solicit, receive and administer federal, state, local and or private funds, goods, or services for any purpose consistent with the purposes and powers of this Charter;
8. Purchase, lease, exchange, mortgage, encumber, improve, use, or otherwise transfer or grant security interests in real or personal property or any interests therein; grant or acquire options on real and personal property; and contract regarding the income or receipts from real and personal property; provided, that each such action that may or will obligate the County in the future shall be subject to prior written approval by the County;
9. Issue negotiable bonds and notes in conformity with applicable provisions of the Uniform Commercial Code and state law in such principal amounts as, in the discretion of the Authority, shall be necessary or appropriate to provide sufficient funds for achieving any corporate purposes; provided, however, that all bonds and notes or liabilities occurring thereunder shall be satisfied exclusively from the assets, properties or credit of such Authority, and no creditor or other person shall have any recourse to the assets, credit or services of the County thereby, unless the County shall by ordinance expressly guarantee such bonds or notes;
10. Contract for, lease, and accept transfers, gifts or loans of funds or property from the United States, a state, and any municipality or political subdivision or agency of either, including property acquired by any such governmental unit through the exercise of its power of eminent domain, and from corporations, associations, individuals or any other source, and to comply with the terms and conditions thereof;
11. Manage, on behalf of the United States, a state, and any municipality or political subdivision or agency of either, any property acquired by such entity through gift, purchase, construction, lease, assignment, default, or exercise of the power of eminent domain;
12. Recommend to appropriate governmental authorities public improvements and expenditures in areas of the County in which the Authority by this Charter has a particular responsibility;

13. Initiate, carry out, and complete such improvements of benefit to the public consistent with this Charter as the United States, a state, and any municipality or political subdivision or agency of either may request;

14. Recommend to the United States, a state, and any municipality or political subdivision or agency of either, consistent with all applicable laws, such tax, financing, and security measures as the Authority may deem appropriate to maximize the public interest in activities in which the Authority by this Charter has a particular responsibility;

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

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

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

18. Invest and reinvest its funds;

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

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

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

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

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

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

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

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

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

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

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

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

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

3. Defend and indemnify any current or former Board member or employee and their successors, spouses and marital communities against all costs, expenses, judgments, and liabilities, including attorneys' fees, reasonably incurred by or imposed upon ~~him or her~~them in connection with or resulting from any civil claim, action, or proceeding in which ~~he or she~~they ~~are~~is or may be made a party by reason of the current or former Board member's position on the Board or the

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~~employee's employment being or having been a corporate official~~, or by reason of any action alleged to have been taken or omitted by ~~him or her~~them ~~as such official in their respective capacities~~, provided that ~~he or she was~~they were acting in good faith on behalf of the Authority and within the scope of duties imposed or authorized by law. This power of indemnification shall not be exclusive of other rights to which corporate officials may be entitled as a matter of law;

4. Purchase insurance to protect and hold personally harmless any of its officials, its employees, and its agents from any civil action, claim, or proceeding instituted against the foregoing individuals arising out of the performance, in good faith, of duties for, or employment with, the Authority and to hold these individuals harmless from any expenses connected with the defense, settlement, or monetary judgments from such actions, claims, or proceedings. The purchase of such insurance and its policy limits shall be discretionary with the Board, and such insurance shall not be considered to be compensation to the insured individuals. The powers conferred by this subsection shall not be exclusive of any other powers conferred by law to purchase liability insurance;

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

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

ARTICLE V**Board Of Directors And Corporate Officers**

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

Section 5.2. Composition of the Board.

A. The Board shall be composed of fifteen (15) Directors and five ex officio members as specified below. The Board Director positions shall be designated by position numbers 1 through 15. ~~The Directors shall be appointed by the County Executive and serve their terms as provided in this Charter. Appointments shall be subject to confirmation by the County Council. Directors shall be nominated as specified in Sections 5.3 and 7.3 of this Charter. In the event it has created a~~

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~~constituency or other membership organization, the Authority shall elicit and consider recommendations for Board membership from such organization.~~

B. Directors shall have a demonstrated commitment to and knowledge of cultural resources, shall be active and experienced in community and civic issues and concerns, and shall have the ability to evaluate the needs of cultural constituencies in the region as a whole. Directors shall represent a range of talents, experience, backgrounds, and viewpoints and shall be sought from a range of: professional artists; arts administrators; architects; landscape architects; administrators, professionals and specialists in heritage and historic preservation; administrators, professionals and specialists in cultural education; urban planners and designers; ~~and~~ attorneys; ~~and from~~ community arts and heritage activists; ~~and from sectors of the business community~~ professionals; and ~~from~~ the community at large. ~~At least one Director shall have expertise in arts; at least one Director shall have expertise in public art; at least one Director shall have expertise in heritage; at least one Director shall have expertise in historic preservation; and at least one Director shall be from the business community.~~ Directors shall be residents of King County and shall be chosen to reflect the geographic and cultural diversity of the County. No more than six Directors from any one municipality shall serve on the Board at the same time.

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

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

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

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

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

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

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

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

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

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

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

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

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

Section 5.3. Terms of Office.

~~A. The terms of office of the initially appointed Directors shall commence October 1, 2002 or upon issuance of this Charter, whichever comes later. Initial terms shall be staggered as follows:~~

~~Group I. Five Directors for one year terms, to terminate on December 31, 2003~~

~~Group II. Five Directors for two year terms, to terminate on December 31, 2004~~

~~Group III. Five Directors for three year terms, to terminate on December 31, 2005~~

~~B. Nominations of the initial Directors shall be made to the County Executive by a community-based Initial Board Nominating Committee established as specified in the Bylaws. In making the nominations of the initial Directors, the Initial Board Nominating Committee shall designate which nominees should be assigned to the three groups identified in subsection 5.3.A above for purposes of determining the length of terms of such initial Directors.~~

~~C.~~ Terms of office shall expire on the last day of December of the year in which the respective group is scheduled to terminate. Each Director shall continue to serve until his or her the Director's successor has been appointed and confirmed.

~~D. Except for the initial Directors identified in Groups I and II above, each~~ B. Each Director shall be appointed to serve for a three-year term, commencing on January 1st. Each Director may serve up to two full consecutive terms.

~~E. Initial terms for Groups I, II and III in subsection 5.3.A above shall be considered a full term.~~

~~FC.~~ A Director shall be deemed to have served one full term if such Director serves two years or more of an unexpired term.

~~G. Nominations for new appointees or for reappointment of existing Directors shall be processed in the manner provided in the Bylaws.~~

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

~~HE.~~ 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 and Removal 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. The County by ordinance may remove the Executive Director for any reason after a full public hearing.

~~Section 5.7. Removal of Directors. If, after a full public hearing, the County for any reason determines that any or all of the directors should be removed from office, the county County may by ordinance remove such director or directors. The term of any director removed pursuant to this section shall expire when the removal ordinance takes effect. Vacancies created under this section shall be filled in the manner provided in the charter.~~

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 ~~his or her~~ 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.

C. The County Council shall designate three of its members to serve as ex officio members of the Board. Each County Council member so designated shall serve for one year and may be reappointed for a total of three (3) years. Each 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.

D. The Executive Director ~~of the Authority~~ shall be an ex officio member of the Board.

ARTICLE VI Meetings

Section 6.1. Meetings of the Board.

A. The Board shall meet in regular meetings at least four (4) times each year. The Board may conduct special meetings as provided by this Charter, the Bylaws or ~~RCW 42.30.010, et seq in accordance with chapter RCW 42.30 RCW.~~

B. The Board shall be the governing body of a public agency as defined in chapter RCW 42.30 RCW ~~RCW 42.30.020~~, and all meetings of the Board shall be held and conducted in accordance with chapter RCW 42.30 RCW.010, et seq. Notice of meetings shall be given in a manner consistent with chapter RCW 42.30 RCW.010, et seq. In addition, the Authority shall routinely provide reasonable notice of meetings to any individual specifically requesting it in writing.

C. All Board meetings, including Executive Committee and all other permanent and ad hoc committee meetings, shall be open to the public to the extent required by chapter RCW 42.30 RCW.010, et seq. The Board and committees may hold executive sessions to consider matters ~~enumerated as authorized under in chapter RCW 42.30 RCW.010, et seq.~~, or privileged matters recognized by law, and shall enter the cause therefor upon its official journal. At all public meetings, any citizen shall have a reasonable opportunity to address the Board either orally or by written petition.

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

Section 6.3. Record Keeping.

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

B. Each regular quarterly meeting of the Board shall be recorded by a recording device selected by the Board. Such proceedings may also be recorded by a court reporter provided by and at the expense of any person wishing such a record. If subject to disclosure, a copy of the recording of any meeting or any part thereof shall be furnished to any person upon written request and payment of the reasonable expense thereof.

ARTICLE VII

Committees, Advisory Committees, Juries, and Selection Panels

Section 7.1. Committees of the Board.

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

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

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

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

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

Section 7.2. Executive Committee.

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

B. The Executive Committee shall represent the Board and, except as prohibited by this Charter, the Bylaws or King County ~~Ordinances 14482~~, act for and on behalf of the Board.

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

Section 7.3. Governance/Nominating Committee.

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

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

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

D. For appointments or ~~re-appointments~~reappointments to the Board, the Governance/Nominating Committee ~~shall~~may report its recommendations for either new appointees ~~and/or~~ reappointment, or both, to the Board. The Board ~~shall~~may consider those recommendations and may nominate those candidates by a simple majority vote of the quorum. Following If the Board makes such a nomination, the Board shall transmit the name of each

nominee, along with a summary of qualifications for each, to the County Executive ~~or County Councilmember making the~~for appointment, according to Section 5.2. The County Executive and County Councilmembers may appoint Directors from among those forwarded by the Board or other qualified candidates.~~If requested by the Board or the County Executive, the Governance/Nominating Committee shall reconvene and nominate additional candidates.~~

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

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

G. Meetings of the Governance/Nominating Committee shall be called by the committee chairperson with notice as established by this Charter, and shall be presided over by the chairperson. A simple majority of the total number of Committee members shall constitute a quorum for the transaction of committee business. All official actions of the committee require a simple majority vote of the quorum.

Section 7.4. Cultural Advisory Committees.

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

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

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

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

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

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

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

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

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

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

9. The Executive Director ~~of the Authority~~, or ~~his or her~~ designee, shall be an ex officio member of each committee.

Section 7.5. Ad Hoc Advisory Committees to the Board.

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

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

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

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

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

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

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

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

E. The Executive Director ~~of the Authority~~, or ~~his or her~~ designee, shall be an ex officio member of each committee.

Section 7.6. Juries and Selection Panels. The Authority shall utilize peer review juries and selection panels comprised of independent professionals and citizen representatives, not including Directors, corporate officers or Authority staff, to review and evaluate applications for Cultural Programs funding, within guidelines established by the Board or required by law, and recommend funding awards. Juries and selection panels may be empanelled in accordance with guidelines established by the Board.

ARTICLE VIII

General Requirements

Section 8.1. Board Review and Concurrence.

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

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

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

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

2. The contracting of debts, issuances of notes, debentures, or bonds, and the mortgaging or pledging of Authority assets or credit to secure the same;
3. The donation of money, property or other assets belonging to the Authority to public agencies or to non-profit associations. Donations are to be conducted in accordance with the state constitutional provisions governing such gifts;
4. An action by the Authority as a surety or guarantor;
5. Adoption of an annual budget and a separate capital budget;
6. All capital expenditures in excess of twenty-five thousand dollars (\$25,000);
7. Certification of annual reports and statements to be filed with the County Council Clerk as true and correct in the opinion of the Board and of its Directors except as noted;
8. Proposed amendments to this Charter or the Bylaws; and
9. Such other transactions, duties, and responsibilities as this Charter shall repose in the Board or that the Board may reserve.

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

Section 8.3. Establishment and Maintenance of Office and Records.

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

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

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

Section 8.4. Public Access to Records.

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

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

Section 8.5. **Budget Approval, Reports and Information Sharing.**

A. At least ninety-five days prior to the end of each fiscal year, the Authority shall transmit its budget for the following fiscal year to the County Council Clerk, in both electronic and hard copy form. The Authority shall transmit its budget to the County Council after it has been approved by the Cultural Development Authority Board. The budget shall identify the budgeted operating expenditures and full-time equivalent positions for the following fiscal year and the budgeted capital expenditures for the next six fiscal years. The Authority shall also transmit supporting data, including but not limited to a statement of assets and liabilities, a financial plan that includes actual expenditures, revenues and reserves for the preceding fiscal year and estimates of all expenditures, revenues and reserves for the current fiscal year and the following five years.

B. The Authority shall by April 15 each year file an annual report with the County Executive and the County Council containing ~~a statement of assets and liabilities, income and expenditures and changes in its financial position during the previous year;~~ a summary of significant accomplishments; ~~a list of depositories used; a projected operating budget for the current fiscal year; an updated estimate of expenditures for the current fiscal year;~~ a summary of projects and activities to be undertaken during the current year; a list of Authority officials and a list of officials bonded pursuant to this Charter.

CB. The Authority shall meet with the County Council two times per year, once ~~in the first half of the calendar year~~ to discuss the Authority's annual report and once ~~in the second half of the calendar year~~ to discuss the Authority's plans and proposed expenditures for the following year. The Authority shall meet at least one time per year with the County Executive; and at least one time per year with Directors and administrators of County departments and agencies that interface with the Authority.

Section 8.6. Audits and Inspections. The Authority shall, at any time during normal business hours and as often as the County Executive, the County Council or the State Auditor deem necessary, make available to the County Executive, the County Council and the State Auditor for examination all of its financial records, and shall permit the County Executive, County Council and State Auditor to audit, examine and make excerpts or transcripts from such records, and to make audits of all contracts, invoices, materials, payrolls, records of personnel, conditions of employment and other data relating to all the aforesaid matters. The County shall control and oversee the Authority as required by State law. In exercising such control, the County Executive, County Council, and State Auditor shall have no right, power or duty to supervise the daily operations of the Authority, but shall oversee such operations through their powers to audit, modify this Charter and the Bylaws, ~~and to confirm and remove Directors and the Executive Director, and accept the annual operating and capital budgets,~~ all as set forth in this Charter, all for

the purpose of safeguarding public funds and correcting any deficiency and assuring that the purposes of the Authority are reasonably accomplished.

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

Section 8.8. Conflict of Interest.

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

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

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

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

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

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

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

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

1. A spouse or domestic partner;
2. Any parent, parent-in-law, parent of domestic partner, child, son-in-law, daughter-in-law, son or daughter of domestic partner, who is dependent on the Director, corporate officer or employee; and
3. Any parent, parent-in-law, parent of domestic partner, child, son-in-law, daughter-in-law, child of domestic partner, sibling, sibling of domestic partner, uncle, aunt, cousin, niece or nephew, or any uncle, aunt, cousin, niece or nephew of domestic partner, residing in the household of the Director, corporate officer or employee.

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

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

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

Section 8.9. Discrimination.

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

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

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

Section 8.10. Bylaws.

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

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

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

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

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

The Cultural Development Authority of King County is organized pursuant to King County Ordinance 14482 and ~~chapter~~ RCW 35.21-730 ~~through- 35.21.755, RCW 35.21.757 and RCW 35.21.750, et seq.~~ RCW 35.21.750 provides as follows: "[All] liabilities incurred by such public corporation, commission, or authority shall be satisfied exclusively from the assets and properties of such public corporation, commission or authority and no creditor or other person shall have any right of action against the city,

town, or county creating such corporation, commission, or authority on account of any debts, obligations, or liabilities of such public corporation, commission, or authority."

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

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

ARTICLE IX

Amendments to Charter and Bylaws

Section 9.1. Proposals to Amend Charter.

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

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

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

Section 9.2. Amendments to Charter. This Charter may be amended only by King County ordinance, whether in response to a resolution passed by the Authority's Board or on its own initiative, as provided in King County ~~Ordinance 14482~~ordinances. After adoption of a Charter amendment, the revised Charter shall be issued and filed in the same manner as the original Charter.

Section 9.3. Amendments to Bylaws.

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

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

ARTICLE X

Dissolution

Section 10.1. Insolvency.

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

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

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

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

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

Section 10.2. Dissolution.

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

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

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

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

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

ARTICLE XI
Approval of Charter

This Charter was approved by King County Ordinance ~~14482~~ _____, is effective on ~~October 11, 2002.~~ _____ and supersedes all previous Charters.

ATTEST

~~Anne Noris, Clerk of the County Council~~
~~King County, Washington~~

BYLAWS
of the
CULTURAL DEVELOPMENT AUTHORITY OF KING COUNTY

ARTICLE I
Board of Directors

Section 1.1. Nominations – Initial Terms.

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

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

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

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

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

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

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

Section 1.3. Vacancies. Vacancies on the Board shall be filled in the same manner as expired terms. A vacancy or vacancies on the Board shall be deemed to exist in the case of death or disability, upon receipt of a letter of resignation, or upon removal from office of any Director as provided herein. Upon such an occurrence, the Board ~~may shall at the next quarterly meeting~~ nominate a replacement for such a member ~~based on the recommendation of the Governance/Nominating Committee~~ as prescribed in the Charter. ~~Such person shall then be~~ Directors are subject to appointment and confirmation as prescribed in the Charter.

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

Section 1.5. Hold Over. In the event that a Director's term expires and a successor has not been confirmed, the ~~member~~ Director whose term has expired shall continue to serve until ~~his or her~~ the Director's successor has been duly appointed and confirmed.

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

ARTICLE II Officers

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

Section 2.2. Election, Qualifications and Term of Office.

A. Each of the officers shall be elected by the Board from among its members. The officers shall be elected by the Board at the quarterly meeting held the second Wednesday of October, and each shall serve until ~~his or her~~the officers' successors ~~s are~~is elected.

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

1. Group I - President and Treasurer shall serve for two-year terms;
2. Group II - Vice President and Secretary shall serve for one-year terms.

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

Section 2.3. Powers and Duties.

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

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

C. The Secretary shall:

1. Certify and keep at the office of the Authority, or at such other place as the Board of Directors may order, the original or a copy of the Bylaws, as they may have been amended;
2. Keep at the office of the Authority, or at such other place as the Board of Directors may order, a book of minutes of all meetings of the directors, recording therein the time and place of holding, whether regular or special, and, if special, how authorized, the notice thereof given, and the proceedings thereat;

ATTACHMENT 5

Proposed Ordinance ~~14482~~

Attachment B

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

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

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

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

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

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

Section 2.5. Vacancies. The Board shall fill any office that becomes vacant with a successor who shall hold office for the unexpired term and until ~~his or her~~the successor shall have been duly elected and qualified.

ARTICLE III Executive Director

Section 3.1. Selection. The Executive Committee shall establish a method of recruitment for the position of Executive Director, shall jointly review all qualified applications for the position, and shall interview at least three candidates (unless fewer than three qualified applicants exist), and shall recommend a candidate to the full Board. The Board may approve or disapprove of a candidate by a simple majority vote of the quorum. The Board shall report its recommendation for selection of the Executive Director, along with a summary of the recommended person's qualifications, to the County Executive for appointment, subject to confirmation by motion by the County Council. The Executive Director shall serve at the pleasure of the Board. The Executive Director may also be removed by the County for any reason if, after a full public hearing, the County determines that the Executive Director should be removed from the position.

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

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

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

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

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

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

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

ARTICLE V

General Requirements

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

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

Section 5.3. Indemnification of Directors. The Authority elects to defend and indemnify its present and former Directors and officers and their successors, spouses and marital communities to the full extent authorized by law and the Charter. In addition, the right of indemnification shall inure to each Board member or officer and ~~his or her~~the member's or officer's spouses and marital communities upon ~~his or her~~the member's or officer's appointment to the Board and in the event of ~~his or her~~the member's or officer's death shall extend to ~~his or her~~the member's or officer's heirs, legal representatives and estate. Each person who shall act as Board member or

officer of the Authority shall be deemed to do so in reliance upon such indemnification and such rights shall not be exclusive of any other right which ~~he or she~~the person may have.

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

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

ARTICLE VI

Amendments to Charter and Bylaws

Section 6.1. Proposals to Amend Charter and Bylaws.

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

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

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

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

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

ATTACHMENT 5**Proposed Ordinance 14482****Attachment B**

Section 6.5. ~~Board~~ Approval of Proposed Bylaws Amendments. Proposed Bylaws amendments that obtain an affirmative vote of a majority of the Directors who are appointed and confirmed shall be effective as provided in the Charter. The County may propose and enact amendments to the Bylaws by ordinance as necessary to conform the Bylaws to amendments to the Charter, as provided in the Charter.

ARTICLE VII
Approval of Bylaws

These Bylaws were approved by King County Ordinance ~~14482~~ _____, ~~are~~ effective on ~~October 11, 2002~~ _____ and supersede all previous Bylaws.