

**CHARTER OF THE
CULTURE, ARTS AND HERITAGE COMMISSION**

As adopted pursuant to
City of Vancouver Ordinance M- 4271

Issued and Certified by the City Clerk
on _____, 2019

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**CHARTER
OF THE CULTURE, ARTS AND HERITAGE COMMISSION**

NAME

The name of this authority shall be the Culture, Arts and Heritage Commission (herein referred to as "Commission").

ARTICLE II

AUTHORITY AND LIMIT ON LIABILITY

Section 2.01 Authority. The Commission is a public authority organized pursuant to RCW 21.730.757, as amended and Ordinance M- 4271 of the City of Vancouver, Washington, ("Ordinance").

Section 2.02 Limit on Liability. All liabilities incurred by the Commission shall be satisfied: (a) in the case of obligations or liabilities of the Commission which are not limited recourse in nature, exclusively from the assets, credit, and properties of the Commission, or (b) in the case of obligations or liabilities of the Commission which, by their terms, are limited resource obligations, from such assets, properties or revenues of the Commission as shall be specifically pledged thereto or otherwise identified as being the source of payment of such limited recourse obligations or liabilities, and no creditor or other person shall have any right of action against or recourse to the City of Vancouver, Washington (the "City"), its assets, credit, or services, on account of any debts, obligations, liabilities or acts or omissions of the Commission.

Section 2.03 Mandatory Disclaimers. The following disclaimer shall be posted in a prominent place where the public may readily see it in the Commission'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 Commission.

The Commission is a public authority organized pursuant to Ordinance M- 4271, of the City of Vancouver and the laws of the State of Washington, RCW 35.21.730 through RCW 35.21.757. RCW 35.21.750 provides as follows: "[A]ll 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."

Provided that, in the case of any obligations or liabilities of the Commission which, by their terms, are limited recourse in nature, in lieu of the foregoing disclaimer, the following

disclaimer shall be printed or stamp on all contracts, bonds and other documents relating to or evidencing such limited recourse obligations or liabilities of the Commission:

The obligations of the Commission with respect to (describe the contract, bond or other limited recourse obligation] shall be and remain limited recourse obligations of the Commission payable solely and only from [describe the particular properties, assets or revenues of the Commission from which the limited recourse obligation is payable]. In no event shall such obligations be payable from or by recourse against any properties, assets or revenues of the Commission (other than those described in the preceding sentence), nor shall such obligations be payable from or by recourse against any properties, assets or revenues of the City of Vancouver, Washington, the State of Washington or any other political subdivision of the State of Washington. No person to whom such obligations are owed shall have any recourse or right of action against the Commission, the City of Vancouver, Washington, the State of Washington or any other political subdivision thereof on account of such obligations or any liabilities, of whatsoever nature, arising in connection therewith except to enforce for the payment thereof out of [describe the particular properties, assets or revenues of the Commission from which the limited recourse obligation is payable].

ARTICLE III

DURATION

The duration of the Commission shall be perpetual except as provided in the Ordinance.

ARTICLE IV

PURPOSE

The purpose of the Commission is to provide an independent legal entity under state law and City ordinance to undertake, assist with and otherwise facilitate the development of a strong cultural, arts and heritage environment in the city of Vancouver through programs, ownership of physical assets including buildings and public art, and through community partnerships.

The Commission may acquire and manage real property; secure financing; undertake the development or redevelopment, construction and maintenance of structures and facilities, including public amenities; and enter into agreements with cultural, public and other not-for-profit entities or with private developers proposing to develop public facilities or retail for the purposes of promoting art, culture and/or heritage in the city of Vancouver.

Such activities shall be consistent with the Culture, Arts and Heritage Plan adopted by the City Council. The priority focus of the Commission shall be to undertake, assist with and

otherwise facilitate the development and promotion of a thriving culture, arts and heritage environment consistent with the City's Culture, Arts and Heritage Plan. Consistent with applicable law and utilizing all lawful means, the Commission shall work to facilitate and maximize private section participation in such projects. As desirable and appropriate, the Commission shall serve as a vehicle to undertake or assist with the establishment, development, operation and maintenance of public culture, arts and/or heritage facilities in the City of Vancouver.

For the purpose of securing the exemption from Federal income taxation for interest on obligations of the Commission, the Commission constitutes an authority and instrumentality of the City of Vancouver (within the meaning of those terms in regulations of the United States Treasury and rulings of the Internal Revenue Service prescribed pursuant to Section 103 and Section 145 of the Internal Revenue Code of 1986, as amended).

ARTICLE V

POWERS

Section 5.01 Powers. The Commission shall have and may exercise all lawful powers conferred by state laws, the Ordinance, this Charter and its Bylaws. The Commission in all of its activities and transactions shall be subject to the powers, procedures, and limitations contained in the Ordinance.

Section 5.02 Indemnification. To the extent permitted by law, the Commission shall protect, defend, hold harmless and indemnify any person who becomes a director, officer, employee or agent of the Commission and who is a party or threatened to be made a party to a proceeding by reason related to that person's conduct as a director, officer, employee or agent of the Commission, against judgments, fines, penalties, settlements and reasonable expenses (including attorneys' fees) incurred by him or her in connection with such proceeding, if such person acted in good faith and reasonably believed his or her conduct to be in the Commission's best interests and if, in the case of any criminal proceedings, he or she had no reasonable cause to believe his conduct was unlawful. The indemnification and protection provided herein shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or by contract or by vote of the Commission members. The Commission may purchase and maintain appropriate insurance for any person to the extent provided by the applicable law.

ARTICLE VI

COMMISSION

Section 6.01 Composition. The Commission shall be composed of nine (9) members appointed by the City Council. Commencing on September 1, 2019, the terms of office of such members shall be as follows: (1) three members shall be appointed to terms expiring on

December 31, 2021; (2) three members shall be appointed to terms expiring December 31, 2022; (3) three members shall be appointed to terms expiring on December 31, 2023. Upon expiration of the foregoing terms of members, members shall serve until their successors are appointed and assume their Commission positions.

The existing Commission members shall recommend new members to the City Council who shall appoint the Commission members. Members shall be leaders in the cultural, heritage, arts or business community with experience relevant to the purpose of the Commission. The City Manager may designate City staff to support the Commission as necessary.

Section 6.02 Concurrence and Quorum Defined. “Concurrence” as used in this Article, may be obtained at any regular or special commission meeting by an affirmative vote of a majority of the Commission members voting on the issue, provided that such majority equals not less than six (6) votes. A quorum to commence a Commission meeting shall be no fewer than six (6) members.

Section 6.03 Officers and Division of Duties. The Commission shall have four or more officers. The same person shall not occupy both the office of President and any office responsible for the custody of funds and maintenance of accounts and finances. The initial officers of the Commission shall be President, Vice President, Secretary/Treasurer and Executive Director. Additional officers may be provided for in the Bylaws of the Commission. The President and Vice President shall be the agents of the Commission for the service of process. The Commission shall oversee the activities of the corporate officers, establish and/or implement policies and shall have stewardship for management and determination of all corporate affairs.

The Executive Director shall be the chief administrative staff person to the Commission. The Commission may contract with the City of Vancouver to provide staff including an executive director, financial management and/or legal counsel. The Executive Director shall have primary responsibility for all matters involving the day-to-day operations of the Commission and shall make recommendations to the Commission on practices, policies and programs of the Commission.

Section 6.04 Executive Committee. The Bylaws may provide for an Executive Committee which shall be appointed and/or removed by the Commission, and shall have and exercise such authority of the Commission in the management between meetings of the Commission, as may be specified in the Bylaws.

Section 6.05 Committees. The appointment of other committees shall be provided for in the Bylaws.

Section 6.06 Removal of Commission Members. In addition to trusteeship and termination or dissolution, respectively, if it is determined that any or all of the Commission members should be removed with or without cause, the City Council may by resolution remove any or all Commission members. The term of any Commission member removed pursuant to

this section shall expire when the member receives a copy of the resolution removing them from office.

A vacancy or vacancies on the Commission shall be deemed to exist with the death, disability, resignation or removal of membership. Vacancies on the Commission shall be filled by appointment in the same manner in which members of the Commission are regularly appointed. Any person selected to fill a vacancy on the Commission shall serve the balance of the term of the person being replaced.

ARTICLE VII

MEETINGS

Section 7.01 Commission Meetings.

1. The Commission shall meet as necessary but not less than four (4) times a year.
2. Special meetings of the Commission may be called as provided in the Bylaws.

Section 7.02 Open Public Meetings. Notice of meetings shall be given in a manner consistent with the Open Public Meetings Act, Chapter 42.30 RCW. At such meetings, any person present shall have a reasonable opportunity to address the Commission either orally or in writing.

Section 7.03 Minutes. Copies of the minutes of all regular or special meetings of the Commission shall be posted on the City's website and be made available to any person or organization that requests them, as required by state law. Minutes of closed executive sessions need not be made available. The minutes of all Commission meetings shall include a record of individual votes on all matters requiring Commission concurrence.

ARTICLE VIII

BYLAWS

The initial Bylaws may be amended to provide additional or different rules governing the Commission and its activities as are not inconsistent with this Charter. The Commission may provide in the Bylaws for all matters related to the governance of the Commission, including but not limited to matters referred to elsewhere in the Charter for inclusion therein.

ARTICLE IX

AMENDMENT TO CHARTER AND BYLAWS

Section 9.01 Proposals to Amend Charter and Bylaws. Proposals to amend the Charter or Bylaws shall be presented in a format which strikes over materials to be deleted and underlines new material.

Any Commission member may introduce a proposed amendment to the Charter or to the Bylaws (which may consist of new Bylaws) at any regular meeting or any special meeting for which ten (10) days' advance notice has been given to members of the Commission.

Section 9.02 Commission Consideration of Proposed Amendments. If notice of a proposed amendment to the Charter or Bylaws is provided to Commission members fifteen (15) days prior to any regular or special meeting, then the Commission may vote on the proposed amendment at such meeting. Amendments, within the scope of the original amendment, will be permitted at the meeting at which the vote is taken.

Section 9.03 Vote Required for Amendments to Charter or Bylaws. Resolutions of the Commission approving proposed amendments to the Charter or Bylaws require an affirmative vote of a majority of the Commission members voting on the issue.

Section 9.04 City Council Approval of Proposed Charter Amendments. Proposed Charter amendments adopted by the Commission shall be submitted to the City Council. The Commission's Charter may be amended only by ordinance as provided in the Ordinance.

ARTICLE X

COMMENCEMENT

The Commission shall commence its existence effective upon the issuance of its Charter as sealed and attested by the City Clerk and the holding of the initial commission meeting.

ARTICLE XI

APPROVAL OF THE CHARTER

ORIGINAL CHARTER APPROVED by Ordinance M- 4271, adopted by the City Council of the City of Vancouver on July 1, 2019.

CERTIFICATE

I, the undersigned City Clerk of the City of Vancouver, Washington DO HEREBY CERTIFY that the attached CHARTER OF THE CULTURE, ARTSS AND HERITAGE COMMISSION is a true and correction original of such charter as authorized by Ordinance M-4271 of the City.

IN WITNESS THEREOF, I have hereunto set my hand and affixed the official seal of the City this day of _____, 2019.

Natasha Ramras, City Clerk