

STAFF REPORT NO. _____

010278

TO: Vancouver Public Facilities District
FROM: Steve Burdick

DATE: May 23, 2001

Subject: PFD By-Laws

Objective: To adopt PFD By-Laws.

Present Situation: When the PFD was created by the Vancouver City Council, the PFD Charter was created and approved by the Council. However, the By-Laws, although attached to the Charter, were never adopted by the PFD Board of Directors.

Proposal: To adopt By-Laws for the PFD that provide:

- Quorum: Three
- Officers: President, Secretary-Treasurer and Executive Director
- Election of Officers: At the first meeting of each year.
- Powers & Duties of President: Chief Executive Officer, preside over meetings and signor of documents approved by the Board.
- Powers & Duties of Secretary-Treasurer: Custodian of records and By-Laws, custodian of funds subject to the direction of the Board and preside over meetings in the absence of the President
- Removal of Officers: By majority vote.
- Vacancies: To be filled by the Board.
- Committees: Created by majority vote of the Board and must contain at least two Board members.
- Executive Committee: Allowed. Must consist of President, Secretary-Treasurer and one member-at-large.
- Executive Director: Chief Administrative Officer, responsible for day-to-day operations and for carrying out the policies of the Board.
- Regular Meetings: Fixed by the Board.
- Notice of Special Meetings: Seven days prior to meeting except for emergency meetings that may be called by the President with 24 hours notice.
- Books and Records: Must be maintained.
- Indemnification: The District indemnifies Board Members.
- Principal Office: At City Hall.

Advantages: The PFD will have officially adopted operating procedures.

Disadvantage: None.

Action Requested: A motion to adopt the attached By-Laws.

EXHIBIT B
**BYLAWS
OF THE
WASHINGTON GATEWAY
PUBLIC FACILITIES DISTRICT**

ARTICLE I

Board

Section 1.01. Quorum. At least three (3) members of the Board must be present at any regular or special meeting to comprise a quorum. A lesser number in attendance at such a meeting may adjourn the meeting and reconvene it within forty-eight (48) hours of the adjourned meeting without further notice.

ARTICLE II

Officers and Committees

Section 2.01. Officers Designated. The officers of the District shall be a President, Secretary-Treasurer and Executive Director. Such other offices as may be deemed necessary may be created by resolution of 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 2.02. Election, Qualifications and Term of Office. The President and Secretary-Treasurer shall be elected by the Board at the first regular meeting of each year, for a one-year term, and each Elected Officer shall hold office during said one-year term and until his or her successor is elected. The first Elected Officers of the Board shall be elected by the Board at its organizational meeting or as soon as practicable following the Board's creation of such Elected Office.

Section 2.03. Powers and Duties.

a. **President.** The President shall be the chief executive officer of the Public Facilities District and shall have general supervision over the business of the Public Facilities District, subject, however, to the control of the Board of Directors. The President shall preside at all meetings of the Board of Directors. The President may sign and execute, in the name of the Public Facilities District, 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. **Secretary-Treasurer.** The Secretary-Treasurer shall:

1. Certify and keep at the office of the District, or at such other place as the Board of Directors may order, the original or a copy of the Bylaws, as amended or otherwise altered;

2. Keep at the office of the District, or at such other place as the Board of Directors may order, a book of minutes of all meetings of the directors and of the resolutions of the Board, recording therein the time and place of holding such meetings, whether regular or special, and, if special, how authorized, the notice thereof given, and the proceedings there at;

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 District;
5. Exhibit at all reasonable times to any director, upon application, the Bylaws and minutes of the proceedings of the directors of the District;
6. Receive and have charge of all funds of the District and shall disburse such funds only as directed by the Board of Directors;
7. Perform all duties incident to the office of Chief Financial Officer;
8. Preside over meetings of the Board of Directors in the President's absence; and
9. In general perform such other duties as may from time to time be assigned to such office by the Board of Directors or the President.

Section 2.04. Removal. Upon reasonable prior notice to all Board members of the alleged reasons for dismissal, the Board by an affirmative vote of the majority of the whole Board may remove any Elected Officer from his or her office whenever in its judgment the best interests of the District will be served thereby.

Section 2.05. Vacancies. The Board shall fill any Elected Office that becomes vacant with a successor who shall hold office for the unexpired term and until his or her successor shall have been duly elected and qualified.

Section 2.06. Establishment of Committees. The Board, by resolution adopted by a majority of the full Board, may designate from among its members one or more committees, each consisting of at least two or more members. The designation of any such committee and the delegation thereto of authority shall not operate to relieve any member of the Board of any responsibility imposed by law.

Section 2.07. Executive Committee. The Executive Committee of the District, if established, shall consist of the President, the Secretary-Treasurer of the Board and one member-at-large elected by the Board. The provisions for election, qualifications, term of office and removal of the member-at-large of the Executive Committee shall be identical to those of Elected Officers of the Board as provided herein in Section 2.02, 2.04, and 2.05 of this Article II.

Except as provided in Section 2.73.100 of the Ordinance, the Executive Committee shall have and exercise such powers of the Board of the District as the Board may from time to time provide by resolution.

Section 2.08. The Board may from time to time establish advisory committees to report on possible projects or activities and shall fill such committees by appointment of suitable persons.

Section 2.09. Executive Director. The Executive Director shall be the chief administrative officer of the District responsible for the day-to-day operations of the District and for carrying out the policies and directives of the Board. The Executive Director shall make recommendations to the Board on practices, policies and programs of the District. He or she shall have such powers and perform such duties as may be prescribed from time to time by the Board. The Executive Director is an employee at-will, and as such, may be removed, with or without cause, by the Board. No Board member may serve as Executive Director.

ARTICLE III

Meetings

Section 3.01 Regular Board Meetings. Regular meetings of the Board shall be held at such place and time or shall be fixed by resolution of the Board.

Section 3.02. Notice of Special Board Meetings. Notice of all special meetings of the Board shall be given by the Secretary-Treasurer or by the person or persons calling the special meeting by delivering personally or by mail written notice at least seven days 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 the Open Public Meetings Act, Chapter 42.30 RCW, as now or hereafter amended. In addition, the District shall provide notice of special meetings to any individual specifically requesting it in writing. If the President deems that an emergency exists, the President may shorten the notice of a special meeting to not less than twenty-four hours.

The time and place of the special meeting and the business to be transacted must be specified in the notice. Final disposition shall not be taken on any other matter at such meetings.

Section 3.03. Waiver of Notice. Notice as provided in Section 3.04 hereof 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 of the District 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 of 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 Article IX of the Charter concerning proposed amendments to the Charter or Bylaws and votes on such amendments, may not be waived.

Section 3.04. Notice to the City-Council of the City of Vancouver. Notice of all meetings and minutes of such meetings of the Board shall be given to the Clerk of the City Council of the City of Vancouver.

ARTICLE IV

Administrative Provisions

Section 4.01. Books and Records. The District shall keep current and complete books and records of account and shall keep minutes of the proceedings of its Board and its committees exercising any authority of the Board.

Section 4.02. Indemnification of Board Members. The District elects to defend and indemnify its present and former officials and their successors, spouses and marital communities to the full extent authorized by law. In addition, the right of indemnification shall inure to each Board member or officer and his or her spouses and marital communities upon his or her appointment to the Board and in the event of his or her death shall extend to his or her heirs, legal representatives and estate. Each person who shall act as Board member or officer or the District 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 may have.

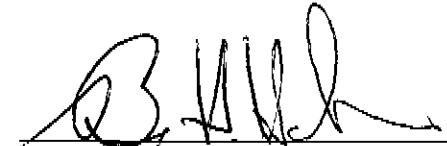
Section 4.03. Principal Office. The initial principal office of the District shall be the Economic Development Services of the City Manager's Office, Third Floor, City Hall, 210 East 13th Street, Vancouver, Washington. The District may establish by resolution a different location as its principal office.

Adopted:

Ayes:


Nays:

Absent:



President

Attest:



Secretary-Treasurer

Attest