

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. ~~Nominations~~The Board may make nominations for candidates 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 ~~shall at the next quarterly meeting~~may 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 successor is~~the officers' successors are 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;

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~~the member's or ~~her~~officer's spouses and marital communities upon ~~his~~the member's or ~~her~~officer's appointment to the Board and in the event of ~~his~~the member's or ~~her~~officer's death shall extend to ~~his~~the member's or ~~her~~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.

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.](#)

