

(GENERAL)

COMPTROLLER
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RULES AND REGULATIONS and List of
CORPORATE OFFICERS of HISTORIC SEATTLE
Preservation and Development Authority
(PDA)

FILED May 28, 1981

Tim Hill, City Comptroller

Thomas Dunbar

ACTION OF THE COUNCIL

REFERRED	TO
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REFERRED	DISPOSITION

REPORT OF COMMITTEE

Mr. President:

Your

Committee

to which was referred the within

would respectfully report that we have considered the same and respectfully recommend that

CHAIRMAN

MEMBER

HISTORIC SEATTLE PRESERVATION AND DEVELOPMENT AUTHORITY

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RULES AND REGULATIONS
OF
HISTORIC SEATTLE PRESERVATION AND DEVELOPMENT AUTHORITY

ARTICLE I

COUNCIL

Section 1. Composition of the Council

Management of all Historic Seattle Preservation and Development Authority affairs shall reside in the Council. The Council shall be composed of twelve (12) members selected as follows:

1. Within eighteen months of the issuance of the Charter (11/20/73) the initial Council designated in the application for the Charter shall by resolution divide the members of the Council into four classes of three (3) members each (designated Class I, Class II, Class III, and Class IV).

2. At the regular meeting of the Council that coincides most closely with the second anniversary of the issuance of the Charter, the terms of those members of the Council that are in Class I shall expire, provided that they shall continue in office until their successors are selected and qualified as provided in Section 6 of this Article.

3. The Council vacancies created by the expiration of the term of the Class I members shall be filled with:

- a. One member selected by the Constituency.
- b. One member selected by the Mayor.
- c. One member selected by the Council.

4. All appointments to the Council shall be subject to approval by the Seattle City Council.

5. This reappointment and confirmation procedure shall continue annually as to successive classes, so that at the regular meeting of the Council that coincides most closely with each anniversary of the issuance of the Charter a new class of Council members shall take office; provided, however, that each person so selected shall hold office for the four-year term for which he or she is selected and until his or her successor shall have been selected and qualified; and provided that there shall be no restriction on members of the Council serving successive terms.

6. The initial Council shall take office at such time as all members have been appointed in accordance with this Article I, and have signed in duplicate the qualification statement required in Section 13 of Ordinance 100495 of the City of Seattle adopted November 29, 1971 and approved December 1, 1971, pursuant to Chapter 177, Laws of 1971, Extraordinary Session, Sections 5 and 7 (Revised Code of Washington, 35.21.660 and 35.21.670), hereinafter known as "The Ordinance". All appointments to the Council must be in writing from the appointing body and must have the written approval of the City Council of the City of Seattle, and no appointee shall be qualified until he has signed the qualification statement described in this section.

Section 2. Vacancies.

Subject to Section 5 hereof, vacancies on the Council shall be filled by the Council. A vacancy or vacancies on the Council shall be deemed to exist in the case of the death, disability, resignation or removal from office of any Council member as provided herein. Upon such an occurrence, the Council shall select another person as Council member to fill the vacant term, subject to approval and qualification as prescribed above.

Section 3. Removal from Office.

Any Council member who is absent for three (3) consecutive regular meetings may, by resolution duly adopted by a majority vote of the whole Council, be deemed to have forfeited his position as Council member.

Section 4. Council Appointments to the Council.

Each annual Council selection of a person for the Council shall be made at the regular meeting of the Council that coincides most closely with the date that is thirty (30) days before the commencement of the term of the next class of Council members. Special Council selections to fill vacancies on the Council shall be made at the regular meeting after the regular meeting at which the Council resolves that a vacancy has occurred in a Council position. All persons selected by the Council shall qualify as prescribed above.

Nominations for persons to be appointed by the Council to the Council shall be made in accordance with procedures that shall from time to time be designated by resolution of the Council.

Section 5. Vacancies During Initial Terms.

The Council shall by resolution determine the manner of filling vacancies that occur during the initial terms of the initial Council.

ARTICLE II

MEETINGS OF COUNCIL

Section 1. Regular Meetings.

Regular meetings of the Council shall be held at least once every month on the _____ of each month at _____ at _____, Washington; provided, however, that the Council may alter such regular meeting time and place by resolution.

Section 2. Special Meetings.

Subject to Article XIII, Section 4, of the Charter of Historic Seattle Preservation and Development Authority, special meetings of the Council may be held at any place at any time whenever called by the Chairman or any two members of the Council.

Section 3. Notice of 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, and notice of all special meetings shall be given by the Secretary or by the person or persons calling the meeting by personal communication over the telephone 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 Council member.

The business to be transacted and the purpose of any special meeting of the Council must be specified in the notice of any such special meeting. At any regular meeting of the Council any business may be transacted and the Council may exercise all of its powers.

This Section 3 shall be subject to the applicable provisions of Section 5 of this Article.

Section 4. Quorum.

At least 7 members of the Council must be present at any regular or special meeting to comprise a quorum. No business may be transacted without a quorum. Provided, however, that a lesser number in attendance at such a meeting may adjourn any meeting and the meeting may be reconvened within forty eight hours of the adjourned meeting without further notice.

Subject to the provisions of Article VII of the Charter that relate to actions requiring Council concurrence, the act of a majority of the members present at any meeting of the Council at which a quorum is present shall be the act of the Council. Council members present at a duly convened meeting may continue to transact business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 5. Open Meetings.

All meetings of the Council shall be held and conducted in accordance with the Open Public Meetings Act, R.C.W. 42.30.010-42.30.920, and special meetings may be called as therein provided. In addition, the Council may hold an executive session to consider matters enumerated in R.C.W. 42.30.110, and shall enter the cause therefor in its minutes.

Section 6. Actions by Written Consent.

Any corporate action required by the Charter, these Rules and Regulations, or the laws under which this corporation is formed, to be voted upon or approved at a duly called meeting of the Council may be accomplished and authorized by the Council without a meeting upon the unanimous written concurrence thereto of all members of the Council who are entitled to vote on the matter; and upon entry of such action together with the written concurrence upon the minute book, the action shall have the same force and effect as if taken at a meeting.

Section 7. Waiver of Notice.

Notice as provided in Section 3 hereof may be dispensed with as to any member of the Council who at or prior to the time the meeting convenes files with the Council of Historic Seattle Preservation and Development Authority a written waiver of notice or who is actually present at the meeting at the time it convenes and as to meetings called to deal with an emergency involving injury or damages 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.

Section 8.

No Council member may, except as provided in Section 6, vote on any Council business by proxy or by mail.

ARTICLE III

OFFICERS AND COMMITTEES

Section 1. Officers Designated.

The officers of the Authority shall be a Chairman, Vice Chairman, Treasurer, and Secretary, each of whom shall be elected by the Council. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Council. 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 Council may prescribe.

Section 2. Election, Qualifications and Term of Office.

Each of the officers shall be elected by the Council from among its members. The officers shall be elected by the Council at the first regular meeting after the term of new or reappointed Council members commences each year, for a one-year term, and each officer shall hold office during said one-year term and until his successor is elected. Concurrent with election by the Council, each officer, upon election or re-election, shall execute in duplicate the form of Qualification Statement required by Section 13 of the Ordinance, and his term of office shall not be deemed to commence until such statement is signed and delivered to the office of the Council. The first officers of the Commission shall be elected by the Council at its organizational meeting.

Section 3. Powers and Duties.

a. Chairman. The Chairman shall exercise the usual executive powers pertaining to the office of Chairman. He shall be the chief executive officer of the corporation. He shall preside at all meetings of the Council and the constituency. He shall be the designated agent of the corporation to receive service of process. When authorized by the Council, he shall have the power to sign and execute all deeds, bonds, contracts, and other obligations or instruments in the name of the corporation and all such instruments shall be effective, valid, and binding upon his signature alone without the necessity of adding thereto the signature of any other officer or officers of the corporation unless Ordinance 100495 requires otherwise or unless otherwise required by the Charter, and such authority shall include the right to endorse for transfer in blank, or otherwise, any stocks, bonds, securities, or evidence of indebtedness owned or standing in the name of the corporation.

b. Vice Chairman. The Vice Chairman shall act in the place of the Chairman in the absence of the Chairman, or upon disability or refusal of the Chairman to act. The Vice Chairman shall have such other duties as the Chairman and Council shall designate.

c. Secretary. The Secretary shall be responsible for notices for all meetings of the Council, shall be responsible for keeping its minutes, shall be responsible for the seal and corporate books, shall affix the corporate seal and shall sign with the Chairman of the Council such instruments as require the seal or the Secretary's signature, and shall make such reports and perform such other duties as are incident to his office, or are properly required of him by the Council.

d. Treasurer. The Treasurer shall have the care, custody of and be responsible for all funds and investments of the corporation, and shall cause to be kept regular books of account. He shall cause to be deposited all funds and other valuable effects in the name of the corporation in such depositories as may be required by law, or, if not required, as designated by the Council. In general, he shall perform all of the duties incident to the office of Treasurer. The Treasurer, together with any other officer of the Authority responsible for accounts and finances, shall file a fidelity bond in an amount determined by the Council before taking office, and may hold corporate office only so long as such bond continues in effect.

Section 4. Removal.

Provided that reasonable prior notice of the alleged reasons for dismissal is given to all Council members, a majority of the whole Council shall have the right to remove any officer from his office, but not from his position on the Council, whenever in its judgment the best interests of the Authority will be served thereby.

Section 5. Vacancies.

The Council shall fill any office which becomes vacant with a successor who shall hold office for the unexpired term and until his successor shall have been duly elected and qualified.

Section 6. Appointment of Committees.

The Council, by resolution adopted by a majority of the full Council, may designate from among its members one or more Committees, each consisting of at least three or more members, to represent the Council and, on matters other than those described in Section 21 of The Ordinance, act for and on behalf of the Council. The designation of any such committee and the delegation thereto of authority shall not operate to relieve any member of the Council of any responsibility imposed by law.

Section 7. Executive Committee.

The Executive Committee of Historic Seattle Preservation and Development Authority shall consist of the Chairman, Vice Chairman, Treasurer and Secretary of the Council and one member-at-large elected by the Council. The election, qualifications and term of office of the member-at-large of the Executive Committee shall be identical to those of officers of the Council as provided herein in Sections 2, 4 and 5 of this Article III.

Except as provided in Sections 2 and 3 of Article VII of the Charter of Historic Seattle Preservation and Development Authority, the Executive Committee shall have and exercise such powers of the Council of Historic Seattle Preservation and Development Authority as the Council shall from time to time provide by resolution.

ARTICLE IV

MEETINGS OF THE CONSTITUENCY

Section 1. Regular Meetings.

Regular meetings of the constituency shall be held at least quarterly on the _____ of each quarter at _____ at _____, Washington. Provided, however, that the Council may alter such regular meeting time and place by resolution. At each such meeting the Council or a committee thereof shall report to the constituency to receive the advice or comments of the constituency on matters on which the Council has acted during the preceding quarter and on matters proposed for action during the next quarter.

The Chairman of the Council shall preside at all meetings of the constituency.

Section 2. Special Meetings.

Except as provided in Article XIII, Section 4, of the Charter of Historic Seattle Preservation and Development Authority, special meetings of the constituency may be held at any place at any time whenever called by the Chairman or any six members of the Council.

Section 3. Notice of Meetings.

Notice of all meetings stating the place, day and hour shall be made by publication of notice for three days in the Seattle Times and The Seattle Post-Intelligencer. In addition, a copy of the notice shall be delivered to each television station operating within the greater Seattle area and a copy of the notice shall be posted at the appropriate location at the Seattle Municipal Building and at the customary meeting place of the Historic Seattle Preservation and Development Authority. In addition notice of the meeting stating the place, date and hour shall be mailed to each constituent at least ten (10) days and not more than thirty (30) days before the meeting if the constituency is less than 1,000 persons.

The business to be transacted and the purpose of any special meeting of the constituency must be specified in the notice of any such special meeting. At any regular meeting of the constituency any business may be transacted and the constituency may exercise all of its powers.

Section 4. Constituency Concurrence and Quorum Defined.

Subject to the provisions of Section 3 of Article XI of the Charter of Historic Seattle Preservation and Development Authority, the concurrence of the constituency may be obtained for any matter requiring constituency concurrence by an affirmative vote of the majority of the constituents voting on the issue at any duly convened regular or special meeting of the constituency.

At least 25 members or 20% of the constituency, whichever is the lesser, must be present at any regular or special meeting to comprise a quorum. No business may be transacted without a quorum, provided, however, that a lesser number in attendance at such a meeting may adjourn any meeting and the meeting may be held as adjourned without further notice, and provided further that members of the constituency who are present at a duly convened meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 5. Open Meetings.

All meetings of the constituency shall be held and conducted in accordance with Chapter 250, Laws of 1971, Extraordinary Session, and special meetings may be called as therein provided. In addition, the constituency may hold an executive session to consider matters enumerated in Chapter 250, Laws of 1971, Extraordinary Session, Section 11, and shall enter the cause therefor in its minutes.

Section 6. Waiver of Notice.

Notice as provided in Section 3 hereof may be dispensed with as to any member of the constituency who at or prior to the time the meeting convenes files with the Council of Historic Seattle Preservation and Development Authority a written waiver of notice or who is actually present at the meeting at the time it convenes and as to meetings called to deal with an emergency involving injury or damages 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.

Section 7. No Voting by Proxy or Mail.

No member of the constituency may vote on any business of the constituency by proxy or by mail.

ARTICLE V

CONSTITUENCY APPOINTMENTS TO THE COUNCIL

Constituency appointments to the Council of Historic Seattle Preservation and Development Authority shall be made annually at the regular meeting of the constituency that immediately precedes the Council meeting at which the term of a new class of Council members commences. The person so selected each year shall be elected from a list of nominees nominated by a nominating committee together with such persons as might be nominated directly by the constituency.

The nominating committee for this process shall be elected by the constituency at the meeting that immediately precedes the meeting at which the constituency makes its appointment to the Council. The membership of the nominating committee shall be elected by the constituents from a list of persons nominated by the Chairman of the Council together with such persons as might be nominated by the constituency at the meeting at which the nominating committee is selected.

The number of persons to be nominated for election to the nominating committee and the number of persons to be nominated by the nominating committee for election to the Council and all just and necessary procedures for completing the selection process shall also be determined by the constituents at the meeting that immediately precedes the meeting at which constituency appointments to the Council are made.

ARTICLE VI

ADMINISTRATIVE PROVISIONS

Section 1. Books and Records.

Historic Seattle Preservation and Development Authority shall keep current and complete books and records of account and shall keep minutes of the proceedings of its Council, any committees having any of the authority of the Council and the constituency.

Section 2. Corporate Seal.

The following is an impression of the corporate seal of this corporation:

Section 3. Rules of Procedure.

The rules of procedure at meetings of the Council and constituency shall be the rules contained in Roberts Rules of Order on Parliamentary Procedure, as amended, so far as is applicable, and when not inconsistent with these Rules and Regulations, the Charter, or with any resolution of the Council.

Section 4. Indemnification of Council Members.

The Authority shall defend and indemnify each current or former Council member whether acting as Council member or officer of the Authority against all liabilities, costs and expenses which may be imposed on or reasonably incurred by him, including the amounts of any attorney's fees and other legal costs, reasonable settlements of any claims and any judgments or fines rendered pursuant to any legal or administrative action or proceedings hereafter made or instituted in which he may be involved or be made a party by reason of his being or having been a Council member or officer of the Authority or by reason of any action alleged to have been taken or admitted by him in such capacity, except in cases wherein he shall be finally adjudged to be liable for an act or omission performed without capacity or power or willful misconduct in the performance of his duties as such Council member or officer.

The right of indemnification shall inure to each Council member or officer upon his appointment to the Council and in the event of his death shall extend to his heirs, legal representatives and estate. Each person who shall act as Council member or officer of this corporation shall be deemed to do so in reliance upon such indemnification and such rights shall not be exclusive of any other right which he may have.

Section 5. Amendment of Rules and Regulations.

Subject to the provisions of Section 3 of Article XI of the Charter of Historic Seattle Preservation and Development Authority, these Rules and Regulations may be amended, altered, or repealed by the affirmative vote of a majority of the whole Council at any regular or special meeting of the Council.

ARTICLE VII

ADVISORY COMMITTEE

An Advisory Committee consisting of at least eight and no more than twenty persons shall be appointed from the constituency by the Chairman of the Council. The Advisory Committee may from time to time present proposals to the Council of Historic Seattle Preservation and Development Authority and express any concerns of the Advisory Committee about the affairs of the Authority. Such concerns and proposals may be made either in writing or orally. In addition, to the extent practicable, all major proposals of Historic Seattle Preservation and Development Authority shall be submitted to the Advisory Committee for its review prior to adoption by the Council. Each such proposal shall, to the extent practicable, be submitted to the Advisory Committee in a time and manner that affords the Advisory Committee reasonable time to review and comment on the proposal prior to its adoption. Any recommendation of the Advisory Committee on any such proposal shall not be binding upon the Authority but shall be responsibly considered by the Council in its own deliberations on the proposal.