

(GENERAL)

COMPTROLLER
FILE NUMBER

291369

CHARTER of the HISTORIC SEATTLE Preservation
and Development Authority

FILED March 08, 1982

Tim Hill, City Comptroller

BY *Theresa Dunbar* DEPUTY

ACTION OF THE COUNCIL

REFERRED	TO
REFERRED	TO
REFERRED	TO
REPORTED	DISPOSITION
RE-REFERRED	TO
REPORTED	DISPOSITION

REPORT OF COMMITTEE

Mr. President:

Your *Committee*

to which was referred the within

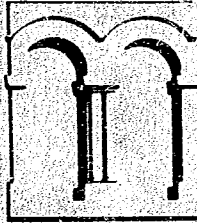
would respectfully report that we have considered the same and respectfully recommend that

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CHAIRMAN

CHAIRMAN

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.....



Historic Seattle

Preservation and Development Authority

215 Second Avenue South Seattle, Washington 98104 (206) 622-6952

DATE 1/21/82

COUNCIL MEMBERS

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A.O. Bumgardner
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TRANSMITTAL MEMORANDUM

TO: Teresa
City Clerk's Office
101 Municipal Building
Seattle, WA 98104

ITEM HSPDA Charter

SUBJECT City Comptroller

REMARKS _____

FROM Cindy Hughes

'82 JAN 22 AM 10:45

291369

CHARTER
OF
HISTORIC SEATTLE PRESERVATION AND DEVELOPMENT AUTHORITY

ARTICLE I
NAME AND SEAL

The name of this corporation shall be Historic Seattle Preservation and Development Authority. The Authority seal, as set forth below, shall be a circle with the name "HISTORIC SEATTLE PRESERVATION AND DEVELOPMENT AUTHORITY" inscribed therein.

ARTICLE II
AUTHORITY FOR HISTORIC SEATTLE PRESERVATION AND
DEVELOPMENT AUTHORITY: LIMIT ON LIABILITY

1. Historic Seattle Preservation and Development Authority is a public corporation organized pursuant to Chapter 177, Laws of 1971, Extraordinary Session, Sections 5 and 7 (RCW 35.21.660 and 35.21.670) and Ordinance 100495 of the City of Seattle passed November 29, 1971, and approved December 1, 1971.

2. RCW 35.21.670 (1) provides as follows: "All liabilities incurred by such public corporation, commission, or authority shall be satisfied exclusively from the assets and credit of such public corporation, commission, or authority; and no creditor or other person shall have any recourse to the assets, credit, or services of the municipal corporation creating the same on account of any debts, obligations, or liabilities of such public corporation, commission, or authority."

ARTICLE III
DURATION OF HISTORIC SEATTLE PRESERVATION AND
DEVELOPMENT AUTHORITY

The duration of the Authority shall be perpetual.

ARTICLE IV
PURPOSES OF HISTORIC SEATTLE PRESERVATION AND
DEVELOPMENT AUTHORITY

Historic Seattle Preservation and Development Authority shall be a legal entity under RCW 35.21.660 and City of Seattle Ordinance No. 100495 through which citizens may participate in the fulfillment of the aims and objectives of Seattle Historical District Ordinances Nos. 98852 and 98846 and the Seattle Landmarks Preservation Ordinance No. 102229. The purposes of Historic Seattle Preservation and Development Authority, consistent with and related to the Seattle Model City Program, shall be the preservation and enhancement of the historic heritage of the City of Seattle for the mutual pride and enjoyment of all citizens and the creation of a more livable environment within the historic areas of the city.

Initially, the primary focus of Historic Seattle Preservation and Development Authority will be on the birthplace of Seattle: the Pioneer Square Historic District, as described by Ordinance Nos. 98852, 98846, and any succeeding amendments thereto, or any further ordinances pertaining to the Pioneer Square Historic District and the immediate surrounding area.

Employing the unique powers and capabilities conferred by state and city law, the Authority intends to become involved in: restoration of historic structures; furtherance of increased understanding of the history and significance of the District; encouragement of a mix of residents representing all income levels; development of both residential and transient housing for low-, middle-, and upper-income levels; assistance to property owners in developing their holdings in keeping with the spirit and proper uses of the District; expansion of supportive services and businesses for residents and tenants; development of a balanced pattern of transportation and pedestrian areas; improvement of landscaping and open spaces in public areas; enhancement of cultural aspects and activities of all types, including visual and performing arts; promotion of quality levels of entertainment and recreation; stimulation of vocational training facilities; rejuvenation of the former vitality of the District; and the creation of a residential-commercial neighborhood which will demonstrate the high standards of environment and the quality of life that can be achieved in a diversified urban situation. The cosmopolitan neighborhood thus created shall be guided by a sense of humanity, a respect for the esthetic, and an appreciation of the past.

ARTICLE V

POWERS OF HISTORIC SEATTLE PRESERVATION AND DEVELOPMENT AUTHORITY

Historic Seattle Preservation and Development Authority shall have the power to:

1. Own and sell real and personal property;
2. Contract for any Historic Seattle Preservation and Development Authority purpose with the State, the United States, and any subdivision or agency of either, individuals, associations and corporations;
3. Sue and be sued in its corporate name;
4. Lend and borrow money;
5. Do anything a natural person may do;
6. Perform all manner and type of community services and activities utilizing federal or private funds;
7. Administer and execute federal grants and programs;
8. Receive and administer federal funds;
9. Provide and implement such municipal services and functions as the City Council and Mayor may by ordinance direct;
10. Transfer, with or without consideration, any funds, real or personal property, property interests or services received from the federal government, private sources or, if otherwise legal, from a city or county;

11. Receive and administer private funds, goods or services for any lawful public purpose;

12. 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; and contract regarding the income or receipts from real property;

13. Issue negotiable bonds and notes in conformity with Section 42 of Ordinance 103387 and applicable provisions of the Uniform Commercial Code and State law in such principal amounts as, in the discretion of Historic Seattle Preservation and Development Authority, shall be necessary or appropriate to provide sufficient funds for achieving any corporate purposes or to secure financial assistance, including matching funds from the United States, for corporate projects and activities;

14. Contract for, lease and accept transfers, gifts or loans of funds or property from the United States, the State, the City, 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;

15. Manage, on behalf of the City, any property acquired by the City through gift, purchase, construction, lease, assignment, default or exercise of the City's power of eminent domain;

16. Recommend to the Mayor and City Council appropriate public improvements and expenditures in the areas of the City in which Historic Seattle Preservation and Development Authority, by its Charter, has a particular responsibility;

17. Recommend to the Mayor and City Council any property which, if committed or transferred to Historic Seattle Preservation and Development Authority, would materially advance the public purpose for which Historic Seattle Preservation and Development Authority was chartered;

18. Initiate, carry out and complete such improvements of benefit to the public as the Mayor and City Council may by ordinance assign;

19. Recommend to the Mayor and City Council such

tax, financing and security measures as Historic Seattle Preservation and Development Authority may deem appropriate to maximizing the public interest in the areas of the City in which Historic Seattle Preservation and Development Authority, by its Charter, has a particular responsibility;

20. Lend its funds, property or credit or services for corporate purposes, or act as a surety or guarantor for corporate purposes;

21. Provide advisory, consultative, training, educational and community services or advice to individuals, associations, corporations or governmental agencies, with or without charge;

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

23. Invest and reinvest its funds;

24. Fix and collect charges for services rendered or to be rendered, and establish the consideration for property transferred;

25. Sponsor, lease, manage, construct, own and lease or otherwise participate in housing projects where such activity furthers the public purpose for which Historic Seattle Preservation and Development Authority was chartered;

26. Maintain books and records as appropriate for the conduct of its affairs;

27. Conduct corporate affairs, carry on its operations and use its property as allowed by law and consistent with Ordinance 103387, its Charter and its Rules and Regulations; and name corporate officials, designate agents and engage employees, prescribe their duties, qualifications and compensation; and secure the services of consultants for professional services, technical assistance or advice;

28. Identify and recommend to the Mayor and the City Council the acquisition by the City for transfer to or use by Historic Seattle Preservation and Development Authority of property and property rights which are within an urban renewal area or community development project, and which, if so acquired, whether through purchase or the exercise of eminent domain, and so

transferred or used, would materially advance the public purpose for which Historic Seattle Preservation and Development Authority was chartered;

29. Exercise and enjoy such additional powers as may be authorized by law; and

30. Have and exercise all powers necessary or convenient to effect the purposes for which Historic Seattle Preservation and Development Authority was organized and perform authorized corporate functions.

ARTICLE VI

LIMITS ON HISTORIC SEATTLE PRESERVATION AND DEVELOPMENT AUTHORITY

1. No part of the net earnings of Historic Seattle Preservation and Development Authority shall inure to the benefit of or be distributable to the members of the Council or officers of Historic Seattle Preservation and Development Authority or other private persons, except that Historic Seattle Preservation and Development Authority is authorized and empowered to:

(a) Compensate Historic Seattle Preservation and Development Authority officials, and others performing services for the Authority, a reasonable amount for services rendered and reimburse reasonable expenses actually incurred in performing their duties;

(b) Defend and indemnify any Historic Seattle Preservation and Development Authority official (including employees), or any former Historic Seattle Preservation and Development Authority official, in any legal or administrative action or proceeding in which he is made a party by reason of his position or former position as a Historic Seattle Preservation and Development Authority official, and pay, indemnify and insure such Historic Seattle Preservation and Development Authority official against any expenses, including but not limited to attorney fees and other legal costs, any settlement, fine, or judgment rendered and any interest thereon, which are actually and necessarily incurred by the Authority or any Historic Seattle Preservation and Development Authority official in connection with such defense, except as to matters on which the official or former official shall be adjudged in such action or proceeding to be liable for an act or omission performed without capacity or power or willful misconduct in the performance of duty; and

(c) Sell assets for a consideration greater than their reasonable market value or acquisition costs or charge for services more than the expense of providing them or otherwise secure an increment in a transaction as long as such gain is not the object or purpose of the Historic Seattle Preservation and Development Authority's transactions or activities and is applied to or expended upon community services and projects and activities as aforesaid.

2. No funds, assets or property of Historic Seattle Preservation and Development Authority shall be used for any partisan political activity or to further the election or defeat of any candidate for public office; nor shall any funds or substantial part of the activities of Historic Seattle Preservation and Development 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 this State or the City Council, provided, however, that members and officials of Historic Seattle Preservation and Development Authority may respond to requests by contacting members of Congress, State legislators or City Council members for information and appear before any such legislative body in connection with funding and other matters directly affecting Historic Seattle Preservation and Development Authority or its ability to carry out the purposes for which it was chartered.

3. The Historic Seattle Preservation and Development Authority shall have no power of eminent domain nor any power to levy taxes or special assessments.

4. The Historic Seattle Preservation and Development Authority may not incur or create any liability that permits recourse by any contracting party or members of the public to any assets, services, resources, or credit of the City of Seattle.

5. Upon dissolution of the Historic Seattle Preservation and Development Authority and the winding up of its affairs, any remaining assets of the Authority shall be distributed, as provided in Section 45 of the Ordinance, under the terms of the Grant Agreement, covenants with HUD, or to a qualified successor public corporation or the City or other local municipal corporation performing municipal functions similar to those performed by the Historic Seattle Preservation and Development Authority or to the State of Washington, to the United States, or other qualified entities as specified in said Section 45; provided, however, that no member, trustee, or officer of the Authority or any private individual shall be entitled to share in the distribution of any of the Authority assets upon dissolution. Upon dissolution, any assets not disposed of as above provided shall be distributed by the Authority for similar uses and purposes to any other organization or organizations which would then qualify for exemption under the provisions of 501 (c) (3) of the Internal Revenue Code as now stated or as it may be hereafter amended.

ARTICLE VII

ORGANIZATION OF HISTORIC SEATTLE PRESERVATION AND DEVELOPMENT AUTHORITY

Section 1. 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 this Charter, the initial Council as designated in the application for this 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 this 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 the Rules and Regulations.

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, and
- (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 this 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. If it is determined for any reason that any or all of the Council members should be removed from office, after a full public hearing and after selection of appropriate replacements by the Mayor and City Council pursuant to this section, the Mayor and City Council may by ordinance remove any or all Council members from office. The term of any Council member removed pursuant

to this section shall expire when the member receives a copy of the ordinance removing him or her from office and a letter signed by the Mayor advising him or her that he or she has been removed pursuant to this section. Any person appointed to the Council pursuant to this section shall be appointed by the Mayor and confirmed by the City Council in the same way other persons appointed to positions requiring City Council approval are appointed and confirmed. The term of any person appointed and confirmed pursuant to this section shall begin at the expiration of the term of the person being replaced and shall continue until the regular expiration of the term of the position being filled.

7. The Rules and Regulations shall provide for the filling of all vacancies other than those caused by the expiration of a regular term as defined herein.

Section 2. Council Concurrence Required.

General or particular authorization or concurrence of the Council by resolution shall be necessary for any of the following transactions:

1. Transfer or conveyance of an interest in real estate other than a release of a lien or satisfaction of a mortgage after payment has been received and the execution of a lease for a current term of less than one year;
2. The contracting of debts, issuance of notes, debentures, notes or bonds, and the mortgaging or pledging of corporate assets to secure the same;
3. The donation of money, property, or other assets belonging to the Historic Seattle Preservation and Development Authority;
4. An action by the Historic Seattle Preservation and Development Authority as a surety or guarantor;

5. All transactions in which: (i) the consideration exchanged or received by the Historic Seattle Preservation and Development Authority exceeds ten thousand dollars (\$10,000), (ii) the performance by the Historic Seattle Preservation and Development Authority shall extend over a period of one year from the date of execution of an agreement therefor, or (iii) the Historic Seattle Preservation and Development Authority assumes duties to the City, the State, or the United States;
6. Any project or activity outside the limits of the City;
7. Adoption of an annual budget;
8. Certification of annual reports and statements to be filed with the City Comptroller as true and correct in the opinion of the Council and of its members, except as noted;
9. Proposed amendments to the Charter; and
10. Such other transactions, duties, and responsibilities as the Charter shall repose in the Council or require Council participation by resolution.

Section 3. Council Concurrence and Quorum Defined.

"Council concurrence," as used in this Article may be obtained at any regular or special Council meeting by an affirmative vote of a majority of the Council members voting on the issue, provided that such majority equals not less than one-third of the Council voting membership. The Rules and Regulations of the Authority may prescribe Council quorum restrictions which equal or exceed the quorum restrictions imposed in this Section 3. The quorum requirements for amendments to the Charter of the Authority are set forth in Article XI below.

Section 4. Offices and Division of Duties.

Historic Seattle Preservation and Development Authority shall have two or more officers. The same person shall not occupy both the chief executive office of the Authority and the office responsible for the custody of funds and maintenance of accounts and finances. The initial officers of the Authority shall be the Chairman, Vice-Chairman, Secretary, and Treasurer of the Council. Additional officers may be provided for in the Rules and Regulations of the Authority. The Chairman shall be the agent of the Authority for service of process; the Rules and Regulations may designate additional corporate officials as agents to receive or initiate process. The corporate officers, who shall be selected from among the membership of the Council as provided in the Rules and Regulations, shall as provided in the Rules and Regulations manage the daily affairs and operations of the Authority. The Council shall oversee the activities of the corporate officers, establish, and/or implement policy, participate in corporate activity in matters prescribed in Section 2 of this Article VII, and shall have stewardship for management and determination of all corporate affairs except as may be specifically reposed in the Constituency under Article VIII hereof.

Section 5. Executive Committee.

The Rules and Regulations may provide for an Executive Committee, which shall be appointed or removed by, and shall have and exercise such authority of the Council in the management between meetings of the Council as may be specified in the Rules and Regulations.

ARTICLE VIII

CONSTITUENCY

Section 1. Composition.

The Constituency of the Authority shall consist of its general membership, which shall be open to all persons sixteen years of age and over who shall pay dues of one dollar (\$1) per year. The Rules and Regulations shall provide for meetings of members, including notice, quorum, and other provisions dealing with the membership; provided, however, that the Council or a committee thereof shall report to the Constituency at a meeting held at least quarterly to receive their comments on matters on which the Council has acted during the preceding quarter and on matters proposed for action during the next quarter.

Section 2. Constituency Concurrence Required.

The concurrence of the Constituency shall be required on the following matters.

1. Proposed amendments to the Charter;
2. Proposed amendments to the Rules and Regulations of the Authority dealing directly with matters specified in Section 2 as being within the power and responsibility of the Constituency or with provisions of the Rules and Regulations governing procedures for meetings of the Constituency;
3. Fixing the compensation of corporate officials and the nature and limit of expenses incurred by corporate officials that may be reimbursed;
4. Election or selection of an independent auditor; and
5. Appointment of one member to the class of the Council membership expiring each year, as provided herein.

Section 3. Constituency Concurrence Defined.

Constituency concurrence, as used herein, shall be defined in the Rules and Regulations, except that Article XI of the Charter shall define the concurrency of the Constituency that is necessary for Charter amendment and for amendments to the provisions of the Rules and Regulations that govern procedures for meetings of the Constituency.

ARTICLE IX

COMMENCEMENT OF HISTORIC SEATTLE PRESERVATION
AND DEVELOPMENT AUTHORITY

The Historic Seattle Preservation and Development Authority shall commence its existence effective upon filing its Charter as issued and attested.

ARTICLE X

RULES AND REGULATIONS

The Council shall adopt Rules and Regulations to provide such rules for governing Historic Seattle Preservation and Development Authority and its activities as are not inconsistent with this Charter. The adoption of the Rules and Regulations and any amendments thereto require a majority vote of the whole Council. The Council may provide in the Rules and Regulations for all matters related to the governance of the Authority, including but not limited to matters referred to elsewhere in the Charter for inclusion therein, and for the following:

1. The existence of committees of Historic Seattle Preservation and Development Authority and the duties of any such committee;
2. Regular and special meetings of the Council and Constituency of Historic Seattle Preservation and Development Authority;
3. Suspension or removal of Historic Seattle Preservation and Development Authority officials and conditions which would require such suspension or removal;
4. Any matters set forth in Section 15, 1-u, of Ordinance No. 100495 of the City of Seattle not inconsistent with the Charter or not provided for herein;
5. Additional classes of membership.

ARTICLE XI

AMENDMENTS TO CHARTER AND RULES AND REGULATIONS

Section 1. Amendments to Charter.

Any Council member may propose an amendment to the Charter at any regular meeting or at any special meeting of which thirty days advance notice has been given. Resolutions of the Council approving amendments to the Charter require an affirmative vote representing two-thirds of the Council members voting on the issue and a majority of the Council voting membership for adoption.

The proposed amendment to the Charter shall be filed within three days of its adoption with the City Comptroller by the Chairman of Historic Seattle Preservation and Development Authority together with a statement of reasons supporting the proposed amendment. The amendment shall be open to public inspection for at least thirty days. One copy of the proposed amendment shall be filed with the Model City Director for his review and recommendations. The Model City Director shall, within thirty days of receipt of the proposed amendment make a recommendation to the Mayor concerning the acceptability or otherwise of the amendment. Should he fail to do so, the amendment automatically is deemed to have the concurrence of the Model City Director and passes immediately to the Mayor.

The Mayor shall thereupon either accept or reject the recommendation and, if he accepts the same, shall cause to be issued in duplicate originals of the proposed amendment, each signed by the Mayor and bearing the City Seal attested by the City Comptroller. The original shall be retained by the City Comptroller as a public record, and the other shall be delivered to Historic Seattle Preservation and Development Authority which shall thereupon notify the Department of Housing and Urban Development, or its successor, of the amendment.

Section 2. Amendments to Rules and Regulations.

The minimum vote that is required for the amendment, alteration, or repeal of the Rules and Regulations of Historic Seattle Preservation and Development Authority shall be an affirmative vote of a majority of the whole Council. Such vote may be taken at any regular or special meeting of the Council.

Any Council member may propose an amendment to the Rules and Regulations (which may consist of new Rules and Regulations) at any regular meeting or at any special meeting of which thirty days advance notice has been given. Resolutions of the Council approving amendments of the Rules and Regulations by unanimous vote of those Council members present and voting may be implemented at such time as selected by the Council in the Resolution without further action, except in the case of amendments where Constituency approval is required. Resolutions approving amendments to the Rules and Regulations with less than unanimous votes cannot take effect until ten days after filing with the City Comptroller. The Chairman of Historic Seattle Preservation and Development Authority shall file such resolution within three days of its adoption.

Section 3. Constituency Concurrence Necessary for Amendments to Charter and Provisions of the Rules and Regulations that Govern Procedures for Meetings of the Constituency.

The minimum requirement for the concurrence of the Constituency to a proposed amendment to the Charter and to provisions of the Rules and Regulations that govern procedures for meetings of the Constituency shall be an affirmative vote representing two-thirds of the Constituents voting on the issue and at least 70 percent of the Constituency if it comprises less than 100 persons. If the Constituency comprises 100 persons or more, an affirmative vote of at least 10 percent of the Constituency shall be required.

ARTICLE XII

APPOINTMENT OF ADVISORY COMMITTEE

Creation of an Advisory Committee and the powers and duties thereof may be provided for in the Rules and Regulations.

ARTICLE XIII

MISCELLANEOUS

Section 1. Geographic Limitation.

Historic Seattle Preservation and Development Authority may conduct activities outside the City of Seattle upon a determination by the Council that each such activity will further the purposes of Historic Seattle Preservation and Development Authority.

Section 2. Public Records.

The public shall have access to records and information of Historic Seattle Preservation and Development Authority to at least the same degree that the public enjoys access to records and information of the City of Seattle.

Section 3. Minute.

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

Section 4. Public Meetings.

To the extent practicable, meetings of the Historic Seattle Preservation and Development Authority shall usually be held within the City of Seattle and shall be open to the public as required under the Open Public Meetings Act, PCW 42.30.010 - 42.30.920, and all meetings of the Council shall be called and held in accordance with said law. At any such meeting, any citizen shall have a reasonable opportunity to address the Council either orally or by written memoranda.

Section 5. Semiannual Reviews.

At least semiannually, with reasonable notice to the public, a meeting shall be held, which shall include a review of all significant decisions and events relating to the programs and activities of the Historic Seattle Preservation and Development Authority that have occurred since the last public meeting and a preview of significant matters that will be under consideration during the following six months.

Section 6. Audits, Dissolutions, etc.

Audits, dissolutions, trusteeships, and other matters affecting Historic Seattle Preservation and Development Authority are governed by Ordinance No. 100495 of the City of Seattle, approved December 1, 1971.

Section 7. Nonexclusive Charter.

This Charter is nonexclusive and does not preclude the granting by the City of other charters to establish additional public corporations in order to undertake or assist in conducting projects and activities to implement the Demonstration Cities and Metropolitan Development Act of 1966 (P.L. 89-754, 80 Stat. 1255).

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 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 II

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.