

Capitol Hill Housing Improvement Program Charter Amendments effective Dec. 6, 1984; earlier version of Capitol Hill Housing Improvement Program Charter; purpose and effect of proposed amendments to Capitol Hill Housing Improvement Program Charter.

Honorable President:

Your

to which was referred the within would respectfully report that we have considered the same and respectfully

Lined area for report content.

Filed December 6, 1984
Tin Hill, City Comptroller
By Lee Ehrlich
Deputy

ACTION OF THE COUNCIL

Referred	To
Referred	To
Referred	To
Reported	Disposition
Re-referred	To
Reported	Disposition

City of Seattle

Executive Department-Office of Management and Budget

Gary Zarker, Director
Charles Royer, Mayor



MEMORANDUM

Date: December 6, 1984

To: Tim Hill

From: Charles Royer

Subject: Capitol Hill Housing Improvement Program Charter Amendments

Attached are two copies of the revised charter of the Capitol Hill Housing Improvement Program. The Municipal Code Chapter 3.110.430 states: "a charter amendment proposed by the public corporation shall take effect and become a part of the charter upon the filing of the Mayor's approval with the Comptroller." The Law Department advises, however, that you formally attest this revised charter since the amendments are incorporated as part of the entire charter. There is a place for your signature on the last page of both copies of the charter. Please retain one copy for your files and return one copy to the Office of Management and Budget to be given to the public corporation. This, hopefully, will leave no doubt about what version of the charter is in effect.

Staff in the Office of Management and Budget have been working with all eight public corporations for over a year to bring each charter into compliance with the municipal code and to clarify some responsibilities of the governing councils. This charter is the first to be completed.

If you have questions, please contact Gary Zarker.

CR:bcg

Attachments

293688

CAPITOL HILL HOUSING IMPROVEMENT PROGRAM
COMMUNITY BASED NONPROFIT COOPERATIVE HOUSING DEVELOPMENT
402 15th AVENUE EAST SEATTLE WA 98112 (206) 329-7303

December 4, 1984

The Honorable Charles Royer
Mayor, City of Seattle
1200 Municipal Building
Seattle, Washington 98104

RE: AMENDMENTS TO CHHIP CHARTER

Dear Mayor Royer:

Last evening at a duly called Annual Meeting the CHHIP constituency affirmed the enclosed amendments to our Corporate Charter. These amendments have been carefully drafted by CHHIP and Linda Gorton of your staff to update the document and bring it into conformance with City Ordinance 103387.

CHHIP undertook the following specific activities previous to our Constituency Meeting:

1. Introduction to CHHIP Council with thirty day review;
2. Formal vote by CHHIP Council on all Amendments;
3. Published Legal Notice in Capitol Hill Times advising neighborhood residents of pending Amendments and Meeting;
4. Mailed Notice of Meeting to Constituency of Notice;
5. Delivered complete set of charter amendments and Statement of Purpose and Effect to Constituency of Notice;
6. Published notice of meeting in Capitol Hill Times article;

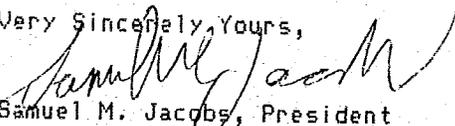
It is crucial that these amendments be formally approved by you at the earliest possible date. Our Bremer Apartments acquisition financing is contingent on inclusion of language concerning City Council power of removal of CHHIP Directors (found in Article VII, Section 6). In order for our legal counsel to issue the required opinion to the sellers this amendment must be formally in place.

Linda has done an exceptional job of coordinating this Amendment process. Her straightforward treatment of sensitive issues and her flexibility in meeting specific CHHIP needs have been important to CHHIP's ability to act swiftly.

Please contact me if you have any questions about the

Amendments.

Very Sincerely Yours,


Samuel M. Jacobs, President
Capitol Hill Housing Program

Enclosures

cc: Linda Gorton, OMB
Sarah Ignatius, Wickwire/Lewis et. al.

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FILED
CITY OF SEATTLE
1984 DEC -6 AM 10:19
COMPTROLLER AND CITY CLERK

CHARTER
OF
THE CAPITOL HILL HOUSING IMPROVEMENT PROGRAM

ARTICLE I

NAME AND SEAL

The name of this corporation shall be the Capitol Hill Housing Improvement Program (hereinafter the "Program"). The corporation seal, as set forth below, shall be a circle with the name "CAPITOL HILL HOUSING IMPROVEMENT PROGRAM" and the word "SEAL" inscribed therein.

(SEAL)

ARTICLE II

AUTHORITY AND LIMIT ON LIABILITY

Section 1. Authority.

The Capitol Hill Housing Improvement Program is a public corporation organized pursuant to RCW 35.21.660, 35.21.670, and 35.21.730-.755, and Seattle Municipal Code Ch. 3.110. As such a public corporation organized under said State and local laws, it is a political subdivision of the State with an area of operation limited to an area of the City of Seattle that lies within the Capitol Hill community.

Section 2. Limit on Liability.

All liabilities incurred by the Program shall be satisfied exclusively from the assets and properties of the Program and no creditor or other person shall have any right of action against

the City of Seattle on account of any debts, obligations or liabilities of the Program.

Section 3. Mandatory Disclaimer.

The following disclaimer shall be posted in a prominent place where the public may readily see it in the Program's principal and other offices. It shall also be printed or stamped on all contracts, bonds, and other documents that may entail any debt or liability by the Program.

The Capitol Hill Housing Improvement Program is organized pursuant to Seattle Municipal Code (SMC) 3.110 and RCW 35.21.660, 35.21.670, and 35.21.730-.755. RCW 35.21.750 provides as follows: "All liabilities incurred by such public corporation, commission, or authority shall be satisfied exclusively from the assets and properties of such public corporation, commission or authority and no creditor or other person shall have any right of action against the city, town, or county creating such corporation, commission, or authority on account of any debts, obligations, or liabilities of such public corporation, commission, or authority."

ARTICLE III

DURATION

The duration of the Program shall be perpetual.

ARTICLE IV

PURPOSE

The purpose of the Program shall be to assist homeowners, property owners, tenants and residents of the Capitol Hill Community in preserving, improving and restoring the quality of their homes, property and neighborhood. The initial boundaries

of the Program shall be the Capitol Hill Community, which is defined as the geographic area marked by the boundaries specified in Exhibit 1, which is attached hereto and incorporated herein by this reference.

ARTICLE V

POWERS

The Program shall have and exercise all powers necessary or convenient to effect the purposes for which the Program is organized and perform authorized Program functions, including, without limitations, the power to:

1. Own and sell real and personal property;
2. Contract for any Program purpose with individuals, associations and corporation, and with a state, the United States, and any subdivision or agency of either;
3. Sue and be sued in its 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 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 Federal Government or private sources or, if otherwise legal, from a state or any of its political subdivisions or agencies;

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; buy and contract on deferred terms; grant or acquire options on real and personal property; and contract regarding the income or receipts from real property;

13. Issue negotiable bonds and notes in conformity with Seattle Municipal Code 13.110.420 and applicable provisions of the Uniform Commercial Code and state law in such principal amounts, with such covenants, interest rates, maturities and options of redemption as, in the discretion of the Council, shall be necessary or appropriate to provide sufficient funds for achieving any Program purposes; or to secure financial assistance from the United States or other sources for the Program projects and activities;

14. Contract for, lease, and accept transfers, gifts or loans of funds or property from the United States, a state, and any political subdivision or agency of either, 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 therefor;

15. Manage, on behalf of the United States, a state, and any political subdivision or agency of either, any property acquired by any such entity through gift, purchase, construction, lease, assignment, default or exercise of the power of eminent domain;

16. Recommend to appropriate governmental authorities public improvements and expenditures in the Capitol Hill Community;

17. Recommend to the United States, a state, and any political subdivision or agency of either any property which if committed or transferred to the Program would materially advance the public purposes for which the Program is chartered;

18. Initiate, carry out, and complete such improvements of benefit to the public consistent with this Charter as the United States, a state, and any political subdivision or agency of either may request;

19. Recommend to the United States, a state, and any political subdivision or agency of either such tax, financing, and security measures as the Program may deem appropriate to maximize the public interest in the Capitol Hill Community;

20. Lend its funds, property, credit or services for Program purposes, or act as a surety or guarantor for Program 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 Program 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 or otherwise participate in housing projects where such activity furthers the public purpose for which the Program is chartered;

26. Maintain books and records as appropriate for the conduct of its affairs and as may be required by the City pursuant to its grant and contractual agreements;

27. Conduct the affairs of the Program, carry on its operations, and use its property as allowed by law and consistent with Seattle Municipal Code Ch. 3.110, its Charter, and its Rules and Regulations; name the Program officials, designate agents, and engage employees, prescribing their duties, qualifications, and compensation; and secure the services of consultants for professional services, technical assistance, or advice;

28. Identify and recommend to the United States, a state, and any political subdivision or agency of either, the acquisition by the appropriate governmental entity--for transfer to or

use by the Program--of property and property rights which, if so acquired, whether through purchase or the exercise of eminent domain, and so transferred or used, would materially advance the purposes for which the Program is chartered;

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

ARTICLE VI

LIMITS

The Program, in all activities and transactions, shall be limited in the following respects:

1. All funds, assets or credit of the Program shall be applied toward or expended upon services, projects and activities authorized by its Charter. No part of the net earnings of the Program shall inure to the benefit of, or be distributable as such to, the Council members, officers of the Program or other private persons, except that the Program is authorized and empowered to:

a. Compensate the Program officials and others performing services for the Program a reasonable amount for services rendered, and reimburse reasonable expenses actually incurred in performing their duties;

b. Assist the Program officials as members of a general class of persons to be assisted by a Council-approved project or activity to the same extent as other members of the class as long as no special privilege or treatment accrues to

such Program official by reason of his or her status or position in the Program;

c. Defend and indemnify any Program official (including employees), any former Program official, and their successors, against all costs, expenses, judgments, and liabilities, including attorneys' fees, reasonably incurred by or imposed upon him or her in connection with or resulting from any claim, action, or proceeding, civil or criminal, in which he or she is or may be made a party by reason of being or having been a Program official or by reason of any action alleged to have been taken or omitted by him or her as such official, provided that he or she was acting in good faith on behalf of the Program and within the scope of duties imposed or authorized by law. This power of indemnification shall not be exclusive of other rights to which Program officials may be entitled as a matter of law;

d. Sell assets for a consideration greater than their reasonable market value or acquisition costs, charge more for service than the expense of providing them, or otherwise secure an increment in a transaction, or carry out any other transaction or activity, as long as such gain is not the object or purpose of the Program's transactions or activities and is applied to or expended upon services, projects, and activities as aforesaid.

e. Purchase insurance to protect and hold personally harmless any of its officials (including its employees and agents) from any action, claim, or proceeding instituted against

the foregoing individuals arising out of the performance, in good faith, of duties for, or employment with, the Program and to hold these individuals harmless from any expenses connected with the defense, settlement, or monetary judgments from such actions, claims, or proceedings. The purchase of such insurance and its policy limits shall be discretionary with the Council, and such insurance shall not be considered to be compensation to the insured individuals. The powers conferred by this subsection shall not be exclusive of any other powers conferred by law to purchase liability insurance.

2. No funds, assets, or property of the Program 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 the Program 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 the Program may respond to requests by contacting members of Congress, State legislators or City Council members for information and may appear before any such legislative body in connection with funding and other matters directly affecting the Program or its ability to carry out the purposes for which it is chartered.

3. The Program shall have no power of eminent domain nor any power to levy taxes or special assessments.

4. The Program 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. The Program shall not issue shares of stock, pay dividends, make private distribution of assets, make loans to its corporate officials, or engage in business for private gain.

ARTICLE VII

COUNCIL

Section 1. Council Composition.

The management of the Program shall be vested in the Council. The Council shall be composed of nine (9) members selected as follows:

1. Three (3) members shall be appointed by the Mayor.
2. Six (6) members shall be nominated and elected by the Constituency at large.

Section 2. City Council Confirmation.

The names of members appointed by the Mayor and elected by the Constituency shall be promptly submitted to the City Council for confirmation. Any such person whose name and supporting documentation have been submitted to the City Council shall, unless and until his or her name has been rejected by the City Council, have full powers and responsibilities of a confirmed Council member. No such person shall have or purport to have or exercise such powers and responsibilities until his or her name

and all supporting documentation required by the City Council have been submitted to the City Council for confirmation.

Section 3. Council Concurrence Required.

Prior 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 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 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 Program.
4. An action by the Program as a surety or guarantor.
5. All transactions in which: (i) the consideration exchanged or received by the Program exceeds ten thousand dollars (\$10,000); (ii) the performance by the Program shall extend over a period of one year from the date of execution of an agreement therefor; or (iii) the Program assumes duties to the City, the State, the United States or other governmental entity.
6. Any project or activity outside the limits of the City.
7. Adoption of an annual budget and a separate capital budget, when annual capital expenditures are expected to exceed one hundred thousand dollars (\$100,000).

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 to the Rules and Regulations.

10. Any project or activity outside of the Capitol Hill Community upon a determination by the Council that each project or activity will further the purpose of the Program.

11. Such other transactions, duties and responsibilities as the Charter or Rules and Regulations shall have reposed in the Council or which require Council participation by resolution.

Section 4. Council Review.

At least quarterly, the Council shall review monthly statements of income and expenses which compare budgeted expenditures to actual expenditures. When the operating budget is in excess of one million dollars (\$1,000,000), the Council shall also review on a quarterly basis balance sheets for the previous three months. The Council shall review all such information at regular meetings, the minutes of which shall specifically note such reviews, and include such information.

Section 5. 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.

A quorum to commence a Council meeting shall be no fewer than a majority of the Council's total voting membership. Voting membership means the total number of voting positions on the Council authorized by the Charter, whether filled or vacant. Council members present at a duly convened meeting may continue to transact business notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 6. Elections, Terms of Office, Removal of Council Members, Recalls.

1. Election of Council Members.

The initial Council members shall be elected by an area-wide general election. Subsequent elections of Council members shall take place at an annual general meeting of the Constituency. A plurality vote of those constituents present at the meeting shall be necessary to elect any Council members. Such elections shall be conducted in accordance with the Rules and Regulations.

2. Terms of Office of All Council Members.

a. The terms of both elected and appointed Council members shall be three (3) years. The terms of members of the Council shall be staggered. The terms of the initial Council, however, shall be determined as follows:

(1) The initial Council members shall by resolution divide the members of the Council into three (3) classes, designated Class A, Class B and Class C.

(2) Initially, Class A members shall hold one (1) year terms, said terms to run until the annual general

meeting held in 1977. Class B members shall hold two (2) year terms, said terms to run until the annual general meeting held in 1978. Class C members shall hold three (3) year terms, said terms to run until the annual general meeting held in 1979. The terms of elected Council members will begin at the adjournment of the Constituency meeting at which they are elected.

3. Qualifications of Council Members.

All Council members elected by the Constituency shall be constituents of the Program.

4. Officers.

a. There shall be at least four (4) officers of the Program. The same person shall not occupy more than one (1) office at the same time. The initial offices shall be:

- (1) President;
- (2) Vice-President;
- (3) Secretary;
- (4) Treasurer

Any further offices, as well as the qualifications thereof, of the Program shall be provided for in the Rules and Regulations.

b. All Officers shall be elected by the Council. Only Council members shall be eligible to be elected as officers.

c. The President shall be chief executive of the Program. The Vice-President shall be his or her assistant. The Treasurer shall be responsible for the custody of funds and for the maintenance of accounts and finances and the Secretary for the maintenance of all Program books and records.

d. Each of the officers may initiate process and each shall be the agent of the Program for service of process.

e. The terms of office of each officer shall be set by the Rules and Regulations; provided, however, that no terms of office shall exceed three (3) years.

f. Those officers authorized by the Council to sign checks, thereby withdrawing funds from the Program bank account, shall file fidelity bonds in amounts determined by the Council.

5. Removal of Council Members and Officers by the Council.

a. If any elected Council member resigns, or becomes ineligible to serve, or becomes unable to serve, the Council shall elect a successor to serve until the next annual election, when a new Council member will be elected by the constituents to serve the remainder of the unexpired term.

b. If a Council member is elected to serve the unexpired term of a Council member who was serving as an elected officer, the Council shall elect separately a replacement for that position as well.

c. All elections by the Council to fill an unexpired term shall require the affirmative vote of a majority of the members of the Council present.

d. If a Council member is absent from all regular and special meetings over a ninety (90) day period, the other members of the Council, by a two-thirds (2/3) vote of members present, may deem that the member who has been absent has become unable to

serve, and under this section may proceed with the election of a successor as outlined in 5a above or 5e below.

e. If a member appointed by the Mayor resigns, or becomes ineligible to serve or becomes unable to serve, the Council shall request that the Mayor appoint a new member to serve the balance of the unexpired term of such member.

6. Removal of Council Members by the City.

In addition to Intervention and Trusteeship, as provided in Seattle Municipal Code 3.110.440 and 3.110.450, respectively, 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 voting 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. Recall of Council Members.

a. A petition for the recall of any Community elected Council member may be initiated for referral to the Constituency by a three-fourths (3/4) vote of the Council present, provided that the attendance at the meeting shall be at least three-fourths (3/4) of the members of the Council. In the event that the Council approves a petition for recall of an elected Council member, the Constituency shall vote on said petition in the manner specified in Section c of this paragraph.

b. Alternatively, any elected Council member may be recalled by a vote of the Constituency if a petition for recall is presented to the Council signed by not less than one hundred (100) constituents.

c. In the event a petition for recall is properly made as specified in Sections a and b above, the Council, within six (6) weeks, will provide for a general meeting of the Constituency which will vote on the question to recall.

(1) If two-thirds (2/3) of the Constituency present at such general meeting vote to approve the petition, a replacement Council member shall be nominated and elected at that meeting.

(2) A quorum for a meeting to vote on a recall shall be one hundred fifty (150) constituents.

d. A petition for recall of a Council member may not be initiated within twelve (12) months of the date of the defeat by the Constituency of any previous recall of that same Council member.

Section 7. Executive Committee.

The Rules and Regulations may provide for an Executive Committee, which shall be appointed or removed by the Program, 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.

1. The Constituency of the Program shall consist of its general membership, which shall be open to all persons eighteen (18) years of age and over who are homeowners, property owners, tenants or residents within the Capitol Hill Community.

2. For purposes of notice and Constituency concurrence as defined in Article VIII, Section 4, the Constituency shall consist of members of record. Members of record are constituents who, within the previous twelve (12) months, are on record as having attended at least one Constituency or Council meeting or have requested notice.

Section 2. Powers of the Constituency.

In addition to the right to advise the Council concerning Program policy, the Constituency shall have the right to participate in the consideration of any of the following matters:

1. Nomination and election of Council members;
2. Recall of elected Council members in the manner provided in Article VII;
3. Calling of special meetings of the Council in the manner provided for in Article IX;
4. Such other matters specified by this Charter or the Rules and Regulations.

Section 3. Constituency Concurrence Required.

In addition to the powers granted it by Section 2, the concurrence of the Constituency shall be required on the following matters:

1. Any proposed amendments to the Charter;
2. Any proposed amendments to the Rules and Regulations of the Program if said amendment deals with matters which are within the power and responsibility of the Constituency as set forth in this Section and in Section 2 of this Article;
3. Proposed amendments of the provisions of the Rules and Regulations governing procedures for meetings of the Constituency;
4. Annually fixing the compensation of Council members, any, and the nature and limit of expenses incurred by Council members that may be reimbursed;

5. Election or selection of an independent auditor.

Section 4. Constituency Concurrence Defined.

Constituency concurrence, as used herein, shall be defined in the Rules and Regulations, except that matters requiring Constituency concurrence, as provided in Article VIII, Section 3, shall require an affirmative vote representing two-thirds (2/3) of the constituents voting on the issue, and at least 20 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 IX

MEETINGS

Section 1. Constituency Meetings.

1. A Constituency meeting open to all constituents of the Program shall be held at least four (4) times each year, with the date, time and place to be selected by the Council. One of such Constituency meetings shall be denominated the "annual" meeting at which elections are to take place. The Rules and Regulations shall provide for the time of year and general location for meetings of the Constituency, including notice therefor. The Council or a committee thereof shall report to and receive comment from the Constituency at each quarterly meeting on matters upon which the Council has acted during the preceding quarter and on matters proposed for action during the next quarter.

2. Special meetings of the Constituency may be called by the Council, as provided by the Rules and Regulations.

3. If less than ninety (90) days have elapsed after the previous meeting, the Constituency shall have the right to call a Constituency meeting for a specified purpose, provided such purpose has already been reviewed by the Council, when a petition stating the purpose of such meetings is signed by twenty-five (25) members or more of the Constituency, except in cases of Recall and Discontinuance Petitions which require one hundred (100) signatures.

Such special meetings shall be limited to the purposes of the "Call for Meeting." Upon receipt of the petition for a "Call for Meeting" and certification of signatures, the Council shall be required to call such meetings within thirty (30) days.

4. If ninety (90) days have elapsed after the previous meeting and no meeting of the Constituency has been scheduled, any constituent or corporate official may call a special meeting to consider matters appropriate for a quarterly meeting of the Constituency. Notice of such meeting shall be given pursuant to the Rules and Regulations and the expense of such notice shall be borne by the Program.

Section 2. Open Public Meetings.

All Council meetings, including executive, all other permanent and ad hoc committee meetings, and Constituency meetings shall be open to the public to the extent required by

RCW 42.30.010 et seq. The Council and committees may hold executive sessions to consider matters enumerated in RCW 42.30.010 et seq. or privileged matters recognized by law, and shall enter the cause therefor in its official journal. Notice of meetings shall be given in a manner consistent with RCW 42.30.010 et seq. In addition, the Program shall routinely provide reasonable notice of meetings to any individual specifically requesting it in writing. At such meetings, any citizen shall have a reasonable opportunity to address the Council either orally or by written petition. Voting by telephone is not permitted.

Section 3. Meetings of the Council.

1. The Council shall meet at least once each month.
2. Special meetings of the Council may be called as provided in the Rules and Regulations.
3. Any member of the Council, upon five (5) days' notice, may call a special meeting of the Council to consider matters appropriate to a regular meeting if twenty-five (25) days have elapsed since the previous Council meeting and no future meeting has been scheduled.

Section 4. Parliamentary Authority.

The rules contained in Robert's Rules of Order (Revised) shall govern the Program in all cases to which they are applicable where they are not inconsistent with the Charter or the special rules of order of the Program set forth in the Rules and Regulations.

Section 5. Minutes.

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

ARTICLE X

RULES AND REGULATIONS

The Council shall adopt Rules and Regulations to provide such rules for governing the Program and its activities as are not inconsistent with this Charter. The adoption of the Rules and Regulations, and any amendments thereto, shall require an affirmative vote of a majority of the whole Council. The Rules and Regulations shall provide, among other things, for:

1. The existence of committees of the Program and the duties of any such committee;
2. Regular and special meetings of the Council and Constituency of the Program;
3. The method of selecting Program officers by the Council;
4. Suspension or removal of Program officials and conditions which would require such suspensions or removal;
5. Any matters set forth in Seattle Municipal Code 3.110.140 not inconsistent with the Charter or not provided for herein;
6. Additional classes of membership.

ARTICLE XI

AMENDMENTS TO CHARTER AND RULES AND REGULATIONS

Section 1. Proposals to Amend Charter or Rules and Regulations.

1. Proposals to amend the Charter or Rules and Regulations shall be presented in a format which strikes over material to be deleted and underlines new material.

2. Any Council member may introduce an amendment to the Charter or to the Rules and Regulations (which may consist of new Rules and Regulations) at any regular meeting, or at any special meeting prior to which thirty (30) days' advance notice has been given.

Section 2. Council Consideration of Proposed Amendments.

If notice of a proposed amendment to the Charter or to the Rules and Regulations, and information, including the text of the proposed amendment and a statement of its purpose and effect, is provided to members of the Council fifteen (15) days prior to any regular Council meeting or any special meeting of which thirty (30) days' advance notice has been given, then the Council 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 Council may not vote on the proposed amendment until the next regular Council meeting or special meeting of which thirty (30) days' advance notice has been given, provided that such notice and information is provided to Council

members at least fifteen (15) days prior to such meeting.

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 3. Vote Required for Amendments to Charter.

Resolutions of the Council approving amendments to the Charter require an affirmative vote representing two-thirds (2/3) of the Council members voting on the issue and a majority of the Council voting membership for adoption. If a Council resolution approving an amendment is adopted, the amendment shall be submitted to the Constituency for ratification in the manner specified in this Article.

Section 4. Vote Required for Amendments to Rules and Regulations.

The minimum vote that is required for the amendment, alteration, or repeal of the Rules and Regulations of the Program shall be an affirmative vote of a majority of the whole Council.

Section 5. Amendment Initiated by Constituency.

1. If the Council receives a petition signed by at least fifty (50) constituents seeking an amendment, then the Council shall certify such amendment and submit it to the Constituency for ratification in the manner specified in Section 6.

2. A petition made pursuant to this Section shall be presented to the Council not later than thirty (30) days before the Constituency meeting at which the proposed amendment is to be considered.

Section 6. Constituency Consideration of Proposed Amendment.

1. Notice, that a vote will be taken on a proposed amendment to the Charter or to provisions of the Rules and Regulations which require Constituency concurrence pursuant to Article VIII, § 3, shall be provided to constituents thirty (30) days prior to the Constituency meeting at which a vote will be taken. The text of the proposed amendment and a statement of its purpose and effect shall be provided to constituents fifteen (15) days prior to such meeting. 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 7. Approval by Mayor.

After adoption of a proposed amendment to the Charter of the Program, as set forth herein, by the Council and Constituency, the proposed amendment shall be filed in duplicate with the City Comptroller. The Mayor may approve or disapprove the proposed amendment.

If the Mayor approves the proposed Charter amendment, he or she shall cause to be issued duplicate originals of the revised Charter, each signed by the Mayor and bearing the City Seal attested by the City Comptroller. One original shall be retained by the City Comptroller as a public record, and the other shall be delivered to the Program.

Section 8. Effective Date of Amendments to the Charter.

Amendments to the Charter proposed by the Program shall take effect and become part of the Charter upon the filing of the Mayor's approval with the Comptroller.

Section 9. Effective Date of Amendments to the Rules and Regulations.

Amendments to the Rules and Regulations shall not take effect until ten (10) days after filing of the same with the City Comptroller, unless such amendment(s) shall have been passed by unanimous vote of the Council and the Constituency (if affected by the amendment), and an earlier date be set.

ARTICLE XII

RECORDS AND REPORTING REQUIREMENTS

Section 1. Establishment and Maintenance of Office and Records.

The Program shall:

1. Maintain a principal office within the limits of the City;
2. File and maintain current with the Comptroller a listing of all officials, their positions, and their business and home addresses, their business and home phone numbers, the address of its principal office and all other offices used by it, and a current set of its Rules and Regulations; and
3. Maintain all Program records in a manner consistent with the Preservation and Destruction of Public Records Act, RCW Chapter 40.14.

Section 2. Annual Report.

The Program shall:

1. Within three (3) months of the end of its fiscal year, file an annual report with the Comptroller, the City Council, and the Mayor's designee containing a certified statement of assets and liabilities, income and expenditures, and changes in its financial position during the previous year; a summary of significant accomplishments; a list of depositories used; a projected operating budget for the current fiscal year and a separate capital budget when annual capital expenditures are expected to exceed one hundred thousand dollars (\$100,000); a summary of projects and activities to be undertaken during the current year; a list of Program officials and a list of officers bonded pursuant to Seattle Municipal Code 3.110.240(c); and

2. Within six (6) months of the end of its fiscal year, file an audited and Council-certified statement of assets and liabilities, income and expenditures, and changes in financial position.

Section 3. Public Records.

The public shall have access to records and information of the Program to the extent required by state law and City ordinance.

ARTICLE XIII

COMMENCEMENT

The Program shall come into existence and be authorized to take action at such time as the Initial Council takes office in accordance with Article VIII.

ARTICLE XIV

DISSOLUTION

Section 1. Dissolution.

Dissolution of the Program shall be in the form and manner required by law, City ordinance, and the Rules and Regulations. Upon dissolution of the Program and the winding up of its affairs, all of the rights, assets and property of the Program shall pass to and be distributed according to the terms of any applicable Grant Agreements or covenants with the Federal Government, or agreements with donors, or other parties made at the time of acquisition, or to a qualified entity specified in Seattle Municipal Code 3.110.490.

Section 2. Dissolution Statement.

Upon enactment of a resolution by the City Council for dissolution of the Program or by the Program for its own dissolution other than for purposes of merger or reorganization in a plan approved by the Mayor, the Program shall file a dissolution statement signed by its chief executive officer setting forth:

- (a) the name and principal office of the Program;

(b) the debts, obligations, and liabilities of the Program, and the property and assets available to satisfy the same; the provisions to be made for satisfaction of outstanding liabilities and performance of executory contracts; and the estimated time for completion of its dissolution;

(c) any pending litigation or contingent liabilities;

(d) the Council resolution providing for such dissolution and the date(s) and proceedings leading toward its adoption, whenever the dissolution be voluntary; and

(e) a list of persons to be notified upon completion of dissolution.

Section 3. Discontinuance of the Projects Authorized by the Program.

Projects of the Program may be discontinued by a vote of the Constituency under the following procedures:

1. A petition shall be presented to the Council signed by not less than one hundred (100) constituents.
2. The Council, within six (6) weeks, shall provide for a general meeting which will vote on the question to discontinue;
3. If two-thirds (2/3) of the constituents present at such general meeting vote to approve the petition, the Program will discontinue immediately after outstanding debts and contracts of the Project have been honored. All other assets of the Project shall be distributed to the Program; as well, any outstanding liabilities of the Project shall be assumed by the Program.

4. A quorum for a meeting to vote on discontinuance shall be one hundred fifty (150) constituents.

5. As used herein, the term "Project" shall mean a neighborhood improvement activity undertaken by the Program.

ARTICLE XV

MISCELLANEOUS

Section 1. Geographic Limitation.

The Program may conduct activities outside the City of Seattle upon a determination by the Council that each activity will further the purposes of the Program but only in those areas of another jurisdiction whose governing body by agreement with the City consents thereto.

Section 2. Bonding.

The Treasurer of the Program, and any other officials responsible for Program accounts and finances, shall file with the Program fidelity bonds in an amount determined adequate and appropriate by the Council. Such officials may hold such positions only as long as such bonds continue in effect. The Program shall notify the Mayor in its annual report of the officials responsible for Program funds, accounts and finances, the names of such officials and the amounts of the bonds prescribed for them, and confirm that such bonds are currently in effect.

Section 3. Safeguarding of Funds.

Program funds shall be deposited in a depository acceptable to the Mayor and be otherwise safeguarded pursuant to such instructions as the Mayor may from time to time issue.

Section 4. Insurance.

The Program shall maintain in full force and effect public liability insurance in an amount specified by the Mayor sufficient to cover potential claims for bodily injury, death or disability, and for property damage, which may arise from or be related to projects and activities of the Program, naming the City as an additional insured.

Section 5. Code of Ethics.

No current Program official or employee shall engage in conduct prohibited under Seattle Municipal Code 3.110.560. Uncompensated officials and employees and designated compensated employees shall annually by April 15 file statements of economic interest as required under Seattle Municipal Code 3.110.570. The Council shall enforce the provisions of Seattle Municipal Code 3.110.580. Additionally, all final Council determinations under Seattle Municipal Code 3.110.580 shall be provided to the City Board of Ethics for its information. The City Board of Ethics, in its discretion, may comment on any determination and provide its comments to the Council.

Section 6. Discrimination Prohibited.

1. As provided in Seattle Municipal Code 3.110.260, neither Council nor Constituency membership may directly or indirectly be based upon or limited by age, race, color, religion, sex, national origin, marital status, sexual orientation, political ideology, or the physical handicap of a capable

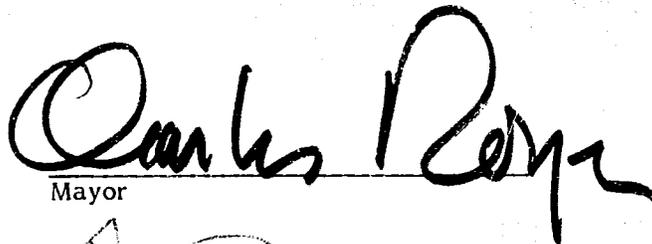
person. The Council shall take steps to assure equality of employment opportunity as provided in the code.

2. Program use of funds provided to it by the City after January 1, 1985, shall be subject to the requirements of Seattle Municipal Code Chapter 20.46 (Women's and Minority Business Utilization).

Section 7. Nonexclusive Charter.

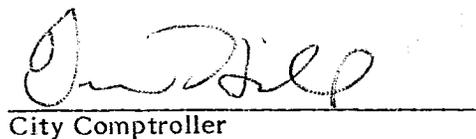
This Charter is nonexclusive and does not preclude the granting by the City of other charters to establish additional public corporations.

This revised charter reflects the Charter as issued May 20, 1976, and amended on May 23, 1977 together with the amendments proposed by the Capitol Hill Housing Improvement Program Council and Constituency on December 4, 1984, and approved by me this 6th day of December, 1984.



Mayor

Attest



City Comptroller