

COMPTROLLER FILE No. 294720

REPORT OF COM

CHARTER of the SEATTLE CHINATOWN-INTERNATIONAL DISTRICT PDA; filed April 2, 1986

Honorable President:

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

Filed April 2 1986 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

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PRESERVATION AND DEVELOPMENT AUTHORITY CHARTER

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CHARTER
OF
SEATTLE CHINATOWN-INTERNATIONAL DISTRICT
PRESERVATION AND DEVELOPMENT AUTHORITY

ARTICLE I

NAME AND SEAL

The name of this corporation shall be Seattle Chinatown-
International District Preservation and Development Authority
(hereinafter the "Authority"). The Authority seal, as set forth
below, shall be a circle with the name "SEATTLE CHINATOWN-
INTERNATIONAL DISTRICT PRESERVATION AND DEVELOPMENT AUTHORITY"
inscribed therein.

ARTICLE II

~~AUTHORITY FOR SEATTLE CHINATOWN-
INTERNATIONAL DISTRICT PRESERVATION AND
DEVELOPMENT AUTHORITY; AND LIMIT ON LIABILITY~~

Section 1. Authority.

~~Seattle Chinatown-International District Preservation and
Development~~ The Authority is a public corporation organized pur-
suant to ~~Chapter 37, Laws of 1974, First Extraordinary Session
(43d Leg. 3d Extra Sess.) (RCW 35.21.660, 35.21.670, and
35.21.730 - .755~~
35.21.730) - .755 and ~~Ordinance 103387 of the City of Seattle~~
Seattle Municipal Code Ch. 3.110.

Section 2. Limit on Liability.

~~2. RCW 35.21 provides as follows:~~

~~"All liabilities incurred by such public corporation, commission, or the Authority shall be satisfied exclusively from the assets and credit properties of such public corporation, commission, or the Authority, and no creditor or other person shall have any recourse to the assets, credit, or services of the municipal corporation creating the same right of action against the City of Seattle on account of any debts, obligations, or liabilities of such public corporation, commission, or the Authority."~~

Section 3. Mandatory Disclaimer.

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

The Seattle Chinatown-International District Preservation and Development Authority 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 OF SEATTLE CHINATOWN-
INTERNATIONAL DISTRICT PRESERVATION
AND DEVELOPMENT AUTHORITY~~

The duration of the Authority shall be "Mon Sai-" (literally ten thousand generations), unless dissolved as provided in article XIV hereof.

ARTICLE IV

~~PURPOSES OF SEATTLE CHINATOWN-
INTERNATIONAL DISTRICT PRESERVATION
AND DEVELOPMENT AUTHORITY~~

The purpose of the ~~Seattle Chinatown International District Preservation and Development~~ Authority is to provide a legal entity under RCW 35.21.730 and City of Seattle ~~Ordinance No. 103387~~ Municipal Code Ch. 3.110 through which persons will be afforded a structure to work for the conservation and renewal of the unique cultural and ethnic integrities characteristic of the area historically known as the Chinatown-International District.

Employing the unique powers and capabilities conferred by State and City law, the Authority intends to promote, assist and encourage the renewal, rehabilitation, preservation, restoration and development of structures and open spaces in the area coincident with that described in the City of Seattle Special Review District Ordinance No. 102455. These efforts will be conducted in a manner that affords a continuing opportunity for local businessmen, property owners, merchants, residents, community organizations, shoppers, and visitors to carry on their traditional, as well as developing, Chinatown-International

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District activities. In addition to upgrading structures and public amenities in and around the Chinatown-International District, the Authority will encourage programs to expand food retailing in the District, especially the sale of ethnic products; to expand and preserve the residential community, especially for low-income people; to promote the survival and predominance of small shops, ethnic businesses and other enterprises, activities and services which are essential to the functioning and vitality of the Chinatown-International District.

The Authority will undertake the development and operation of a Community Service Center to serve as a stabilizing institution for all users and residents of the Chinatown-International District.

The Authority will also be concerned with the rehabilitation and redevelopment of surrounding areas which may affect the character character of the Chinatown-International District.

In undertaking these purposes, the Authority will initiate and carry out studies to determine what kinds of programs will fulfill the above-stated goals.

ARTICLE V

~~POWERS OF SEATTLE CHINATOWN-
INTERNATIONAL DISTRICT PRESERVATION AND
DEVELOPMENT AUTHORITY~~

~~The Seattle Chinatown-International District Preservation and
Development Authority shall have and exercise all powers
necessary or convenient to effect the purposes for which the~~

Authority is organized and perform authorized Authority functions, including, without limitations, the power to:

1. Own and sell real and personal property;
2. Contract for any ~~Seattle Chinatown International District Preservation and Development~~ Authority purpose with the State a state, the United States, and any subdivision or agency of either, and with 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 lawfully 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, or private sources or, if otherwise legal, from a ~~city or county~~ 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; 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 ~~Section 42 of Ordinance 103387~~ Seattle Municipal Code 3.110.420 and applicable provisions of the Uniform Commercial Code and ~~State law~~ such principal amounts as, in the discretion of the Seattle Chinatown International District Preservation and Development Authority, Council, shall be necessary or appropriate to provide sufficient funds for achieving any ~~corporate Authority~~ 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~~ a state, ~~the City~~ 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 thereeffor;

15. Manage, on behalf of the ~~City~~ United States, a state, and any political subdivision or agency of either, any property acquired by ~~the City~~ any such entity 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 governmental authorities public improvements and expenditures in

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the areas of the City in which the Seattle Chinatown International District Preservation and Development Authority, by its Charter, has a particular responsibility;

17. ~~Recommend to the Mayor and City Council~~ United States, a state, and any political subdivision or agency of either any property which, if committed or transferred to ~~Seattle Chinatown International District Preservation and Development the~~ Authority, would materially advance the public purpose for which ~~Seattle Chinatown International District Preservation and Development the~~ Authority ~~was~~ is chartered;

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

19. Recommend to the ~~Mayor and City Council~~ United States, a state, and any political subdivision or agency of either, such tax, financing and security measures as ~~Seattle Chinatown International District Preservation and Development the~~ Authority may deem appropriate to ~~maximizing~~ maximize the public interest in ~~the areas of the City~~ any area in which ~~Seattle Chinatown International District Preservation and Development the~~ Authority, by its Charter, has a particular responsibility;

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

NOTICE: IF THE DOCUMENT IN THIS FRAME IS LESS CLEAR THAN THIS NOTICE IT IS DUE TO THE QUALITY OF THE DOCUMENT.

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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~~ Authority 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 the Seattle Chinatown-International District Preservation and Development Authority ~~was~~ is chartered;

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

27. Conduct ~~corporate~~ Authority affairs, carry on its operations and use its property as allowed by law and consistent with ~~Ordinance 103387~~ Seattle Municipal Code Ch. 3.110, its Charter and its Rules and Regulations; ~~and~~ name ~~corporate~~ Authority 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 ~~Mayor and the City Council~~ United States, a state, and any political subdivision or agency of either, the acquisition by the city appropriate governmental entity--for transfer to or use by Seattle ~~Chinatown International District Preservation and Development~~ the 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 purposes for which ~~Seattle Chinatown International District Preservation and Development~~ the Authority was is chartered; and

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

30. ~~Have and exercise all powers necessary or convenient to affect the purposes for which Seattle Chinatown International District Preservation and Development Authority was organized and perform authorized corporate functions.~~

ARTICLE VI

~~LIMITS ON SEATTLE CHINATOWN INTERNATIONAL DISTRICT PRESERVATION AND DEVELOPMENT AUTHORITY~~

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

1. All funds, assets or credit of the ~~Seattle Chinatown International District Preservation and Development Authority~~ shall be applied toward or expended upon ~~municipal and community~~

IT IS DUE TO THE QUALITY OF THE DOCUMENT.

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services, projects, and activities authorized by its Charter. No part of the net earnings of the Authority shall inure to the benefit of, or be distributable as such to, the Council members, officers of the Authority or other private persons, except that the Authority is authorized and empowered to:

~~The foregoing limitation does not preclude the following transactions or activities, and the Seattle Chinatown International District Preservation and Development Authority, unless restricted by its Charter, may:~~

(a) ~~Compensate corporate Authority officials or constituents and others performing services for the Authority a reasonable amount for services rendered, and reimburse reasonable expenses actually incurred in performing their duties and extend to the constituents derivative benefits or projects and activities accorded to the community generally or to members of the community by criteria equally applied, and as appropriate in order to avoid unreasonably impeding attainment of widespread citizen participation in carrying out corporate projects and activities;~~

(b) ~~Assist corporate Authority officials or constituents as members of a general class of persons to be assisted by a Council-approved project or activity of an approved program to the same extent as other members of the class and as long as no special privileges or treatment accrues to such corporate Authority official or constituent by reason of his or her status~~

or position in the ~~Seattle Chinatown International District Preservation and Development Authority;~~

(c) Return to corporate Authority officials or constituents fees, dues or service charges originally contributed by them and surplus to the purposes for which collected;

~~(d) Defend any corporate official, or former corporate official (including employees) in any legal or administrative proceeding in which he is made a party by reason of his position or former corporate position, or at the Seattle Chinatown International District Preservation and Development Authority's option, indemnify such corporate official or former corporate official for expenses actually and necessarily incurred by him in connection with such defense, except as to matters on which he 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~~

(d) Defend and indemnify any Authority official (including employees), any former Authority 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 an Authority official or by reason of any action alleged to have been taken or omitted by him or her as such official, provided

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that he or she was acting in good faith on behalf of the Authority and within the scope of duties imposed or authorized by law. This power of indemnification shall not be exclusive of other rights to which Authority officials may be entitled as a matter of law;

(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 Authority 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 Authority 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; and

(e)(f) Sell assets for a consideration greater than their reasonable market value or acquisition costs, or charge more for services more 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 ~~Seattle Chinatown International District Preservation and Development Authority's~~ general object or purpose of the Authority's transactions or activities and is applied to or

expended upon ~~municipal and community~~ services, and projects, and activities as aforesaid.

2. No funds, assets or property of the ~~Seattle Chinatown International District 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 the ~~Seattle Chinatown International District 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 the ~~Seattle Chinatown International District Preservation and Development~~ Authority 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 ~~Seattle Chinatown International District Preservation and Development~~ Authority or its ability to carry out the purposes for which it is chartered.

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

4. The ~~Seattle Chinatown International District 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 Seattle Chinatown International District Preservation and Development Authority and the winding up of its affairs, any remaining assets of the Authority shall be distributed in accordance with Section 49 of Seattle Ordinance 103387.~~

5. The ~~Seattle Chinatown International District Preservation and Development~~ Authority shall not issue shares of stock, pay dividends, make private distribution of assets, make loans to its corporate officials or engage in business for profit private gain.

ARTICLE VII

~~ORGANIZATION OF SEATTLE CHINATOWN-~~ ~~INTERNATIONAL DISTRICT PRESERVATION~~ ~~AND DEVELOPMENT AUTHORITY COUNCIL~~

Section 1. Council Composition.

Management of all ~~Seattle Chinatown International District 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).

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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 confirmation by the City Council.~~

4. The names of members elected by the Constituency, nominated by the Mayor, or selected by the Council 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.

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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 no Council member may serve more than two consecutive four-year terms.

6. 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.

67. 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

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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. ~~(as amended on July 13, 1977).~~

68. 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.

79. Efforts shall be made to insure that members of the Council shall represent a wide spectrum of socio-economic and ethnic groups associated with the Chinatown-International District.

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 or bonds, and the mortgaging or pledging of corporate assets to secure the same;

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3. The donation of money, property or other assets belonging to the ~~Seattle Chinatown International District Preservation and Development Authority~~;

4. An action by the ~~Seattle Chinatown International District Preservation and Development Authority~~ as a surety or guarantor;

5. All transactions in which: (i) the consideration exchanged or received by the ~~Seattle Chinatown International District Preservation and Development Authority~~ exceeds ten thousand dollars (\$10,000); (ii) the performance by the ~~Seattle Chinatown International District Preservation and Development Authority~~ shall extend over a period of one year from the date of execution of an agreement therefor; or (iii) the ~~Seattle Chinatown International District 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 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; 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 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 Council meetings, the minutes of which shall specifically note such reviews and include such information.

Section 34. 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. 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~~

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~~in Article XI below.~~ 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 4 5. Officers and Division of Duties.

~~Seattle Chinatown International District Preservation and Development~~ The 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 officers 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 6. Executive Committee.

The Rules and Regulations may provide for an Executive Committee, which shall be appointed or removed by the Council, 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 Authority shall consist of its general membership, which shall be open to all persons sixteen years of age and over who are residents, property owners, employees, business persons or community participants in the Chinatown-International District, as established by the Special Review District Boundaries, 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.~~

2. For purposes of notice, the Constituency shall consist of members of record who have paid their annual dues, as provided in the Rules and Regulations.

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Section 2. Constituency Concurrence Required.

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

1. Any ~~P~~proposed amendments to the Charter;
2. Any ~~P~~proposed amendments to the Rules and Regulations of the Authority ~~dealing directly if said amendment deals~~ with matters ~~specified in Section 2 as being~~ which are within the power and responsibility of the Constituency, ~~or with provisions of the Rules and Regulations governing procedures for meetings of the Constituency as set forth in this section;~~
3. Proposed amendments of the provisions of the Rules and Regulations governing procedures for meetings of the Constituency;
4. Annually ~~P~~fixing the compensation of ~~corporate officials~~ Council members, if any, and the nature and limit of expenses incurred by ~~corporate officials~~ Council members that may be reimbursed;
5. Election or selection of an independent auditor; and
6. 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 concurrence of the Constituency that is~~

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~~necessary for Charter amendment and for amendments to the provisions of the Rules and Regulations that govern procedures for meetings of the Constituency matters requiring Constituency concurrence, as provided in Article VIII, Section 2, 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. Council Meetings.

1. The Council shall meet at least once a 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 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.

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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 Authority 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. Parliamentary Authority.

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

Section 4. Constituency Meetings.

1. A general Constituency meeting open to all Constituents of the Authority shall be held at least four (4) times each year with the date, time, and place to be selected by the Council. Constituency meetings shall be chaired by the Council member most recently elected by the Constituency, or, in his or her absence, by the next most recent member. 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

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on matters upon which the Council has acted during the preceding quarter and on matters proposed for action during the next quarter.

2. The Constituency meeting closest to the end of each year shall be designated the annual meeting and shall include, as part of its business, the election of a Council member to fill the appropriate vacancy.

3. 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 Authority.

4. Special meetings of the Constituency may be called by the Council or by petition of the constituents as provided by 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 ~~Seattle Chinatown International District Preservation and Development~~ the 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 ~~Seattle Chinatown International District Preservation and Development~~ the Authority and the duties of any such committee;
2. Regular and special meetings of the Council and Constituency of the ~~Seattle Chinatown International District Preservation and Development~~ Authority;
3. Suspension or removal of ~~Seattle Chinatown International District Preservation and Development~~ Authority officials and conditions which would require such suspension or removal;
4. Any matters set forth in ~~Section 14, 1 u, of Ordinance No. 103387 of the City of Seattle~~ Municipal Code 3.110.140 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. 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 ~~propose~~ introduce an amendment to the Charter at any regular meeting or at any special meeting of which thirty (30) days' advance notice has been given.

3. 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 (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.

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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 2 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.

Section 2 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 ~~Seattle Chinatown-International District Preservation and Development~~ the 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.~~

Section 5. Constituency Consideration of Proposed Amendment.

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, § 2, shall be provided to the constituents thirty (30) days prior to the Constituency meeting at which a vote will be taken.

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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 4. 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 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.~~

Section 6. Approval by Mayor.

After adoption of a proposed amendment to the Charter of the ~~Seattle Chinatown International District Preservation and~~ Development Authority, 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 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 Authority.

Section 7. Effective Date of Amendments to the Charter.

Amendments to the Charter proposed by the ~~Seattle Chinatown-~~
~~International District Preservation and Development~~ Authority shall take effect and become a part of the Charter upon the filing of the Mayor's approval with the Comptroller.

Section 58. 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 effective date be set.

ARTICLE XIX

RECORDS AND REPORTING REQUIREMENTS

Section 1. Establishment and Maintenance of Office and Records.

The Authority 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.

3. Maintain all Authority records in a manner consistent with the Preservation and Destruction of Public Records Act, RCW Chapter 40.14.

Section 2. Annual Report.

The Authority 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 corporate 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 Authority to the extent required by state law and City ordinance.

ARTICLE ~~IX~~ XIII

~~COMMENCEMENT OF SEATTLE CHINATOWN-
INTERNATIONAL DISTRICT
PRESERVATION AND DEVELOPMENT AUTHORITY~~

~~The Seattle Chinatown International District Preservation and
Development Authority shall commence its existence effective upon
filing its Charter as issued and attested.~~

ARTICLE XIV

DISSOLUTION

Section 1. Dissolution.

Dissolution of the Authority shall be in the form and
manner required by law, City ordinance, and the Rules and
Regulations. Upon dissolution of the Authority and the winding
up of its affairs, all of the rights, assets and property of the
Authority shall pass to and be distributed according to the terms
of the 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 Authority or by the Authority for its own
dissolution other than for purposes of merger or reorganization
in a plan approved by the Mayor, the Authority shall file a
dissolution statement signed by its chief executive officer set-
ting forth:

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1. The name and principal office of the Authority;
2. The debts, obligations, and liabilities of the Authority, 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;
3. Any pending litigation or contingent liabilities;
4. The Council resolution providing for such dissolution and the date(s) and proceedings leading toward its adoption, whenever the dissolution be voluntary; and
5. A list of persons to be notified upon completion of dissolution.

ARTICLE ~~XII~~XV

REVIEW

To the extent practicable, any proposal of ~~Seattle Chinatown-~~
~~International District Preservation and Development~~ the
Authority that substantially affects any property owner, com-
munity participant, resident, merchant, employee, tenant or
lessee within the Chinatown-International Special Review District
shall be submitted to the various Chinatown-International
District Community Organizations prior to its adoption by ~~Seattle~~
~~Chinatown-International District Preservation and Development~~ the
Authority. To the extent practicable, any such proposal shall
include a special analysis of the likely impact of the proposal
on any property owner, community participant, resident, merchant,

employee, tenant or lessee who will be substantially affected by the proposal and shall, to the extent practicable, be submitted to the various Chinatown-International District Community Organizations in a time and manner that affords these various organizations reasonable time to review and comment on the proposal prior to its adoption. Any recommendation of the various Chinatown International District Community Organizations to any such proposal shall not be binding upon ~~Seattle Chinatown-International District Preservation and Development~~ the Authority but shall be responsibly considered by ~~Seattle Chinatown-International District Preservation and Development~~ the Authority in its own deliberations on the proposal.

ARTICLE ~~XIII~~XVI

MISCELLANEOUS

Section 1. Geographic Limitation.

~~Seattle Chinatown-International District Preservation and Development~~ The Authority may conduct activities outside the City of Seattle upon a determination by the Council that each such activity will further the purposes of ~~Seattle Chinatown-International District Preservation and Development~~ the Authority, but only in those areas of another jurisdiction whose governing body by agreement with the City consents thereto.

~~Section 2. Public Records~~

~~The public shall have access to records and information of Seattle Chinatown-International District Preservation and~~

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~~Development Authority to at least the same degree that the public enjoys access to records and information of the City of Seattle.~~

Section 3. 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.~~

Section 4. Public Meetings.

~~To the extent practicable, meetings of the Seattle Chinatown-International District Preservation and Development Authority shall be held within the general area of the International Special Review District and shall be open to the public as required under the Open Public Meetings Act, RCW 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 2. Bonding.

The Treasurer of the Authority, and any other officials responsible for Authority accounts and finances shall file with the Authority 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 Authority shall notify the Mayor in its annual report of the

officials responsible for Authority 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.

Authority 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 Authority 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 Authority, naming the City as an additional insured.

Section 5. Code of Ethics.

No current Authority 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 Board, 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. Authority 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 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 Seattle Chinatown-International District 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 Seattle Chinatown-International District Preservation~~

~~and Development Authority are governed by Ordinance No. 103387 of
the City of Seattle.~~

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.

Section 8. Duration

~~The duration of the Authority shall be perpetual unless:~~

- ~~(a) dissolved in accordance with State Law; or~~
- ~~(b) revoked by the Mayor with the consent of the Council in accordance with Article V hereof.~~

Section 9. Revocation of Charter


~~The Charter and existence of the Authority may be revoked by the Mayor with the consent of a majority of the members of the City Council in the event of:~~

- ~~(a) a continuing default, after ninety days written notice, in any contractual arrangement with the City of Seattle or any subdivision thereof; or~~
- ~~(b) the Authority shall fail to demonstrate an active program to maintain its constituency and to attract new members.~~


Adopted by the Seattle Chinatown-International District Preservation and Development Authority Council on November 14, 1984.

Concurred by the Seattle Chinatown-International District Preservation and Development Authority Constituency on December 19, 1984.

CHTRS7:C7

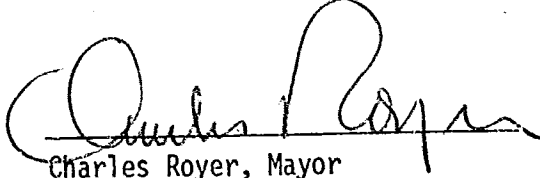


Paul Mar, Chairperson

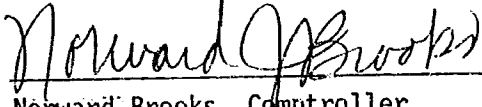


Michio Teshima, Secretary

Issued this 2nd day of April, 1986.


Charles Royer, Mayor
City of Seattle

ATTEST:


Norward Brooks, Comptroller
City of Seattle