

RULES AND REGULATIONS
OF THE
CAPITOL HILL HOUSING IMPROVEMENT PROGRAM

ARTICLE I

BOARD OF DIRECTORS

SECTION 1. Nomination and Election Process

a. The election each year shall be held at the spring general meeting of the Capitol Hill Housing Improvement Program (the "Program") on a date selected by the Council at least ninety (90) days prior thereto.

b. In addition to any notice of the spring general meeting required under Article IV, Section 3, the Council shall provide a Notice of Election for any Council positions to be elected by the Constituency. The Notice of Election shall state the time, date and place of the election and the number of openings, and shall request nominations from constituents. Such notice shall be made by publication of notice in the Seattle Times, the Seattle-Post Intelligencer and the Capitol Hill Times and by posting a copy of the notice at a prominent place in the Program's office, or, alternatively, notice shall be given by mailing the notice to each constituent. Notice by either method shall be given at least forty-five (45) and not more than ninety (90) days before the spring general meeting and shall be included in any additional notice of the spring general meeting given pursuant to Article IV, Section 3.

c. Any constituent (including Council members) may nominate candidates for election at any time before the spring general meeting by submitting the names of candidates in writing to the Program's Secretary. Council members may also make nominations by oral request at any regular Council meeting held ninety (90) days before the spring general meeting. Any constituent (including Council members) may orally nominate a candidate prior to balloting at the spring general meeting, provided, that at the spring general meeting, the President may close the election to further nominations after making a call for final nominations.

d. The Council may, at its discretion, form a nominations committee, composed of three (3) to seven (7) constituents, at least two of which are Council members not up for reelection. The nominations committee may submit nominations in the same manner as constituents.

e. Only constituents shall be eligible to vote. The Council shall establish a certification committee, at least two members of which are Council members not up for election, to supervise the elections and certify the results. The certification committee shall obtain a list of eligible voters and shall establish appropriate safeguards for checking the qualification of each voter.

f. No individual campaign expenses for Council openings shall be permitted. The cost of the advertisement of

the election and the distribution of candidate information to all eligible voters shall be borne by the Program.

g. Voting at the meeting shall be by secret ballot.

h. In the event of a tie in voting for Council members, the certification committee shall authorize a runoff election to be held within ten (10) days of the meeting. All election results shall be certified by the certification committee in accordance with the Charter.

i. No person shall be eligible to serve on the certification committee if he or she is a candidate or is a member of the same household of any candidate.

j. All election disputes shall be referred to the certification committee for handling.

ARTICLE II

MEETINGS OF COUNCIL

SECTION 1. Regular Council Meetings

Regular meetings of the Council shall be held at least once every month on the second Monday of each month at 7:00 p.m. at 402 15th Avenue East, Seattle; provided, however, that the Council may alter such regular meeting time, date and place by resolution.

SECTION 2. Special Council Meetings

Subject to the limitations of Article IX of the Program Charter, special meetings of the Council may be held at any place at any time whenever called by any four (4) members of the Council.

SECTION 3. Notice of Regular Council Meetings

No notice of the regular meetings shall be required, except of the first regular meeting after any change in the time or place of such meeting adopted by resolution of the Council as above provided. Notice of such changed regular meeting shall be given by the Secretary or by the person calling the meeting by personal communication over the telephone to each Council member at least twenty-four (24) hours prior to the time of the meeting or by at least three (3) days' notice by mail, telegram or written communication. If mailed, notice shall be mailed by United States mail, postage prepaid, to the last known address of each Council member. Written notice at least three days prior to the changed regular meeting shall also be given to each local newspaper of general circulation and to each radio or television station that has requested notice of regular or special meetings as provided in RCW 42.30.080. Notice shall also be given by posting it at the office of the Program.

SECTION 4. Notice of Special Council Meetings

Notice of all special meetings of the Council shall be given by the Secretary or by the person or persons calling the special meeting by delivering personally or by mail written notice at least twenty-four (24) hours prior to the time of the meeting to each Council member and to each local newspaper of general circulation and to each radio or television station that has requested notice as provided in RCW 42.30.080.

The time, date and place of the special meeting and the business to be transacted must be specified in the notice. Final disposition shall not be taken on any other matter at such meeting. At any regular meeting of the Council any business may be transacted and the Council may exercise all of its powers.

SECTION 5. Waiver of Notice

Notice as provided in Sections 3 or 4 hereof may be dispensed with as to any member of the Council who at or prior to the time the meeting convenes files with the Council a written waiver of notice or who is actually present at the meeting at the time it convenes. Such notice may also be dispensed with as to special meetings called to deal with an emergency involving injury or damage to persons or property of the likelihood of such injury or damage, where time requirements of such notice would make notice impractical and increase the likelihood of such injury or damage. Notice, as provided in Article XI of the Charter concerning proposed amendments to the Charter or Rules and Regulations and votes on such amendments, may not be so waived.

ARTICLE III

OFFICERS AND COMMITTEES

SECTION 1. Officers Designated

The officers of the Authority shall be a President, Vice President, Secretary and Treasurer, each of whom shall be elected by the Council from its own members. Such other officers, and assistant officers, as may be deemed necessary or con-

venient may be elected by the Council. In addition to the powers and duties specified below and in the Charter, the officers shall have such powers and perform such duties as the Council may prescribe.

SECTION 2. Election, Qualifications and Term of Office

The officers shall be elected by the Council at the first regular meeting after the term of new or reappointed Council members commences each year, for a one year term, and each officer shall hold office during said one-year term and until his or her successor is elected, or until removed by a vote of the Council.

SECTION 3. Powers and Duties

a. President. The President shall exercise the usual executive powers pertaining to the office of a chairman. He or she shall be the chief executive officer of the corporation. He or she shall preside at all meetings of the Council and the Constituency. He or she shall be one of the designated agents of the corporation to receive service of process. When authorized by the Council, he or she shall have the power to sign and execute all deeds, bonds, contracts, and other obligations or instruments in the name of the corporation and all such instruments shall be effective, valid, and binding upon his signature alone without the necessity of adding thereto the signature of any other officer or officers of the corporation unless otherwise required by the Charter, and such authority shall include the right to endorse for transfer in blank, or otherwise, any stock,

bonds, securities, or evidence of indebtedness owned or standing in the name of the corporation.

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

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

d. Treasurer. The Treasurer shall have the care and custody of and be responsible for all funds and investments of the corporation, and shall cause to be kept regular books of account. He or she shall cause to be deposited all funds and other valuable effects in the name of the corporation in such depositories as may be required by law, or, if not required, as designated by the Council. In general, he or she shall perform all of the duties incident to the office of Treasurer.

SECTION 4. Removal

Provided that reasonable prior notice of the alleged reasons for dismissal is given to all Council members, a majority of the

Council members present at a Council meeting shall have the right to remove any officer from his or her office, but not from his or her position on the Council, whenever in its judgment the best interests of the Program will be served thereby.

SECTION 5. Appointment of Committees

The Council, by resolution adopted by a majority of the full Council, may designate one or more committees, each consisting of at least three (3) or more Council members, to represent the Council and, on matters other than those set forth in Section 3 of Title VII of the Charter, act for and on behalf of the Council. The designation of any such committee and the delegation thereto of authority shall not operate to relieve any member of the Council of any responsibility imposed by law.

ARTICLE IV

MEETINGS OF THE CONSTITUENCY

SECTION 1. Regular Constituency Meetings

Regular meetings of the Constituency shall be held at least quarterly on the second Monday of January, April, July, and October at 7:00 p.m. at 402 15th Avenue East, Seattle.

The President of the Council shall preside at all meetings of the Constituency.

SECTION 2. Special Constituency Meetings

Special meetings of the Constituency may be held at any place at any time whenever called by the President or a majority of the members of the Council or by the petition of the Constituency as set forth in the Charter.

SECTION 3. Notice of Regular Constituency Meetings

Notice of all regular Constituency meetings stating the place, day and hour will be made by publication of notice in the Seattle Times, the Seattle-Post Intelligencer, and the Capitol Hill Times and by posting a copy of the notice at a prominent place in the Program's offices or, alternatively, notice may be given by mailing the notice of the meeting stating the place, date and hour to each constituent at least ten (10) days and not more than thirty (30) days before the meeting; provided, however, that notice of any change in the regular meeting time, date and place shall be given to the Council and to the Constituency membership at least thirty (30) days prior to the date the meeting occurs pursuant to such change.

SECTION 4. Notice of Special Constituency Meetings

Notice of all special meetings of the Constituency shall be given by the Secretary or by the person or persons calling the special meeting by delivering personally or by mail written notice at least twenty-four (24) hours prior to the time of the meeting to each Constituency member.

The time, date and place of the special meeting and the business to be transacted must be specified in the notice. Final disposition shall not be taken on any other matter at such meetings. At any regular meeting of the Constituency any business may be transacted and the Constituency may exercise all of its powers.

SECTION 5. Constituency Concurrence and Quorum Defined

Subject to the provisions of Section 4 of Article VIII of the Charter of the Program, the concurrence of the Constituency may be obtained for any matter requiring Constituency concurrence by an affirmative vote of the majority of the constituents voting on the issue at any duly convened regular or special meeting of the Constituency at which a quorum is present.

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

SECTION 6. Waiver of Notice

Notice as provided in Sections 3 and 4 hereof may be dispensed with as to any member of the Constituency who at or prior to the time the meeting convenes files with the Council a written waiver of notice or who is actually present at the meeting at the time it convenes. Such notice may also be dispensed with as to special meetings called to deal with an emergency involving injury or damages to persons or property or the likelihood of such injury or damage, where timely requirements of such notice would make notice impractical and increase

the likelihood of such injury or damage. Notice, as provided in Article XI of the Charter concerning proposed amendments to the Charter or Rules and Regulations, and votes on such amendments, may not be waived.

ARTICLE V

FISCAL POLICY

SECTION 1. Annual Budget

The Council shall present the Annual Budget of the Program at the spring general meeting. At the same meeting an annual statement for the previous year's fiscal affairs shall be submitted to the Constituency.

SECTION 2. Bank Accounts

- a. The Treasurer shall establish and maintain necessary savings and checking accounts.
- b. All checks and withdrawals from General Fund or Project Fund for more than \$150.00 must be signed by two of the following: the President, Vice President, Treasurer, or Program Director.
- c. All checks and withdrawals from General Fund or Project Fund for less than \$150.00 must be signed by either the President, Vice President, Treasurer, or Program Director.

SECTION 3. Donations

- a. The Council may accept, on behalf of the Program, donations of monies.
- b. The Council may accept conditional donations of money for special projects, provided that the condition of the

donation is limited to proceeding with the project as originally described in the request for funds. Such donations shall be returned to the donor if the project is not started. If the project is not completed and an excess of funds remain, or if the project is completed and an excess of funds remain, unused funds may be returned to donors on a pro-rata basis.

SECTION 4. Treasurer's Report

The Treasurer shall be prepared to give the Council an accounting of Program Accounts at any Council meeting.

ARTICLE VI

ADMINISTRATIVE PROVISIONS

SECTION 1. Books and Records

The Program shall keep a current and complete set of books and records including all records of account and minutes of the meetings of the Constituency, the Council or any standing committee thereof.

SECTION 2. Indemnification of Board Members

The Program elects to defend and indemnify its present and former officials and their successors to the full extent authorized by the Charter. In addition, the right of indemnification shall inure to each Council member or officer upon his/her appointment to the Program and in the event of his/her death shall extend to his/her heirs, legal representatives and estate. Each person who shall act as Council member or officer of this corporation shall be deemed to do so in reliance upon

such indemnification and such rights shall not be exclusive of any other right which he/she may have.

ARTICLE VII

NEWSLETTER TO CONSTITUENCY

SECTION 1. Purpose of Newsletter

To insure a continuous, free flow of information both to and from the constituents of the Program, a newsletter shall be published at least four (4) times a year.

SECTION 2. Distribution

The newsletter shall be uniformly distributed to all eligible voters of record within two (2) weeks of the date of its publication. The Council may also authorize the distribution to other residents of the area or to other persons interested in Program activities.

SECTION 3. Contents

The newsletter shall keep the Constituency informed of the business of the Program including the progress or development of the various projects and activities of the Program. It shall also contain any items or reports from interested constituents so long as such items are found to be of interest to the entire Constituency. The newsletter may also contain such other information as the Council deems appropriate.

SECTION 4. Use of Newsletter for Notification of General Meetings

a. Immediately prior to each quarterly meeting of the Constituency the newsletter shall be distributed to notify the membership of the meeting.

b. The notice given prior to quarterly meetings shall contain information regarding those items on the meeting's agenda or those items it is anticipated will be brought before the membership at the meeting.

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RECEIVED
4/25/86
WICKWIRE, LEWIS,
GOLDMARK & SCHORR

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

ANNUAL CONSTITUENCY MEETING

April 14, 1986

- I. Meeting called to order at 7:22 p.m.
- II. Sam Jacobs welcomed all present and gave a short presentation on the Program's history.
- III. The minutes of the previous Annual Constituency Meeting, December, 1984, were approved as read. Councilmember Jim Impett moved, Councilmember Rachel Ben-Shmuel seconded; unanimously approved by all present.
- IV. The germane amendments to the Rules and Regulations were explained by Sam Jacobs and John Berdes. An amendment to the proposed Rules and Regulations Amendments to change the Annual Meeting date from Fall to Spring was moved by Councilmember Toyan Copeland and Seconded by Councilmember Tom Trompeter; unanimously approved. The Rules and Regulations, with the above-mentioned amendment, were moved for adoption by Councilmember Donald King, seconded by Councilmember Rachel Ben-Shmuel; passed by majority vote: Abstentions: Elizabeth Edmonds, For: all others present, Against: None.
- V. Sam Jacobs asked for nominations from the floor for the two vacant Council positions: no nominations were presented. Sam Jacobs gave a brief background of himself and his previous work with the Program in his request for re-election to the Council. Carla Dewberry also presented a brief background of herself for her request to serve on the Council for a first term. Ballots were tallied, with the following results:

Jacobs: 22 votes
Dewberry: 21 votes

Jacobs and Dewberry elected to the Council to each serve a three-year term by majority vote.

VI.

Sam Jacobs and John Berdes presented summations of the 1985 Financial Statement and Program activities.

VII.

John Berdes outlined to the constituents present what has been working on to date as well as informed them of what he anticipated the Program would be working on through the end of the year.

VIII.

Meeting adjourned at 7:37 p.m.

board:annual.doc

LAW OFFICES OF
WICKWIRE, LEWIS, GOLDMARK
& SCHORR
A PROFESSIONAL CORPORATION

JAY M. BEHMKE
THOMAS J. BREWER
MOLLY B. BURKE
JOHN W. HANLEY, JR.
KATHERINE HENDRICKS
SARAH B. IGNATIUS
B. GERALD JOHNSON
KEVIN F. KELLY
O. YALE LEWIS, JR.
WENDY F. LIEBOW
JAMES H. LOVELL
CHRISTOPHER G. OECHSLI
GREGORY M. O'LEARY
JOHN W. PHILLIPS
JON M. SCHORR
JAMES WICKWIRE

CHARLES A. GOLDMARK
(1944-1986)

500 MAYNARD BUILDING
SEATTLE, WASHINGTON 98104
(206) 622-9603
FACSIMILE (206) 623-5818

April 25, 1986

NORWARD J. BROOKS Seattle City Comptroller RECEIVED						
APR 23 1986 <input type="checkbox"/>						
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INFO						

Mr. Norward Brooks
City Comptroller
600 Fourth Avenue, Room 101
Seattle, Washington 98104

Re: Rules and Regulations of the Capitol Hill Housing
Improvement Program

Dear Mr. Brooks:

The Capitol Hill Housing Improvement Program ("CHHIP") revised its Rules and Regulations on April 14 at a meeting of its Constituency. Pursuant to Article XI, Section 9 of the Charter of CHHIP, amendments to the Rules and Regulations must be filed with the office of the City Comptroller.

Enclosed for filing are the following:

1. One original and one copy of the Rules and Regulations of CHHIP as adopted by the Constituency at the April 14 meeting, including the language of germane amendments adopted at the meeting.

2. Two copies of the Rules and Regulations with language from the former Rules and Regulations stricken over and with new language underscored (also including the language from the germane amendments).

I have also enclosed a copy of the Rules and Regulations as they were presented to the Constituency without the language of the germane amendments before the April 14 meeting. As required by the CHHIP Charter, they were presented to the Constituency with old material stricken over and with new material underscored. Finally, I have enclosed minutes of the April 14 meeting showing the Constituency's adoption of those germane amendments.

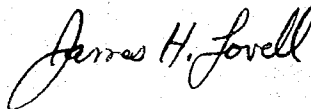
FILED
CITY OF SEATTLE
APR 28 1986
COMPTROLLER AND CLERK

Mr. Norward Brooks
April 25, 1986
Page Two

I would appreciate it if you would return a copy of the adopted Rules and Regulations with a stamp or other indication showing that they have been filed in your office. Please call me if you have any questions about this filing.

Very truly yours,

WICKWIRE, LEWIS, GOLDMARK
& SCHORR



James H. Lovell

JHL:lmj
Enclosures
cc: Mr. John P. Berdes