

CHARTER

of

The Cultural Space Agency

a public development authority

PREAMBLE

The Cultural Space Agency (the “Agency”) is organized as a mission-driven and values-based cultural space real estate development company. It is dedicated to the support of cultural spaces throughout the region, and is committed to centering racial equity, to fighting cultural and economic displacement, to building community wealth, and to retaining cultural identity in what has long been the fastest-growing city and region in the United States. It is intended to work in partnership with an associated nonprofit corporation to maximize the benefits of both organizational structures.

The Cultural Space Agency is also integrated into a framework of civic recovery in a COVID-19 context. From the very founding of the City of Seattle, our growth has benefitted some and pushed out others, amplifying divisions between those with access to opportunity and those without. The COVID crisis exacerbated this inequity of prosperity and created opportunities to further consolidate wealth and property ownership. The Cultural Space Agency is designed to re-equalize these opportunities; to leverage civic and philanthropic investments on behalf of equitable development strategies, and to center the celebration of cultural richness as a primary strategy towards rebuilding civic health and wealth.

The Cultural Space Agency is rooted in a suite of values that were expressed through multiple years of community engagement. As those values are truly the organizing principles of the Cultural Space Agency, we repeat them here, to codify them into the foundational document of the corporation:

Keep Race in the Room: Center the needs of communities of color.

Build Community Wealth: Create structures that support literal property ownership by community members and organizations.

Who Decides Who Decides?: Create transparent decision-making pathways where power flows from community to organizational leadership.

Assets are not Always Financial: Find ways to value intergenerational knowledge, sweat equity, cultural traditions, social networks, and other non-financial assets found in community.

Always be Learning: Question dominant cultural assumptions and be inquisitive.

The Cultural Space Agency has been designed through partnerships with eight City departments and offices, over fifty community cultural organizations, and was the subject of an extensive Racial Equity Toolkit. It is designed to respond to the needs of

communities of color, with particular focus on the needs of Black and Indigenous communities.

The organization is designed to build community wealth and to bring cultural and racial equity to property investments – to provide vulnerable operators with the *agency* to make decisions about their own cultural spaces. It is designed as an intermediary, an organization that can connect and work equally well with government, with commercial real estate investors and developers, and with cultural organizations, artists, and small businesses.

Article I

NAME AND SEAL

The name of this corporation shall be The Cultural Space Agency (hereinafter both “The Cultural Space Agency” and simply the “Agency”). The corporate seal shall be a circle with the name “The Cultural Space Agency” inscribed therein.

Article II

AUTHORITY AND LIMIT ON LIABILITY

1. Authority
 - A. The Cultural Space Agency is organized pursuant to Ordinance 103387 of the City of Seattle (codified in Chapter 3.110 of the Seattle Municipal Code), and Chapter 37, Laws of 1974, First Extraordinary Session (43rd Leg. 3rd Extra. Sess.).

Chapter 37, Laws of 1974, First Extraordinary Session (43rd Leg. 3rd Extra. Sess.) provides as follows:

All liabilities incurred by such public corporation, commission or authority shall be satisfied exclusively from the assets and credit of such public corporation, commission or authority and no creditor or other person shall have any 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.

The language of Section 1.A immediately above is included in this Charter pursuant to the mandates of SMC 3.110.140.A.3 (Ordinance 103387 § 14, 1974).

Pursuant to SMC 3.110.160:

The City Council by resolution may amend the statement required by Section 3.110.140 A3 from time to time to reflect any subsequent state legislation amending or supplementing Chapter 37, Laws of 1974, First Extraordinary Session (43rd Leg. 3rd Extra. Sess.), or recodification of such sections, and such amendatory statement shall be attached as an amendment to the charter of the public corporation.

For the purposes of this Charter, “Chapter 37, Laws of 1974, First Extraordinary Session (43rd Leg. 3rd Extra. Sess.)” means RCW 35.21.660, 35.21.670, and 35.21.730 through 35.21.755, as written on the date of the issuance of this Charter.

2. Relationship to Partner Nonprofit Corporation

- A. The Agency is intended to hold and manage real estate assets on behalf of the partner nonprofit corporation. The Agency’s Council shall not commence real estate asset holdings and management for the partner nonprofit corporation until the Agency’s Council, by resolution, approves a contract with the partner nonprofit corporation to address the scope of real estate asset holdings and management services, and any related costs or fees.
- B. The Agency is also intended to provide oversight on the acquisition and disposition of those assets to further the purposes of the two organizations.

3. Limit on Liability

All liabilities incurred by the Cultural Space Agency shall be satisfied exclusively from the assets and properties of the Agency 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 Agency.

4. Mandatory Disclaimer

The following disclaimer shall be posted in a prominent place where the public may readily see it in the Cultural Space Agency’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 Cultural Space Agency:

The Cultural Space Agency public 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

COMMENCEMENT AND DURATION OF THE CULTURAL SPACE AGENCY

The Cultural Space Agency shall commence its existence effective upon filing its Charter as issued and attested. The duration of the Cultural Space Agency shall be perpetual unless terminated by City Council resolution pursuant to SMC 3.110.460 or as required by State law.

Article IV

PURPOSE

The purpose of the Cultural Space Agency is to provide a legal entity under RCW 35.21.660, 35.21.670, and 35.21.730 through 35.21.755, and Seattle Municipal Code Chapter 3.110 (Public Corporations) through which persons will be afforded a structure to work for the creation, acquisition, activation, and long-term preservation of cultural spaces. Additionally, the purpose includes encouraging the expansion of real property assets belonging to organizations aligned with the Agency's goals and to increase their sustainability. Finally, the Agency seeks to reduce wealth disparities between cultural communities and the broader economy. The Cultural Space Agency will prioritize projects and activities that reduce disparities identified by the City of Seattle's Race and Social Justice Initiative and/or equivalent racial justice programs.

Employing the powers and capabilities conferred by State and City Law, the Agency intends to promote, assist, and encourage the acquisition, preservation, restoration, and development of structures and cultural spaces in areas that will assist with the promotion of cultural life for City of Seattle residents, visitors, and workers. These efforts will be conducted in a manner that affords expanded opportunities for artists, cultural workers, members for the creative economy, and others who support cultural anchors and institutions, to carry out their activities.

The Agency will undertake the development, acquisition, and operation of community-facing commercial and cultural spaces. Additionally, it may acquire or redevelop existing cultural spaces to preserve their usability and prevent the displacement of cultural anchors. The Agency seeks to increase access to the spaces that increase the cultural vibrancy and livability of the region's many diverse neighborhoods.

The Agency will pursue the sustainability of cultural spaces alongside the goal of increasing access to community wealth and asset-building opportunities. The Agency will seek opportunities to strengthen the financial well-being and stability of organizations who are partners in Cultural Space Agency projects and programming.

Article V

POWERS

The Cultural Space Agency shall have the powers granted by RCW 35.21.745 and SMC 3.110.040, 3.110.050, and 3.110.060, as the same may each be amended. Based on said authority granted by law, the Cultural Space Agency shall have the power to:

1. Own and sell, and lease and sublease, real and personal property;
2. Contract and enter into partnership with individuals, associations, corporations, the State, and the United States;
3. Sue and be sued;
4. Lend and borrow funds;
5. Do anything a natural person may do;
6. Perform all manner and type of community services and activities utilizing public or private funds;
7. Administer and execute federal, state, county, city, and other municipal grants and programs;
8. Receive and administer federal, state, county, city, and other municipal 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 the federal government, or private sources, or, if otherwise legal, from a city or county;
11. Receive and administer private funds, goods, or services for any lawful public purposes;
12. Purchase, lease, exchange, mortgage, encumber, improve, use or otherwise transfer or grant security interests in real or personal property or any interest 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 Seattle Municipal Code 3.110.420, and applicable provisions of the Uniform Commercial Code and state law in such principal amounts as, in the discretion of the Agency, shall be necessary or appropriate to provide sufficient funds for achieving any Agency 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, 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 thereof;

15. Manage, on behalf of the City, any property acquired by the City through gift, purchase, construction, lease, assignment, default, or exercise of the power of eminent domain;
16. Recommend, to appropriate governmental authorities, public improvements and expenditures in the areas of the City in which the Cultural Space Agency, by its Charter, has a particular responsibility;
17. Recommend, to the Mayor and City Council, and any political subdivision or agency of either, any property which, if committed or transferred to the Agency, would materially advance the public purpose for which the Agency is chartered;
18. Initiate, carry out, and complete such improvements of benefit to the public as the Mayor and City Council may by ordinance assign;
19. Recommend, to the Mayor and City Council, such tax, financing, and security measures as the Cultural Space Agency may deem appropriate to maximize the public interest in any area in which the Agency, by its Charter, has a particular responsibility;
20. Lend its funds, property or credit or services for Agency purposes; or act as a surety or guarantor for Agency purposes;
21. Provide advisory, consultative, training, educational, and community services or advice to individuals, associations, corporation, or governmental agencies, with or without charge;
22. Control the use and disposition of Agency property, assets, 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 and other development projects where such activity furthers the public purpose for which the Cultural Space Agency is chartered;
26. Maintain books and records as appropriate for the conduct of its affairs;
27. Conduct Agency affairs, 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 Cultural Space Agency 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 Cultural Space Agency—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 Agency is chartered;
29. Exercise and enjoy such powers as may be authorized by law; and
30. Have and exercise all powers necessary or convenient to affect the purposes for which the Cultural Space Agency was organized and perform authorized corporate functions.

ARTICLE VI

LIMITS ON THE CULTURAL SPACE AGENCY'S AUTHORITY

1. All funds, assets or credit of the Cultural Space Agency shall be applied toward or expended upon municipal and community services, projects, and activities authorized by its Charter. The Cultural Space Agency shall not issue shares of stock, pay dividends, make private distribution of assets, make loans to corporate officials, or engage in business for profit.

The foregoing limitation does not preclude the following transactions or activities, and the Cultural Space Agency, unless restricted by its Charter, may:

- A. Compensate corporate officials or constituents a reasonable amount for services rendered, reimburse reasonable expenses actually incurred in performing their duties, and extend to 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 community participation in carrying out Agency projects and activities;
- B. Assist corporate officials or constituents as members of a general class of persons to be assisted by a project or activity to the same extent as other members of the class, and as long as no special privilege or treatment accrues to such corporate official or constituent by reason of his status or position in the Cultural Space Agency;
- C. Return to corporate officials or constituents any fees, dues, or service charges originally contributed by them and surplus to the purposes for which they were collected;
- D. Defend any corporate official, or former corporate official (including employees) in any legal or administrative proceedings in which that person is

made a party by reason of their position or former corporate position, or at the Agency's option, indemnify such corporate official or former corporate official for expenses actually or necessarily incurred that person in connection with such defense, except as to matters on which they 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

- E. Sell assets for a consideration greater than their reasonable market value or acquisition costs, or charge for services more than the expense of providing them, or otherwise secure an increment in a transaction, or carry out any other transaction or activity, as long as such gain is not the Cultural Space Agency's general object or purpose and is applied to or expended upon civic and community services, projects, and activities as aforesaid.
2. No funds, assets, or property of the Cultural Space Agency 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 Cultural Space Agency 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 County Council or City Council, provided, however, that members and officials of the Cultural Space Agency may respond to requests by contacting members of Congress, State legislators, or City Council members for information and appear before any such legislative body in connection with funding and other matters directly affecting the Cultural Space Agency or its ability to carry out the purposes for which it is chartered.
3. The Cultural Space Agency shall have no power of eminent domain nor any power to levy taxes or special assessments.
4. The Cultural Space Agency may not incur or create any liability that permits recourse by any contracting party or member of the public to any assets, services, resources, or credit of the City of Seattle.

ARTICLE VII

ORGANIZATION OF CULTURAL SPACE AGENCY

1. Management of all Cultural Space Agency affairs shall reside in the Council. The Council shall be composed of no fewer than six (6) and no more than eighteen (18) members.
2. Initial Council Membership
At the Agency's organizational meeting (described in SMC 3.110.130), the Initial Council shall organize itself, may appoint interim officers, and may appoint nonvoting members of the Council to serve until the selection process provided

in Section 4 below is completed. The Initial Council may also select its temporary place of business and assist in organizing the constituency.

The Initial Council may only organize itself if:

- a. The City Council has confirmed a quorum of the Initial Council; or
 - b. Sixty (60) days have elapsed after the submission of Initial Council member nominations to the City Council for confirmation (including all the information required by the City Council for consideration of an appointment) without the City Council taking action.
3. Quorum: Unless otherwise specifically described in this Charter, a quorum is a simple majority of the Council's voting members, or five (5) voting members of the Council, whichever is greater.
 4. Council
 - A. Council members shall be nominated by the organization's Constituency (see Article VIII below). Those nominations shall be forwarded to the Mayor of Seattle, who shall select nominees from the Constituency's nominations, and present the Mayor's selected nominees to the Seattle City Council for approval in compliance with SMC 3.110.275.
 - B. Within eighteen months of the issuance of this Charter, the Initial Council organized as described in Section 2 above, as well as others identified and approved through the process identified in Section 4.A above, shall by resolution divide the members of the Council into three classes of six (6) members each (if there are fewer than 18 members at the time of this division, the Council shall divide into three equal, or roughly equal, groups) designated Class I, Class II, and Class III.
 - C. At the regular meeting of the Council that coincides most closely with the first 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 appointed as provided by the Seattle Municipal Code and this Charter.
 - D. 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 II shall expire, provided that they shall continue in office until their successors are appointed as provided by the Seattle Municipal Code and this Charter.
 - E. At the regular meeting of the Council that coincides most closely with the third anniversary of the issuance of this Charter, the terms of those members of the Council that are in Class III shall expire, provided that they shall continue in office until their successors are appointed as provided by the Seattle Municipal Code and this Charter.

- F. The Council vacancies created by the expiration of the term of the all Classes of members shall be filled with persons chosen from nominees presented by the Constituency to the Mayor and subject to confirmation by the City Council.
- G. 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 this Charter a new Class of Council Members will take office; provided, however, that each person so selected shall hold office for the three-year term for which that person is selected and until their successor shall have been appointed; and provided that no Council member may serve more than two consecutive three-year terms.
- H. 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. Filling of vacancies other than those caused by expiration of a regular term shall comply with SMC 3.110.275.
- I. Members of the Council must meet all of the following baseline requirements:
 - i. Members must reflect the priorities of, and demonstrate alignment with, the mission, vision, and values of the organization.
 - ii. Members must demonstrate a lived commitment to the cultural life and vitality of the city and demonstrate a depth of relationship to cultural communities.
 - iii. Members must demonstrate a commitment to, and a history of, anti-racist and racial equity work.
- J. Members must meet some of the following criteria:
 - i. Have a lived connection to anti-Blackness or to Black, Indigenous, and People of Color (BIPOC) communities that have borne the brunt of other institutional racism, and demonstrate a history of engagement with antiracist work.
 - ii. Have a lived experience with historically disinvested and marginalized communities, including but absolutely not limited to LGBTQ+ communities, the disabled, the non-neuro-normative, the formerly incarcerated, those without stable housing, the poor, the elderly, and young people, to name but a few.
 - iii. Have a significant connection to a neighborhood with high risk of displacement, a neighborhood that has experienced the negative impacts of growth, a neighborhood with low access to

opportunity, and those individuals who have experienced unwanted displacement.

- iv. Demonstrate a rootedness in intersectional work, recognizing the various intersections of how dominant culture marginalizes those considered to be “others,” and how those intersections drive a deepened disenfranchisement.
- K. Members should ideally also have a connection to the operations, programs, and other business of the Agency. Council members are sought who demonstrate:
- i. Experience, knowledge, interest, and / or professional expertise in community organizing.
 - ii. An active practice as a working artist or culture-maker in any discipline or medium.
 - iii. Experience, knowledge, interest, and/or professional expertise in commercial real estate.
 - iv. Experience, knowledge, interest, and/or professional expertise in government relations.
 - v. Experience, knowledge, interest, and/or professional expertise in the practice of law.
- L. The executive director (or otherwise titled lead staff member) of the Agency shall sit on the Council in a non-voting *ex officio* seat. A liaison from the City of Seattle, to be identified by the Mayor, shall sit on the Council in a non-voting *ex officio* seat. Provisions in this Charter and the Rules and Regulations regarding majority votes of the Council means the majority votes of the Council’s voting members (i.e. majority of the Council excluding non-voting *ex officio* seats from the denominator when determining whether a majority vote exists).
- M. It is intended that the Agency is one-half of a pair of organizations dedicated to a shared body of work. The other half of that pair is a nonprofit corporation. Meetings of the Council and meetings of the Board of Directors of the nonprofit corporation are separate and distinct. For example, the Council’s meetings shall comply with the Open Public Meetings Act. It is intended, however, that the meetings of the two groups would happen sequentially, on the same date and in the same meeting space, and that each meeting is open to the public, so that the Council and the Board have the option of being present for the other’s regular meeting.
- N. The Council shall oversee the activities of the corporate officers, establish and/or implement policy, participate in corporate activity in matters prescribed in Section 5 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.

5. Council Concurrence Required

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

- A. 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;
- B. The contracting of debts, issuance of notes, debentures or bonds, and the mortgaging or pledging of corporate assets to secure the same;
- C. The donation of money, property, or other assets belonging to the Cultural Space Agency;
- D. An action by the Cultural Space Agency as a surety or guarantor;
- E. All transactions in which:
 - a. The consideration exchanged or received by the Cultural Space Agency exceeds \$50,000, subject to adjustments based on the annual percentage change (increase or decrease) in the Seattle-Tacoma-Bremerton, WA consumer price index for all urban consumers (CPI-U), *and* rounded down to the nearest thousand dollars, provided the Council makes said adjustments by resolution, and provided, in the absence of an adjustment resolution, the amount stated in this Subsection 2.E.a (or as most recently adjusted by Council resolution shall apply);
 - b. The performance by the Cultural Space Agency shall extend over a period of one year from the date of execution of an agreement therefore; or
 - c. The Cultural Space Agency assumes duties to the City, the County, the State, or the United States;
- F. Any project or activity outside the limits of the City;
- G. Adoption of an annual budget;
- H. Certification of annual reports and statements to be filed with the City Clerk as true and correct in the opinion of the Council and of its members, except as noted;
- I. Proposed amendments to the Charter (amendments to the Charter must be approved by a 2/3 majority of the Council, and with the concurrence of a simple majority of the Constituency); and

- J. Such other transactions, duties, and responsibilities as the Charter shall repose in the Council or require Council participation by resolution.
6. Council Concurrence and Quorum for Specific Circumstances
- A. "Council concurrence," as used in this Article may be obtained at any regular or special Council meeting by an affirmative vote of a simple majority (unless otherwise noted) of the Council members voting on the issue, provided that such majority equals one-third or more of the Council voting membership.
 - B. Any resolution authorizing or approving an action described in SMC 3.110.200 (and also described in Section 5 above) shall require Council concurrence.
 - C. The quorum requirements for amendments to the Charter of the Agency are set forth in Article X below.
 - D. The Rules and Regulations of the Agency may prescribe additional Council quorum restrictions which equal or exceed the quorum restrictions imposed in this section.
7. Officers and Division of Duties
- A. Any officer may be assigned by the Council any additional title that the Council deems appropriate. Any two or more offices may be held by the same person, except the offices of President (also referred to herein and in the SMC and RCW as the "chief executive") and Treasurer (also referred to herein and in the SMC and RCW as the officer responsible for the custody of funds and maintenance of accounts and finances). Neither of the ex officio members of the Board may serve as officers.
 - B. Additional officers may be provided for in the Rules and Regulations of the Agency. The President shall be the agent of the Agency for service of process; the Rules and Regulations may designate additional corporate officials as agents to receive or initiate process. The corporate officers, who shall be selected by the Council from among the membership of the Council, shall, as provided in the Rules and Regulations, direct the daily affairs and operations of the Agency.
 - C. Before any corporate official takes office, the officer shall file a fidelity bond in an amount determined by the Agency if the official is responsible for accounts and finances. The official may only hold office as long as such bond continues in effect. Any such bond shall be organized by the Agency and funded at the Agency's expense.

8. Committees

A. Standing or Temporary Committees

The Council, by resolution adopted by a majority of the Council, may designate and appoint one or more standing or temporary committees, each of which shall consist of one or more Council members and any such non-Council-member community representatives with applicable expertise and who the committee's Council members feel is appropriate.

Members of the Board of Directors of the associated nonprofit (also known as The Cultural Space Agency) are also eligible, and expected, to sit on each of the committees of the public development authority. Each committee must have representation from both the public development authority's Council and the nonprofit corporation's Board.

Such Council committees shall have and exercise the authority of the Council in the management of the corporation, subject to such limitations as may be prescribed by the Council. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Council or any individual Council member of any responsibility imposed upon it, or them, by law.

B. Initial Committees

Council shall have five standing committees from its outset.

The first standing committee is an **Executive Committee**, which shall be made of up the Corporate Officers, and other members of the Council as the President may select, and the *ex officio* seats held by both the organization's executive director and the liaison from the City of Seattle. The Executive Committee shall coordinate the flow of information and oversight through the entire organization. The Executive Committee shall also serve as the **Listening Committee**, which is intended as a feedback mechanism, a system to increase the porousness between organizational leadership and the communities the organization serves.

The second standing committee is the **Finance Committee**, which shall be chaired by the Treasurer of the Council. This committee shall review all financial operations of the Agency and shall lead on the annual development, and ongoing monitoring and updating, of the organizational budget.

The third standing committee is the **Properties, Investments, and Programs Committee**, which shall be chaired by the Vice-President of the Council. The Properties, Investments, and Programs Committee must be comprised of at

least 70% graduates of the Build Art Space Equitably (BASE) program, and is responsible for identifying opportunities and making recommendations on real property investments and other site control arrangements, as well as programming partnerships, to the staff and to the Council. Membership in this committee is guaranteed for graduates of the BASE program; membership for others is subject to the approval of the members who are graduates of the BASE program.

The fourth standing committee will be the **Racial Equity Committee**, which shall be chaired by the Secretary. The Committee will be responsible for monitoring Agency actions and referring matters to the Constituency for review if it finds that actions or policies taken by the Agency would result in widening existing racial disparities or creating new disparities.

The fifth standing committee is a **Joint Board and Council Development Committee**, which shall be co-chaired by the President of the Council and the President of the Board of Directors of the associated nonprofit corporation. This committee, which is responsible for developing nominations for both the Council and the Board of Directors, shall consist of members of the Council, members of the Board of Directors, members of the Constituency, and members of the nonprofit corporation's Membership.

1. The Joint Board and Council Development Committee shall create publicly accessible systems through which nominees for consideration as Council and Board members may be submitted and considered. This shall be the same process for nominees proposed by the Mayor, the City Council, the governing Council, the Board of Directors, and any member of the general public.
2. Potential candidates for the nonprofit's Board of Directors shall be evaluated by the nonprofit's existing Board of Directors and approved through procedures set out in that organization's Bylaws.
3. Potential candidates for the Agency's Council shall be vetted and discussed by the Committee and a slate of candidates shall be decided upon and forwarded to the Constituency for review and approval. A list of Constituency-approved candidates shall then be transmitted to the Mayor, in line with the schedule described in Article VII Section 4 above.
4. The Mayor shall propose these Constituency- and Committee-approved candidates to the City Council for approval, pursuant to SMC 3.110.275.

C. Committee Meetings Subject to Open Public Meetings Act

A committee shall comply with the Open Public Meetings Act for all of its committee meetings if:

- i. The Council, by resolution, designates a committee to act for on behalf of the Council, as described in Rules and Regulations Article III, Section 6; or
- ii. The committee takes public comment or conducts public hearings.

ARTICLE VIII

CONSTITUENCY

1. Composition

- A. The Constituency is designed as an advisory body to the Agency, with several specific responsibilities, described below. It is intended as the body that connects the Agency most directly to the communities it serves; it is intended to represent a community voice, to elevate grass-roots expertise, and to be drawn from the community at large.

The Constituency’s rootedness in the Build Art Space Equitably (BASE) Cohort Certification program is another way for the Agency to remain committed to its values and to the goals of equitable development. The BASE program is centered in BIPOC communities and vulnerable neighborhoods, and seeks to strengthen those communities and neighborhoods.

- B. The Constituency of the Agency shall consist of two classes:

Constituency Class One

Eligibility to the first class of Constituency membership consists of all persons who have successfully completed the Build Art Space Equitably (BASE) certification program. Those who are eligible for membership and may choose to opt in and join the Constituency of this corporation by notifying the Secretary of the Council of their intent to join. This class of Constituency shall have voting rights pertaining to the nominations for members of the Council and other issues enumerated below in Section 2. That voting shall happen at an annual meeting of the Constituency, or at any special meeting called for such a purpose with at least ten (10) days’ notice, and Constituents may participate in person, by proxy, or electronically.

The first class of the Constituency shall develop practices for the identification, vetting, and on-boarding of candidates to the second class

of the Constituency. Those mechanisms may include pairing candidates to the second class with members of the first class, and a packet of written materials describing the functions of the Constituency, and other materials and processes as they shall define.

Constituency Class Two

The second class of members consists of all persons who are not eligible to the first class but may be designated from time to time by a majority vote of the existing Constituency. This class of membership must remain no larger than a 30% minority of the full voting Constituency. This class of Constituents shall also have voting rights pertaining to the nomination of potential members of the Council and other issues enumerated below in Section 2. That voting shall happen at an annual meeting of the Constituency, or at any special meeting called for such a purpose with at least ten (10) days' notice, and Constituents may participate in person, by proxy, or electronically.

C. Proxy votes shall comply with SMC 3.110.340.B.

2. Constituency Concurrence Required

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

- A. Proposed amendments to the Charter;
- B. Proposed nominees for Council appointment from the Joint Board and Council Development Committee;
- C. Proposed amendments to the Rules and Regulations of the Agency dealing directly with matters specified in this Section 2 as being within the power and responsibility of the Constituency, or with provisions of the Rules and Regulations governing procedures for meetings of the Constituency;
- D. Approval of the Agency's periodic Strategic Plan;
- E. Decisions related to property investments or programmatic partnerships, when those decisions conflict with the recommendation of the Properties, Investments, and Programs Committee; this concurrence will not be required if the Council's vote was over 66% in favor of the motion. If the Constituency does not concur with the Council's decisions, and the initial Council decision was reached through less than a supermajority, the Constituency's recourse is to refer Council's decisions back for further deliberation;
- F. Council's decisions on matters referred by the Racial Equity Committee; and
- G. Prescribe the oath of office for Council members.

3. Constituency Concurrence and Quorum Defined

- A. "Constituency concurrence," as used in this Article may be obtained at any regular or special Constituency meeting by an affirmative vote of a simple majority (unless otherwise noted) of the Constituency members voting on the issue.
 - B. The quorum requirements for amendments to the Charter of the Agency are set forth in Article X below.
 - C. The Rules and Regulations of the Agency may prescribe additional Constituency quorum restrictions which equal or exceed the quorum restrictions imposed in this section.
4. Connection to the Council
- The Constituency shall identify a liaison or liaisons to the Council. Those liaisons will attend regular meetings of the Council and may from time to time report to the full Council.

ARTICLE IX

RULES AND REGULATIONS

The Council shall adopt Rules and Regulations to provide such rules for governing the Cultural Space Agency and its activities as are not inconsistent with this Charter. The adoption of the Rules and Regulations and any amendments thereto require a two-thirds majority vote of the Council's voting membership. Amendment to Rules and Regulations shall be effective as described in SMC 3.110.220.

The Council may provide in the Rules and Regulations for all matters related to the governance of the Agency, 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 the Cultural Space Agency and the duties of any such committee;
2. Regular and special meetings of the Council and Constituency of the Cultural Space Agency;
3. By two-thirds majority, the suspension and removal of Cultural Space Agency officials and conditions which would require such suspension and removal;
4. Any matters set forth in SMC 3.110 of the City of Seattle;
5. Additional classes of membership.

ARTICLE X

AMENDMENTS TO CHARTER AND RULES AND REGULATIONS

1. Proposals to Amend Charter or Rules and Regulations
 - A. Any Council member may propose an amendment to the Charter at any regular meeting or at any special meeting of which thirty (30) days' advance notice has been given.
 - B. 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' notice has been given.
2. Vote Required for Amendments to Charter

Resolutions of the Council approving amendments to the Charter require an affirmative vote representing two-thirds of the Council members voting on the issue and a majority of the Council voting membership for adoption.
3. 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 Cultural Space Agency shall be an affirmative vote of a majority of the Council's voting membership. Such vote may be taken at any regular or special meeting of the Council.
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 50 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 30 percent of the Constituency shall be required.
5. 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 Clerk 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 is set.
6. Approval by Mayor

After adoption of a proposed amendment to the Charter of the Cultural Space Agency, as set forth herein, by the Council and Constituency, the proposed amendment shall be filed in duplicative with the City Clerk. The Mayor may approve or disapprove the proposed amendment.

7. **Effective Date of Amendments to the Charter**
Amendments to the Charter proposed by the Cultural Space Agency shall take effect and become a part of the Charter upon the filing of the Mayor's approval with the City Clerk.
8. **Mandatory Periodic Review**
The Council shall, at intervals of five (5) years, conduct a comprehensive review of the Charter and the Rules and Regulations governing the Agency, and make recommendations for amendments. This review and recommendation process shall include the Council, the Constituency, and members of Council committees.

ARTICLE XI

MISCELLANEOUS

1. **Geographic limitation**
Cultural Space Agency may conduct activities outside the City of Seattle upon determination by the Council, and the concurrence of the Constituency, that each such activity will further the purpose of the Cultural Space Agency. Prior to the Agency's conduct of any said activities, the outside jurisdiction's governing body shall execute an agreement with the City of Seattle consenting thereto.
2. **Public Records**
The public shall have access to records and information of the Cultural Space Agency to at least the same degree that the public enjoys access to records and information from the City of Seattle. The Cultural Space Agency shall be subject to and comply with the Public Records Act (Chapter 42.56 RCW).
3. **Minutes**
Copies of 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. The minutes shall be compliant with the Open Public Meetings Act.
4. **Public Meetings**
To the extent practicable, meetings of the Cultural Space Agency shall be held in an area with access to both transit service and parking and shall be open to the

public as required under the Open Public Meeting Act, RCW 42.30.010 - 42.30.910. Council meetings of the Council shall be called and held in accordance with said law. At any such meeting, any member of the Constituency, or of the Board of Directors of the associated nonprofit corporation, or any former member of those groups, shall have a reasonable opportunity to address the Council either orally or by written memoranda.

5. Annual Reviews

At least annually, 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 Cultural Space Agency that have occurred since the last annual review and a preview of significant matters that will be under consideration during the following twelve months.

6. Nonexclusive Charter

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

7. Interpretation

To the extent this Charter is silent on a matter or conflicts with State law and the Seattle Municipal Code, the Seattle Municipal Code shall govern.