

Rules and Regulations

of

The Cultural Space Agency

a public development authority

ARTICLE I: COUNCIL

Section 1. Term of Office

Council members shall hold office as described in Article VII, Section 2, of the Charter and, subject to the limitations set forth therein, may serve two successive terms. Council members shall accept appointment to the Council by subscribing to an oath of office that the organization’s Constituency shall prescribe.

Section 2. Qualifications for Council Membership

In evaluating prospective members, the Constituency will be cognizant of the desirability of achieving a Council whose members reflect diverse social, cultural, ethnic, racial, and economic backgrounds and perspectives.

To ensure balanced responsiveness and competence, all candidates for the Council should meet all of the following criteria and prerequisites:

Candidates must reflect the priorities of, and demonstrate alignment with, the mission, vision, and values of the organization.

Candidates must demonstrate a lived commitment to the cultural life and vitality of the city and demonstrate a depth of relationship to cultural communities.

Candidates must demonstrate a commitment to, and a history of, anti-racist and racial equity work.

Further, all candidates for the Council should meet some of the following criteria and prerequisites:

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.

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.

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.

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.

Candidates should also have a connection to the operations, programs, and other business of the Agency. Council members are sought who demonstrate:

Experience, knowledge, interest, and / or professional expertise in community organizing.

An active practice as a working artist or culture-maker in any discipline or medium.

Experience, knowledge, interest, and / or professional expertise in commercial real estate.

Experience, knowledge, interest, and / or professional expertise in government relations.

Experience, knowledge, interest, and / or professional expertise in the practice of law.

All candidates will be required to disclose any information concerning actions or activities of the candidate or his/her immediate family that present a potential Conflict of Interest as a Council member. Candidates whose employment, financial interests, and/or other transactions are determined by the Council to be in conflict with the interests of the Agency will be ineligible for Council membership.

Section 3. Vacancies

The Council shall, by resolution or by amendment to these Rules and Regulations, determine the manner of filling vacancies other than those caused by the normal expiration of a regular term under Article VII,

Section 4, of the Charter. A vacancy or vacancies on the Council shall be deemed to exist in the case of the death, disability, resignation, or removal from office of any Council member as provided herein. The manner of filling said vacancies shall comply with Seattle Municipal Code (SMC) 3.110.275.C.

Upon such an occurrence, the Council shall request that the Constituency nominate to the Mayor a candidate who shall serve the balance of the vacant term.

The names of all such appointees shall be submitted by the Mayor to the City Council for confirmation.

Section 4. Removal from Office

Any Council member who does not fulfill the commitments noted in Section 2 may, by resolution duly adopted by a two-thirds vote of the whole Council, and the concurrence of the Constituency, be deemed to have forfeited their position as Council member.

Removal from Office may also be recommended for a Council member who is absent for three (3) consecutive regular meetings.

Removal may also occur pursuant to SMC 3.110.580.K.

Section 5. Non-Voting Members

The executive director of the Agency (or otherwise titled lead staff member) will be a non-voting member of the Council, serving *ex officio*. The Mayor shall appoint a liaison to the City of Seattle as a non-voting member of the Council, serving *ex officio*.

Section 6. Process for Resignation

Members may resign by sending a letter or e-mail to the President of the Council.

ARTICLE II: MEETINGS OF COUNCIL

Section 1. Regular Meetings

Regular meetings of the Council shall be held once a month at such a regular time and place as the Council shall decide by resolution. The agenda shall be posted as required by the Open Public Meetings Act.

Section 2. Special Meetings

Special meetings of the Council may be held at any place at any time whenever called by the Chairperson or by a majority of Council members. In addition, special meetings may be called pursuant to SMC 3.110.300.B,

which provides that 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 Council meeting has been scheduled.

Section 3. Notice of Meetings

No notice of regular meetings shall be required, except for the first regular meeting after any change in the time or place of such meeting adopted by resolution of the Council as provided above. Agendas shall be posted on the Agency's website at least 24 hours in advance of the meeting.

Notice of such changed regular meeting, and notice of all special meetings, shall be given by the Secretary or by the person or persons calling the meeting by personally delivering or by emailing written notice to each member of the Council at least three (3) days prior to such meeting. Notice of special meetings shall be published and posted as required by RCW 42.30.080.

The call and notice of all special meetings shall specify the time and place of all special meetings and the business to be transacted. Final disposition shall not be taken by the Council on any other matters at such special meetings. At any regular meeting of the Council, any business may be transacted and the Council may exercise all of its powers.

Section 4. Quorum.

At least five (5) voting members of the Council or a simple majority of the Council's voting members, whichever is greater, must be present at any regular or special meeting to constitute a quorum. Members participating by telephone or other live conferencing technology shall count toward the 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. Whenever any meeting is adjourned to a time prior to the next regular meeting, a copy of the order of adjournment shall be posted conspicuously immediately after the time of adjournment on or near the door of the place where the adjourned meeting was held. When an order of adjournment fails to specify the time and place at which the adjourned meeting is to be held, it shall be held at the time and place specified for regular meetings herein.

Subject to the provisions of Article VII of the Charter that relate to actions requiring Council concurrence, the act of a majority of the members present at any meeting of the Council at which a quorum is present shall

be the act of the Council.

Section 5. Open Meetings

All meetings of the Council shall be held and conducted in accordance with the Open Public Meetings Act, RCW 42.30.010—42.30.910, and special meetings must be called as provided therein. The Council may hold executive sessions to consider matters enumerated in RCW 42.30.110 or other sensitive or privileged matters recognized by law, and shall enter the cause therefor in its minutes.

Section 6. Waiver of Notice

Notice as provided in Section 3 hereof may be dispensed with (i) 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 and (ii) as to meetings called to deal with an emergency involving injury or damage to persons or property or the likelihood of such injury or damage, where time requirements of such notice would make notice impractical and increase the likelihood of such injury or damage.

Section 7. Proxies Prohibited

No Council member may vote on any Council business by proxy or by mail.

ARTICLE III: OFFICERS AND COMMITTEES

Section 1. Officers Designated

The officers of the Agency shall be a President, Vice President, Treasurer, and Secretary, each of whom shall be elected by the Council. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Council. No person may simultaneously hold the offices of President and Treasurer. In addition to the powers and duties specified below, the officers shall have such powers and perform such duties as the Council may prescribe.

Section 2. Election, Qualifications, and Terms of Office

Each of the officers shall be elected by the Council from among its members. In general, the officers shall be elected by the Council for a two-year term, and each officer shall hold office during said two-year term and until his or her successor is elected. The Council may elect an officer to a one-year term; provided that, such limitation must be specified in the resolution that the Council passes to elect the officer.

Section 3. Powers and Duties

a. President. The President shall exercise the usual executive powers

pertaining to the office of President. They shall preside at all meetings of the Council. They shall be the designated agent of the Agency to receive service of process. When authorized by the Council, they shall have the power to sign and execute all deeds, bonds, contracts, and other obligations or instruments in the name of the Agency. All such instruments shall be effective, valid, and binding upon their signature alone without the necessity of adding thereto the signature of any other officer or officers of the Agency unless SMC 3.110 requires otherwise or unless otherwise required by the Charter. Such authority shall include the right to endorse for transfer in blank, or otherwise, any stocks, bonds, securities, or evidences of indebtedness owned or standing in the name of the Agency. They shall lead a review at least annually of the performance of the executive director (or otherwise titled lead staff member) and report on this review to the Council in executive session.

b. Vice-President. The Vice-President shall act in the place of the President in the absence of the President or upon the 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 seeing that notices are given of all meetings of the Council, that minutes are taken of all meetings of the Council, for proper custody of the Agency's seal and records, for affixing the corporate seal and signing with the Chairperson of the Council such instruments as require the seal or the Secretary's signature, and for such other duties as are incident to their office or are properly required of them by the Council.

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

e. Fidelity Bond. Pursuant to SMC 3.110.240, any official responsible for accounts and finances shall file a fidelity bond in an amount determined by the Agency prior to that official taking office. The official may hold corporate office only as long as such a bond continues in effect. This bond is to be organized and funded by the Agency.

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's voting membership shall have the right to remove any officer from his or her office, but not, under this Section, from his or her position on the Council, whenever in its judgment the best interests of the Agency will be served thereby.

Section 5. Vacancies

The Council shall fill any office that becomes vacant with a successor who shall hold office for the unexpired term and until his or her successor shall have been duly elected and qualified.

Section 6. Establishment of Committees

The Council may, by resolution, designate one or more committees, each consisting of one or more members, to advise the Council or, on matters other than those described in Seattle Municipal Code 3.110.200, to 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. Committee members may include non-voting members as well as members who need not be Council members.

Section 7. Executive Committee

The Executive Committee 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.

Except as provided in those provisions of Article VII of the Charter that relate to "Council concurrence," the Executive Committee shall have and exercise such powers of the Council as the Council shall from time to time provide by resolution.

ARTICLE IV: ADMINISTRATIVE PROVISIONS

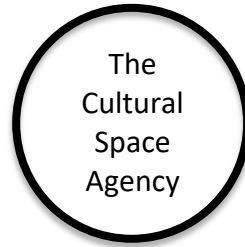
Section 1. Books and Records

The Agency shall keep current and complete books and records of account and shall keep minutes of the proceedings of its Council and of any committees exercising the Council's authority. The minutes of all regular and special meetings, except executive sessions, shall be promptly recorded, and such records shall be open to public inspection pursuant to RCW 42.32.030.

In addition, the Agency shall establish and maintain an office and Agency records in a manner compliant with SMC 3.110.390.

Section 2. Corporate Seal

The following is an impression of the Agency’s corporate seal.



Section 3. Fiscal Year

The Agency’s fiscal year shall begin on January 1 and end on December 31.

Section 4. Rules of Procedure

The rules of procedure at meetings of the Council shall be the rules contained in Robert’s Rules of Order (newly revised), so far as is applicable, and when they are not inconsistent with these Rules and Regulations, the Charter, or with any resolution of the Council.

Section 5. Amendment of Rules and Regulations

Subject to the provisions of Article X of the Charter, these Rules and Regulations may be amended, altered, or repealed by the affirmative vote of a majority of the whole Council at any regular meeting or special meeting convened for the purpose of addressing Rules and Regulations of the Council.

Section 6. Indemnification

The Agency elects to defend and indemnify its present and former officials (including Council members, Committee members and employees) and their successors, spouses, and marital communities to the full extent authorized by law and the Charter. This right of indemnification shall inure in perpetuity to each Agency official, and their spouse and marital community, commencing as soon as they have the full powers and responsibilities of their office, and in the event of their death shall extend to their heirs, legal representatives, and estate. Each person who shall act as an official of the Agency shall be deemed to do so in reliance upon such indemnification, and such rights shall not be exclusive of any other right that they may have.

The Agency shall maintain in full force and effect public liability insurance in an amount 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 Agency, its Council, corporate officers, and employees. The Agency shall also remain adequately protected either by fidelity insurance, bonding, Director's and Officer's insurance, or any combination thereof.