

**BELLINGHAM – WHATCOM PUBLIC FACILITIES DISTRICT
AMENDED BY-LAWS**

ARTICLE 1

BOARD OF DIRECTORS

Section 1.1 Directors

There shall be seven (7) Directors of the Bellingham-Whatcom Public Facilities District.

Section 1.2 Terms

The term of a Director shall be four (4) years, with the exception that the terms of the initial Directors are staggered terms in accordance with BMC 2.94.030. Terms shall commence on the date that the individual was appointed by the jurisdictions creating the District. Board members shall have no term limits.

ARTICLE 2

OFFICERS AND COMMITTEES

Section 2.1 Officers Designated

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

Section 2.2 Election, Qualification, and Term of Office

The Board shall elect each of the officers from among its members. The officers shall be elected by the Board at the first regular meeting after the term of new or reappointed Board 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. The Board at its organizational meeting shall elect the first officers of the Board. The first slate of officers shall serve from election until July 31, 2003. Thereafter, each term shall be for one year. Beginning July 31, 2005, no member shall hold the same office for more than two (2) consecutive terms. A member who has held the same office for two (2) consecutive terms may be reelected to that office after a one (1) year absence from such office.

Section 2.3 Powers and Duties

(a) **President.** The President shall be the chief executive officer of the District and shall have general supervision over the business of the District, subject to control of the Board, and as limited by the Charter and Interlocal Agreements with the creating jurisdictions. The President shall preside at all meetings of the Board. The President may sign and execute, in the name of the District, resolutions, deeds, mortgages, contracts, leases, bonds and other instruments duly authorized by the Board.

(b) **Vice President.** At the request of the President or in case of the President's absence, disability, or other incapacity, the Vice-President shall perform all duties of the President and, when so acting, shall have all the powers of, and be subject to all restrictions upon, the President. In addition, the Vice-President shall perform such other duties as may from time to time be assigned to that office by the Board or the President.

(c) **Treasurer.** The Treasurer shall coordinate with the City of Bellingham Finance Director, or her designee, the ex officio treasurer of the District, to ensure that all funds of the District are deposited in such manner as may be designated by the Board of Directors. The Treasurer shall attest to all resolutions, contracts, and other instruments duly authorized by the Board. The Treasurer shall perform all duties of the office of Treasurer, including all duties incident to the office of chief financial officer in coordination with the City of Bellingham Finance Director, or her designee.

(d) **Secretary.** The Secretary shall keep or authorize others to keep a full and complete record of the meetings of the District Board of Directors, committees, when acting on behalf of the Board, and to the extent they are separate, the meetings of the officers with appropriate minutes; shall make service of such notices as may be required, shall supervise the keeping of the books and other records and written documents comprising the business of the District, and shall discharge other duties as pertain to the office as prescribed by the District Board of Directors.

Section 2.4 Removal from Office

Upon reasonable prior notice to all Board members of the alleged reasons for dismissal, the Board, by an affirmative vote of the majority of the members, may remove any officer of the Board from his or her office whenever in its judgment the best interests of the District will be served thereby.

Section 2.5 Vacancies

The Board shall fill any office that becomes vacant with a successor who shall hold office for the unexpired term.

Section 2.6 Establishment of Committees

The Board, by resolution, may designate from among its members one or more committees, each consisting of at least three members, to investigate and report to the Board on any relevant matters. The committees shall report back to the Board with recommended action, however, final authority for any action remains with the Board.

ARTICLE 3

MEETINGS

Section 3.1 Regular Board Meetings

Regular meetings of the Board shall be held at least quarterly at a time and place to be determined by the Board by resolution.

Section 3.2 Special Board Meetings

The President or a quorum of the Board may call special meetings of the Board.

Section 3.3 Notice of Regular Board Meetings

Notice of all regular meetings and the preliminary agenda for the meeting shall be provided to Board members at least five (5) working days before the scheduled meeting date. The meeting date and agenda shall also be provided to the City and County representatives, to the local newspaper of general circulation and to each radio and/or television station that has requested notice as provided in RCW 42.30.080. In addition, the District shall routinely provide reasonable notice of meetings to any individual specifically requesting it in writing.

Section 3.4 Notice of Special Board Meetings

Notice of all special meetings of the Board shall be given by delivering personally or by mail written notice at least 24 hours prior to the time of the meeting to each Board 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 and place of the special meeting and the business to be transacted must be specified in the notice.

Section 3.5 Minutes

Minutes of each Board meeting shall be kept and when approved entered into the permanent record of the Public Facilities Board.

Section 3.6 Rules of Order

The business of all meetings shall be conducted according to Roberts Rules of Order, short version.

Section 3.7 Quorum

Four (4) members of the Board shall constitute a quorum at a regular or special meeting of the Board. Decisions of the Board shall require the affirmative vote of at least four (4) members of the Board.

ARTICLE 4

AMENDMENTS TO CHARTER AND BYLAWS

Section 4.1 Proposals to Amend Charter and Bylaws

- (a) Proposals to amend the Charter or Bylaws shall be presented in a format that strikes over material to be deleted and underlines new material.
- (b) Any Board member may introduce a proposed amendment to the Charter or to the Bylaws (which may consist of new Bylaws) at any regular meeting or at any special meeting of which 30 days advance notice has been given.

Section 4.2 Board Consideration of Proposed Amendments

If notice of a proposed amendment to the Charter or to the Bylaws, and information including the text of the proposed amendment and a statement of its purpose and effect, is provided to members of the Board fifteen (15) days prior to any regular Board meeting or any special meeting of which thirty (30) days' advance notice has been given, then the Board 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 Board may not vote on the proposed amendment until the next regular Board meeting or special meeting of which 30 days' advance notice has been given and at least fifteen (15) days prior to which meeting such notice and information is provided to Board members. 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 4.3 City Council Approval of Proposed Charter Amendments

Proposed Charter amendments adopted by the Board shall be submitted to the Bellingham City Council for approval. The District's Charter may be amended only as provided in Article X of the Charter.

Section 4.4 Board Approval of Proposed Bylaw Amendments

These Bylaws may be amended by majority vote of the members of the Board after notice as provided in Section 4.3. Bylaw amendments do not require approval of the Bellingham City Council.

Section 4.5 Bylaws and Interlocal Agreement

These bylaws are the governing rules of the Public Facilities Board and they hereby additionally acknowledge the interlocal agreement between the City of Bellingham that may contain additional expectations, obligations, and specific requirements for the governance of the Board.

ARTICLE 5

ADMINISTRATIVE PROVISIONS

Section 5.1 Books and Records

The District shall keep current and complete books and records and shall keep minutes of the proceedings of the Board and its committees having any of the authority of the Board.

Section 5.2 Contracts and Documents - Execution of

All contracts, resolutions, and instruments of any kind and description to which the District is a party shall be approved as to form and legality by the District legal counsel, and executed in the name of the District by the President or, in the absence or incapacity of the President, by the Secretary, and attested to by the Treasurer.

Section 5.3 Indemnification of Board Members

The District elects to defend and indemnify its present and former Board members and officers and their successors, spouses, and marital communities to the full extent authorized by law and the Charter. In addition, the right of indemnification shall inure to each Board member or officer and his or her spouses and marital communities upon his

or her appointment to the Board and in the event of his or her death shall extend to his or her heirs, legal representatives, and estate. Each person who shall act as a Board member or officer of the District shall be deemed to do so in reliance upon such indemnification and such rights shall not be exclusive of any other right that he or she may have.

Section 5.4 Principal Office

The principal office of the Public Facilities District shall be in Bellingham City Hall, located at 210 Lottie Street, Bellingham, WA 98225.

Section 5.5 Fiscal Year

The fiscal year of the District shall begin January 1 and end December 31 of each year.

ARTICLE 6

APPROVAL OF AMENDED BYLAWS

Approved by the Bellingham- Whatcom Public Facilities District Board of Directors on September 22, 2004.

Dean Brett

Yvonne Cartwright

Jerry Chambers

Dunham Gooding

Robin Halliday

Charles Self

David F. Warren