



Board Meeting Agenda

Time: 11:30AM – 1:00PM

Date: March 20, 2018

UW Tower, 22 Floor Boardroom

1. **Welcome and Introductions** Sally/Miles
2. **Public Comment** All
3. **Approval of February Minutes** Sally/Miles VOTE
4. **Committee Reports**
 - a. Finance Alfred/Phil/Mark VOTE
 - b. Clean and Safe Don/Kristine/Marcus
 - c. Events and Marketing Andrew/Chase
 - d. By-Laws Andrew/Doug/Jeanette/Mark VOTE
5. **ED Report** Mark
 - a. Reforecast 2017-18
 - b. Other
6. **Old Business**
 - a. Safe Consumption Site Sally
 - b. Assessment Process Miles/Mark
7. **New Business**
 - a. 2018-19 Budget Process Mark
8. **Adjourn**

Upcoming Meetings and Events:

3/27/18	Events & Marketing Committee	UDP Office	9:00 - 10:00 am
3/29/18	BIA Ratepayers Advisory Board	U Heights	4:00 - 6:00 pm
3/31/18	Monthly Clean Up	U Heights	9:00 - 11:00 am
4/03/18	Mobility Community Workshop #2	U Heights	5:00 – 7:30 pm
4/09/18	Open House & Planning Kickoff	UDP Office	4:00 – 6:00 pm
4/12/18	Clean & Safe Committee	U Heights	12:00 - 1:30 pm
4/17/18	UDP April Board Meeting	UW Tower	11:30 - 1:00 pm
4/20/18	Monthly BIA Walk	UDP Office	9:00 - 10:30 am
5/12/18	25 th Annual U District Cleanup	U Heights	9:00 – 12:00 pm

The U District Partnership (UDP) serves all who work in, live in, and visit the U District by fostering and sustaining a vibrant, diverse, and healthy neighborhood for the common good.



Board Meeting Minutes No. 2

Time: 11:30 AM – 1:00 PM

Date: February 20, 2018

Location: UW Tower Boardroom

IN ATTENDANCE:

UDP Board Members

Sally Clark, Co-Chair
Cory Crocker
Don Schulze
Barbara Quinn, Secretary
Kristine Scott

Doug Campbell
Theresa Doherty
Miles Richardson, Co-Chair
Rebecca Barnes
Lois Ko

Andrew McMasters
Alfred Shiga, Treasurer
Louise Little
Jeanette Henderson
Rob Lubin

Excused

Pat Simpson

UDP Staff

Mark Crawford CEO

Marcus Johnson C&S

Chase Landrey, CE

Guests

Phil Lloyd
Gregg Petrie
Judy Smith

Katie Lewis
Thomas Whittemore
Jamie Cheney

Andy Sharpe
Miriam Castro

Sally called the meeting to order at 11:35 a.m.

Public Comment

No public comment was received.

Approval of January, 2018 Meeting Minutes

Motion: Jeanette moved to approve the January 17, 2018 meeting minutes.

Louise seconded the motion. Andrew abstained.

The motion was approved.

Committee Reports

Finance Committee

Alfred announced that the Finance Committee will now meet every Friday before Executive Committee meetings and that Rob Lubin has joined the committee.

Mark presented a resolution before the board replacing Elizabeth McCoury with Mark W. Crawford as Key Executive on all U District Partnership bank accounts.

Motion: Lois moved to approve the resolution.

Alfred seconded the motion.

The resolution was approved unanimously.

Alfred presented the January financial report.

Motion: Barbara moved to approve the January financial report.

Andrew seconded the motion.

The motion was approved unanimously.

Clean and Safe Committee

Marcus presented the February clean and safe report.

Marketing and Events Committee

Chase presented the February marketing and events report.

Marketing and Events Committee

Andrew discussed the recent meetings and work of the Bylaw Committee. He then presented a series of amendments and resolutions designed to clean up potential conflicts in the current language of the bylaws and to elect Stephen Antupit to the UDP Board of Directors.

Motion: Theresa moved to amend Article 5 Section 2.1 of the bylaws to state that:

“A “Regular Term” for a Board Director shall begin on the first day of the fiscal year following their election and shall last for three (3) years, ending on the last day of the corresponding fiscal year.”

Rob seconded the motion.

The amendment was approved unanimously.

Motion: Rebecca moved to amend Article 6 Section 5.1 of the bylaws to state that:

“A “Regular Term” for an Officer shall begin on the first day of the fiscal year following their election and shall last for two (2) years, ending on the last day of the corresponding fiscal year.”

Theresa seconded the motion.

The amendment was approved unanimously.

Motion: Theresa moved to amend Article 6 Section 1 of the bylaws to state that:

“The officers of the Corporation (“Officers”) shall be (i) two (2) CO-Chairs. (ii) a Secretary, (iii) a Treasurer and (iv) a President and Chief Executive Officer. The Board of Directors shall elect Officers. Individuals may hold more than one position as an Officer, except the position of Co-Chair and Secretary may not be the same person.”

Doug seconded the motion.

The amendment was approved unanimously.

Motion: Louise moved to approve delete article 5 Section 1 of the bylaws in its entirety.

Jeanette seconded the motion.

The amendment was approved unanimously.

Motion: Alfred moved to amend Article 5 Section 5 of the bylaws to state that:

“Any Director may be removed at any time, with or without cause, by the affirmative vote of the majority of the votes cast by the Directors present at a meeting of the Board at which a quorum is present or by written consent of all of the Directors.”

Jeanette seconded the motion.

The amendment was approved unanimously.

Motion: Rob moved to approve resolution #1, which states that:

"Whereas the current by-laws now specify the completion of any Board Director's term shall be the last day of the fiscal year in which their term expires, and

Whereas the current by-laws now specify the completion of any Officer's term shall be the last day of the fiscal year in which their term expires, and

Whereas the By-law Committee of the UDP Board recommends changing current Board Director and Officer terms to conform to the current fiscal year,

THEREFORE

The Board of the UDP, at its February 2018 meeting where a quorum was present and recognized, extends the terms of any and all Directors and Officers whose term, under the previous by-laws dated April 21, 2015, expired December 31, 2017 to now expire June 30, 2018.

AND

Should any Director or Officer decline the opportunity to extend their term, an election to fill that position until June 30, 2018 may be held immediately."

Barbara seconded the motion.

The resolution was approved unanimously.

Motion: Theresa moved to approve resolution #2, which states that:

"Whereas Roger Wagoner has declined the opportunity to extend his term until June 30, 2018,

THEREFORE

The Board of the UDP, at its February 2018 meeting where a quorum was present and recognized, accepts Roger Wagoner's resignation from the Board and thanks him for his service to the Board and to the U District community."

Rebecca seconded the motion.

The resolution was approved unanimously.

Motion: Rebecca moved to approve resolution #3, which states that:

"The Board of the UDP, at its February 2018 meeting where a quorum was present and recognized, elects Stephen Antupit for a partial term beginning March 1, 2018 and ending June 30, 2018.

Further, the Board of the UDP resolves that serving out this partial term shall not preclude Stephen Antupit from additional full terms of service as they are or may be further defined in the by-laws."

Jeanette seconded the motion.

The resolution was approved unanimously.

Executive Director Report

Mark shared updates about the organization with the board including the completion of the physical part of the office move, the status of the BIA funding offered to the Urban Rest Stop and the plan to address the current underspending on staff positions. He also mentioned the rescheduling of BIA board meetings, the UDP's partnership with the Welcome Inclusion

Program leading up the Special Olympics USA Games, the meeting with the U District small business group, and the progress on creating next year's work plan and budget.

Old Business

Sally Clark proposed that the March board meeting should be extended to be two hours long to provide time for a representative from the People's Harm Reduction Alliance to present about how the impacts to the neighborhood of a potential safe consumption site could be mitigated.

Miles notified the board about the current proposals to handle the assessment updating process. The process will be discussed further in the planning for the next budget.

New Business

Jamie Cheney and Katie Lewis from the U District Mobility Group presented about the progress towards a light-rail station access mobility plan and the upcoming community workshops.

Sally adjourned the meeting at 1:05 p.m.

NEXT BOARD MEETING: March 20th, 11:30am – 1:30pm, UW Tower (Unless extended – notice to be provided)

The U District Partnership

Balance Sheet Prev Year Comparison

As of February 28, 2018

	Feb 28, 18	Feb 28, 17	\$ Change
ASSETS			
Current Assets			
Checking/Savings			
10100 · Operating Bank Accounts	216,531.23	255,705.19	-39,173.96
10120 · Passthrough Bank Accounts			
10123 · Chamber - WF8853	0.00	4,700.53	-4,700.53
10128 · Chamber - WF Savings-1123	0.00	565.79	-565.79
Total 10120 · Passthrough Bank Accounts	0.00	5,266.32	-5,266.32
Total Checking/Savings	216,531.23	260,971.51	-44,440.28
Accounts Receivable			
11000 · Accounts Receivable	71,863.43	168,351.24	-96,487.81
Total Accounts Receivable	71,863.43	168,351.24	-96,487.81
Other Current Assets	103.18	12,181.42	-12,078.24
Total Current Assets	288,497.84	441,504.17	-153,006.33
Fixed Assets	0.00	1,406.21	-1,406.21
Other Assets	3,358.32	0.00	3,358.32
TOTAL ASSETS	291,856.16	442,910.38	-151,054.22
LIABILITIES & EQUITY			
Liabilities			
Current Liabilities			
Accounts Payable	23,848.22	35,363.57	-11,515.35
Credit Cards	890.35	1,758.49	-868.14
Other Current Liabilities	18,075.91	21,302.31	-3,226.40
Total Current Liabilities	42,814.48	58,424.37	-15,609.89
Long Term Liabilities	0.00	4,738.48	-4,738.48
Total Liabilities	42,814.48	63,162.85	-20,348.37
Equity			
30000 · Opening Balance Equity	39,735.72	39,735.72	0.00
32000 · Unrestricted Net Assets	228,960.63	256,013.90	-27,053.27
Net Income	-19,654.67	83,997.91	-103,652.58
Total Equity	249,041.68	379,747.53	-130,705.85
TOTAL LIABILITIES & EQUITY	291,856.16	442,910.38	-151,054.22

The U District Partnership

Budget Report

July 2017 through February 2018

	Jul '17 - Feb 18	Budget	\$ Over Budget
Ordinary Income/Expense			
Income			
44500 · Government Grants and Contracts	552,403.60	658,827.66	-106,424.06
47000 · Earned Income	10,560.00	0.00	10,560.00
46400 · Interest and Other	5.06	0.00	5.06
Total Income	562,968.66	658,827.66	-95,859.00
Gross Profit	562,968.66	658,827.66	-95,859.00
Expense			
60000 · Staffing	234,290.76	310,996.84	-76,706.08
61000a · Professional & Contract Expense	33,937.50	41,086.68	-7,149.18
62000 · Office and Overhead	53,079.03	62,244.50	-9,165.47
70000 · Direct Program Expenses	262,063.61	258,499.32	3,564.29
Total Expense	583,370.90	672,827.34	-89,456.44
Net Ordinary Income	-20,402.24	-13,999.68	-6,402.56
Net Income	-20,402.24	-13,999.68	-6,402.56

March Financial Notes – Variance Explanations

Presented To Finance Committee 3-8-18

1) Balance Sheet

- a. Checking and Savings – remains a combined line for several accounts – account holding reserves and account holding working cash. Somewhat less than last year as cash receipts to date from StreetFair are coming in later this year.
- b. Accounts Receivable – Includes about \$62,000 of February BIA expenses billed to City. Somewhat less than last year as processing of pre-registrations to date from StreetFair are coming in later this year.
- c. Net Income – Is less than last year because of StreetFair timing.
- d. General Note – staff has reviewed total income projections for StreetFair – while we are one month behind, staff still believes total goals for revenue are reasonable.

2) Budget Report

- a. Income – continues to lag as reimbursable expenses for BIA Program Manager work are less than budgeted.
- b. Staffing – as reported last month – vacancies in staff positions are creating savings. Reforecast includes strategies for hiring staff.
- c. Accounting Fees – as reported last month – double budget (operational and one-time expenses) for same audit cost.
- d. Rent – as reported last month – actuals steadily coming slightly under budget. New office also slightly less expensive than previous location.
- e. Travel & Meetings – as reported last month, lack of staff means budget not being used. Reforecast will use some of those resources.
- f. Staff Development – as reported last month, staff transition has led to non-use.
- g. Moving Expenses – to be reimbursed.
- h. Community Beautification – Tree Pit – work being resumed this spring.
- i. Studies – as reported last month – unbudgeted small business study done early in the year
- j. Ambassador Program – end of budgeted funds – will begin using one-time expense funds.
- k. Youth Employment – as reported last month – have renegotiated Sanctuary Arts contract – will do 3 cohorts instead of four – total amount to be spent - \$15,000 – will leave \$5,000 surplus.
- l. Other Program Contract – two big numbers are payments to Eliot for contract work after leaving AND \$13,600 to LIHI for Urban Rest Stop
- m. Event Related Costs – predecessor batched income and expenses batched (see line 80000) and delayed large segments until May– significant actual flow occurs sooner \$20,000 payment to contractor as an example). Will fix in next year's budget.

3) Budget Tracker

- a. \$13,600 in One Time Expense – LIHI disbursement.

2017-18 University District BIA

Budget Tracker - July 1 Through February 28, 2018

ACCOUNTS	Budget	TO DATE	REMAINING	% Expended	Jul	Aug	Sep	Oct	Nov
Program Management	199,706	99,486	100,220	49.8%	\$ 11,225.22	\$ 10,449.28	\$ 10,106.98	\$ 9,310.33	\$ 17,148.54
Community Engagement	41,343	30,316	11,027	73.3%	\$ 6,018.49	\$ 4,814.28	\$ 8,393.41	\$ 4,468.01	\$ 1,563.91
Cleaning and Public Safety	415,946	241,032	174,914	57.9%	\$ 23,415.91	\$ 36,349.53	\$ 33,245.37	\$ 30,944.84	\$ 34,617.45
Events and Marketing	69,419	26,247	43,172	37.8%	\$ 7,745.63	\$ 5,825.00	\$ 2,443.13	\$ 2,849.92	\$ 2,107.52
Economic Development	57,510	30,939	26,571	53.8%	\$ 2,150.44	\$ 3,329.18	\$ 1,693.03	\$ 3,982.01	\$ 10,081.51
Urban Design & Planning	71,748	27,189	44,559	37.9%	\$ 4,784.43	\$ 4,705.80	\$ 4,545.76	\$ 3,297.21	\$ 325.28
One Time Expenditures	310,790	65,945	244,845	21.2%	\$ -	\$ 2,500.00	\$ 9,000.00	\$ -	\$ 23,815.05
Total Requested	1,166,462	521,154	645,308	44.7%	\$ 55,340.12	\$ 67,973.07	\$ 69,427.68	\$ 54,852.32	\$ 89,659.26

	Dec	Jan	Feb	Mar	Apr	May	Jun
Program Management	\$ 16,364.35	\$ 11,754.11	\$ 13,126.75				
Community Engagement	\$ 1,599.57	\$ 1,818.84	\$ 1,639.21				
Cleaning and Public Safety	\$ 24,263.73	\$ 37,441.88	\$ 20,753.69				
Events and Marketing	\$ 1,512.48	\$ 1,927.21	\$ 1,836.12				
Economic Development	\$ 1,378.09	\$ 3,497.20	\$ 4,827.20				
Urban Design & Planning	\$ 1,321.06	\$ 3,439.34	\$ 4,770.19				
One Time Expenditures	\$ 2,722.42	\$ 14,307.71	\$ 13,600.00				
	\$ 49,161.70	\$ 74,186.29	\$ 60,553.16	\$ -	\$ -	\$ -	\$ -

BIA Cash at 2/28/18

Total	\$828,206
Remaining Forecasted Expenses	\$433,981
Reserves	\$210,000
February Expenses	\$ 60,553
Net Undesignated City Cash	
Projected for 6/30/18	\$123,673

Notes

- 1) We assume all collections to be applied to 2017-18 fiscal year expenses are now in.
- 2) We assume there will be additional collections relevant to 2018-19 before the end of the fiscal year but have not included them in this analysis.
- 3) We are currently working on an assessment rolls update and will. Have projections for 2018-19 revenue in early May. We will use that projection, amended for a non-collection factor, as a revenue estimate for planning 2018-19 work and budget.
- 4) At the end of this fiscal year, we will have \$121,543 in undesignated city cash.
- 5) We projected to use a total of \$253,946 of the "Approved One Time Expense" funds. Report attached.
- 6) Undesignated City Cash will be incorporated in the 2018-19 work plan and budget process.

- The February Community Cleanup was a big success. We had approximately 20 volunteers join us in cleaning across the district. Big thank you to Kristine and her group from ROOTS for coming out and supporting our cleanup. Our next cleanup is this Saturday (3/31) from 9:00-11:00 am. Let Marcus know if you can make it.
- In August of 2014, the U District Partnership conducted a safety survey. We used the need for a perception survey for the Ambassador Program to garner both feedback through questions directly relating to the program and establish a new baseline based on overall perceptions of safety in the U District by repurposing many of the safety questions asked in 2014. The survey is now live and can be taken either digitally or utilizing a paper copy. If you are interested in helping distribute the survey to people in the U District, please contact Marcus.
- We had our Clean and Safe Committee Meeting on Thursday, March 8th. We heard from Karimah Edwards, with Seattle Parks and Recreation, about the Christie Park Expansion project. We discussed about proposed designs and timeline for the project. Undesirable behavior in the park was also discussed and ways that the new park will be able to help remedy that. The committee also discusses the Ambassador Survey and had dialogue around how to prepare for the influx of undesirable behavior that accompanies the upcoming summer.
- The Clean and Safe Committee hosted an evening meeting on Thursday, March 15th, from 5:30-6:30pm to accommodate those that are not able to make our typical meeting time. We heard from the Seattle Police Department's North Precinct Crime Prevention Coordinator, Mary Amberg. Mary presented to us about basic crime prevention strategies and crime statistics for our area. We also had some time to learn more about the work that the Clean and Safe Committee does, review the Safety and Ambassador Survey, and had a time for people to ask questions.
- Flexi-Pave is being installed in the tree pits between Campus Parkway and 41st as well as between 47th and 50th on March 19th & 20th. We are planning to begin installations on Roosevelt Way soon.

Upcoming Clean and Safe Events:

Community Clean Up Event	March 31 st (9:00-11:00am, meet @ U Heights Plaza)
April C&S Meeting	April 12 th (12:00-1:30pm @ U Heights, Room 108)
April BIA Walk	April 20 th (9:00-10:30am, meet @ the UDP Conference Room)

- Continuing to Social Media Outreach – Social media outreach has continued to steadily grow. Facebook is up to 1,187 people liking our page. Our twitter now has 608 followers. Each month I am boosting our newsletter out to a 2-mile radius and that is also drawing in more subscriptions. In addition, we will soon be posting an open position for a part time Communications Coordinator to manage our social media efforts.
- Short Term Marketing Campaigning – At our February Events and Marketing Committee a special taskforce was created to guide a short term marketing campaign highlighting the upcoming neighborhood events. This team is made up of people selected from both the UDP board and greater U District community. They worked together to create and post an RFP and we are already in talks with a couple of marketing firms interested in this project.
- StreetFair Update – StreetFair is almost two months away. We have already received over 185 vendor applications. To boost this number we have offered a special Refer A Friend promotion, for March. We also hosted our first vendor review jury on Wednesday. Thank you to Barbara and Lois for joining us for the afternoon and working through so many applications. Poster submissions are coming in and we will be selecting our winner on the 26th. Finally, Catalina is leading great day of events to make visiting StreetFair even more exciting and Jessica is working with our vendors and performers to feature the amazingly diverse offerings we will have.
- Events and Marketing Committee Changes – I'm excited about all of the programs that we plan to start rolling out this year from increased street activation to more directed student engagement. We couldn't do any of this without the help of the great members of our Events and Marketing Committee. We are currently in the process of updating our mission statement to better reflect how the work of the committee has evolved.
- Street Activation – I have decided to accept a proposal from a local music management company to provide live music in the U District. They will be setting up performances three times a week throughout the U District as a pilot project until the end of the June. This includes weekly music south of the Farmers Market to encourage visitors to travel further down the Ave and stop at additional businesses. Each month's list of scheduled performers will be shared in advance to also draw their fans to the neighborhood.
- Events in the Pipeline:
 - Events & Marketing Committee 03/27 9:00 am @ UDP Office
 - Coffee With Chase 04/06 5:00 pm @ Herkimer Coffee
 - Open House & Planning Kickoff 04/09 4:00 – 6:00 pm @ UDP Office
 - UW Parent & Family Weekend 04/13-15
 - 49th Annual StreetFair 05/19-20
 - US Special Olympics 07/02-06

March 17, 2018

To: UDP Board of Directors

From: Bylaw Committee (Jeanette, Doug, Andrew, Mark)

Re: By-law Revisions

The Bylaw Committee has met several times and is sending you this memo in preparation for the March 20th Board meeting. The memo has three parts: RECOMMENDATIONS – the descriptions of topics/issues that the committee has come to consensus on, GUIDANCE REQUESTED – the topics/issues that the committee is not in complete agreement about and would like the Board to provide guidance, and OTHER STEPS – issues/topics that the committee has surfaced in our discussions that need Board attention or action.

We propose that the Board meeting set aside a specific but limited amount of time for questions about the RECOMMENDATIONS –pages 2-6 - (it is our hope that this memo will mostly explain our recommendations), additional and greater time to discuss the five areas where we are SEEKING GUIDANCE – page 7, and some time to discuss if and/or when it wants to take any additional identified in OTHER STEPS page 8.

With your input on March 20th, it is the plan of the committee to submit to you a full set of revised bylaws at the April meeting.

So please, review this memo and we look forward to the discussion on Tuesday.

RECOMMENDATIONS

General Topics applicable to multiple bylaws

Voting

All voting will be counted as Board members “present and voting.”

For most actions, a “of the Board members present and voting” constitute an action. However, certain actions require “**2/3** of the Board members present and voting” to constitute an action of the Board – these include: elections of new Board members, re-elections of existing Board members, removal of a Board member, elections of officers and the amending of the bylaws themselves.

Abstentions will require a Board member to state their reason for abstaining and an abstention shall not count as a vote. A board member who abstains is not counted as “present and voting”.

Standing Committees

Recommend establishment of a Governance Committee which will have specific duties including nominating new members and officers for positions.

Article 1 ORGANIZATION

No change

Article 2 OFFICES

No change

Article Three MEMBERS

No change

Article 4 PARTNERS

Delete in its entirety

Article 5 BOARD MEMBERS

We are adding language about the “Management of the Corporation.”

We are separating Number and Terms into their own sections.

We are providing for term limits after two full terms (a partial term to fill a vacancy does not apply against term limits). After two full terms of 3 years each, a Board member must rotate off for a period of one year but may continue to serve on committees if invited.

We will acknowledge that when the founding board members began their service, each was assigned a 1, 2 or 3 year initial term to ensure a Board that had consistent rotations. Those initial terms of 1 and 2 years shall not be counted against the term limit.

We will consolidate language disallowing Board members compensation for their service as Board members or loans.

The Board will set policies for the process of nominating and electing members and officers. The intent will be to have the Governance Committee responsible for managing those processes.

We have revised the “Delegation” language extensively to NOT allow the Board to delegate freely to the “committees, Board members or others” without specific approval and we have removed some actions completely from the list of actions anyone can take on behalf of the Board (such as amending the bylaws or selling or closing the organization).

We have rewritten the language of the section on removal of board members to include a 2/3 voting threshold, deleting unanimous consent language, and adding notice provisions. Vacancies now require a 2/3 vote to elect someone to fill the open position – the same as electing any Board member.

We have added a section on the Role of Board of Directors as it is specified in the RCW (24.03.127). We have a recommendation for further action beyond the bylaws that is include in OTHER STEPS.

Under Quorum and Voting – see general notes above.

Manifestation of Dissent – we have added this section to clarify the process of dissent. We are adding further recommendations on this topic that are not generally found in the bylaws under OTHER STEPS.

Article 6 OFFICERS

We have removed the President/CEO from the Board officers and created a new section for Corporate Officers that includes that person. We have also moved Section 6.1.4 to its own area away from the Officers of the Board.

We are suggesting no term limits for the Secretary or Treasurer and will seek your guidance about the term limit for Co-Chairs.

We have added language to the Co-Chair description to guarantee their right to make motions, debate, vote or abstain and/or recuse themselves.

We are suggesting a change in the Treasurer language that does not empower that person to sign checks or execute transactions. The person overseeing the finances of the organization and ensuring that there is no fraud or embezzlement (just like the senior staff finance person) should not be able to make an actual transaction of that nature. This does NOT change the requirement for multiple signatures on large checks. We also suggest that the Treasurer be the Chair of the Finance Committee.

We are deleting section 6.2 requiring Officers to attend all meetings of the Board. It is not realistic.

Election of Officers is being rewritten to reflect the creation of the Governance Committee and the 2/3 affirmative vote requirements.

New Article OFFICERS OF THE CORPORATION

To be inserted.

Specifies that the Officers of the Board and the President/CEO shall be officers of the corporation.

Moves the previous section about the President/CEO to this section.

Article 7 COMMITTEES

Clarifies the process of committee creation by the Board.

Expands the membership of the Executive Committee to include Chairs of standing committees. (We will seek your guidance on whether that should also include Chairs of Program Committees.)

Adds a Governance Committee

Moves some duties from Executive Committee to Governance Committee

Establishes other committees as Advisory Program Committees and clarifies membership and responsibilities.

Committee Chair Appointments – Excluding the Governance Committee which we will seek your further guidance, we are proposing that the Board Co-Chairs appoint the committee chairs except where those chairs are designated by job title – Treasurer is Chair of Finance and Co-Chairs are Co-Chairs of Executive committee.

Committee member appointments – We propose that the Co-Chairs appoint all Board member committee assignments with the advice of the committee chair. Non Board committee members are appointed by the Committee Chair

Limitation of Committees – We have specified the limits of the authority of all committees.

We have established committee power to set rules of procedure for the committee.

We are proposing one year renewable terms for committee members.

We have established language for resignations from committees.

We have established language for the removal of committee members.

We have established ex-officio members of all committees.

Article 8 MEETINGS

We did not change any existing text.

We are adding a subsection for Conduct of Meetings which specifics presiding officers, requirement for a quorum, maintenance of a quorum, and adherence to Robert's Rules of Order.

Article 9 CONFLICT OF INTEREST

No change

Article 10 DEPOSITORIES

We broke this into three separate subsections for clarity:

- Deposit, Withdrawal
- Execution

Disbursement Limits – we built the mechanism so the amount is not set in the bylaw but the authority to set remains with the Board.

Article 11 BOOKS AND RECORDS

No changes

Article 12 INDEMNIFICATION

No changes – you could consider asking an attorney to review this if you want to make sure most current language and law is being reflected.

Article 13 VOLUNTEERS

Delete in its entirety

Article 14 FISCAL YEAR

Already amended, we just need to submit to Secretary of State with full amendment version when done.

Article 15 AMENDMENTS

We have raised the threshold to 2/3 to amend bylaws but specified that is 2/3 of members present and voting.

We have established notice provisions for timing (minimum of 14 days) and content (inclusion of proposed language).

SEEKING GUIDANCE

There are five areas where we seek the Board's guidance before we can proceed with final by-law drafting.

- 1) For regular Board meetings – should we have a specific notice protocol in the bylaws that specifies a minimum number of days before a meeting occurs (the current bylaws just refer to an established annual calendar) AND specifies that the agenda for the meeting specifying an expected action be posted ahead of time? Currently, we send out agendas and materials before the meeting but there is no bylaw requirement that we do so.
- 2) Shall the terms of the Board Co-Chairs be limited and if so, what should that limit be. The current term for an officer is two years.
- 3) How shall both the Chair and the Members of the Governance Committee be appointed? Shall they be appointed by the Co-Chairs or is this committee (charged with the nomination and recruitment of new members and officers as well as other critical Board function management) so essential that both the committee Chair and the Members should be elected by the Board each year?
- 4) Shall the Executive Committee be expanded to include the chairs of Advisory Program Committees? The intent of expanding the Executive Committee is to make sure that when the Committee meets and acts on behalf of the Board or in preparation for the Board meetings, that it has a complete representation of all of the activities of the organization at its disposal. The concern is that the Executive Committee not get too large.
- 5) Title of the President/CEO. Committee members expressed concern about this title – is it right? Is Executive Director a better title? Good to resolve before we write final draft of bylaws and engage in new staff search.

OTHER STEPS

There are actions the Board should consider taking right away or in the near future that are not within the scope of this bylaws review project. These include:

- 1)** Create a committee to redraft the participation agreement that each Board member signs when they join the board. It should include more specific language about expectations of Board behavior pertaining to UDP. This includes everything from attendance, preparation, support of Board decisions, guidelines for dissent, behavior within the Board and staff, behavior when representing the organization externally, responsibility to develop resources, participation on committees, and etc.
- 2)** Create a committee to work with Mark to draft proposed guidelines for recruitment and election of new Board members, officers and the re-election of existing members. Ultimately, this will be the responsibility of the Governance Committee but we need to get going now to make sure we have agreement in April which will then guide the Governance Committee in May and June.
- 3)** Discuss the Board's desire to have a strategic discussion about the UDP's mission and its structure in support of that mission. One area of focus is community engagement and representation.

**AMENDED AND RESTATED BYLAWS
OF THE
UNIVERSITY DISTRICT SERVICE FUND**

A Washington Nonprofit Corporation

ARTICLE I. ORGANIZATION

1.1 The name of the corporation is “University District Service Fund” (the “Corporation”).

1.2 The Corporation may have other offices within or outside the State of Washington at such place or places as the Board of Directors may from time to time determine.

ARTICLE II. OFFICES

2.1 The registered office of the Corporation shall be located in the State of Washington at such place as may be fixed from time to time by the Board of Directors upon filing of such notices as may be required by law.

2.2 The Corporation may have other offices within or outside the State of Washington at such place or places as the Board of Directors may from time to time determine.

ARTICLE III. MEMBERS

3.1 The Corporation shall have no members.

ARTICLE IV. PARTNERS

4.1 The Board of Directors may, from time to time, establish programs designed to increase participation in the activities of the Corporation. At the discretion of the Board of Directors, individuals and organizations may participate in such programs and shall be known as “Partners” of the Corporation, and the Board of Directors may, from time to time, establish the rights, fees and privileges, applicable to each of the different programs, provided, however that:

4.1.1 Partners shall consist of all persons 18 years or older and entities who contribute the annual membership fee determined for a particular year by the Board of Directors.

4.1.2 Honorary Partners shall consist of those persons and entities so designated by the Board of Directors.

4.1.3 All Partnership fees and qualifications shall be determined by the Board of Directors on an annual basis.

4.1.4 No Partner shall be deemed to be an agent of the Corporation, nor shall any Partner have the right to take action on behalf of the Corporation except as provided by a resolution of the Board.

4.2 Partners shall not have any voting rights.

4.3 Partnership shall not be transferable.

4.4 The Corporation shall make no loans to any Partner.

ARTICLE V. BOARD OF DIRECTORS

5.1 Size. The management and administration of the affairs of the Corporation shall be by a Board of Directors (“**Board of Directors**” or “**Board**”) consisting of no fewer than nine (9) nor more than seventeen (17) persons. The Board of Directors may, from time to time, establish by resolution the size of the Board, provided that no decrease in the number of directors shall have the effect of shortening the term of any incumbent.

5.2 Election. Members of the Board (“**Directors**”) may be elected at any time. The initial Board shall consist of the initial Directors set forth in the Corporation’s Articles of Incorporation. The term of office of a Director shall be three (3) years, at which point the Director may elect to continue for another term or resign. At the discretion of the Board, terms of Directors may be set to expire at a regular time or times during the year. There is no limit to the number of terms a Director may serve. Each year of a Director’s term is from January 1st through December 31st.

5.3 Delegation. The Board may delegate authority to committees, Directors or to others, as it deems necessary, in order to carry out the Corporation’s objectives.

5.4 Loans. The Corporation shall make no loans to any Director.

5.5 Removal. Any Director may be removed at any time, with or without cause, by the affirmative vote of a majority of the votes cast by Directors represented in person or by proxy at a meeting of the Board at which a quorum is present or by written consent of all of the Directors.

5.6 Vacancies. All vacancies in the Board of Directors, whether by resignation, death or otherwise, may be filled by the affirmative vote of a majority of the remaining Directors even though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall hold office for the un-expired term of his or her predecessor and until a successor is elected and qualified.

5.7 Remuneration. No compensation shall be paid by the corporation to Directors for their service. But by resolution of the Board of Directors, expenses for attendance at each regular or special meeting of the Board of Directors may be reimbursed, if evidence of the expense, satisfactory to the Board of Directors, is submitted to the Board.

5.8 Role of Board of Directors. The Board of Directors shall set the policy of the Corporation and shall have control over the management of the affairs and business of the Corporation. The Board of Directors shall act only in the name of the Corporation, and will meet when one of the Co-Chairs convenes it after notice to the other Directors.

5.9 Quorum/Voting. A majority of the members of the Board of Directors shall be necessary and sufficient at all meetings to constitute a quorum for the transaction of business. Each Director shall be entitled to one vote and voting by proxy is prohibited. A vote by a majority of the Directors present at a meeting shall constitute the action of the Board.

5.10 Operations/Salaries

5.10.1 The Board of Directors may engage, hire, or contract for individuals to perform specific tasks to further purpose of the Corporation. This includes, but is not limited to, legal, accounting, auditing, fundraising, information technology and administrative support activities. The Board shall set the appropriate compensation.

5.10.2 No Officer or Director for the reason of holding a position on the Board shall receive any salary. This does not prevent the Corporation from providing salary or other compensation to a member of the Board for duties other than as a Director or Officer of the Corporation, provided that any such payment is in compliance with the Corporation's Conflict of Interest Policy.

ARTICLE VI. OFFICERS

6.1 The officers of the Corporation ("**Officers**") shall be (i) two (2) Co-Chairs, (ii) a Secretary, (iii) a Treasurer and (iv) a President and Chief Executive Officer. The Board of Directors shall elect Officers. Officers shall serve two (2) year terms and until their successors are elected and qualified. Officers may be removed by majority vote of the Board of Directors with or without cause. Individuals may hold more than one position as an Officer, except the position of Co-Chair and Secretary may not be the same person.

6.1.1 Co-Chairs. Each Co-Chair shall be a member of the Board of Directors. The Co-Chairs shall be the chief officers of the Corporation and shall preside over the meetings of the Board of Directors. One Co-Chair will be a representative from the University of Washington and the other will be a representative from outside the University. Generally, the responsibilities of the Co-Chairs shall be to represent the Corporation in, and to, the community. The Co-Chairs will produce an annual report of the work of the Corporation, which report will include but is not limited to, work of committees, financial status and participation. The Co-Chairs may sign checks and drafts of the Corporation and have such powers as may be reasonably construed as belonging to the chief officer of any organization.

6.1.2 Secretary. The Secretary shall be a member of the Board of Directors and shall have oversight responsibility relating to the minutes and the records of the Corporation and of the Board of Directors. The Secretary files any certificate required by any state or federal

statute, serves all notices to third parties, is the official custodian of the records and seal of the organization, is allowed to sign checks and drafts of the Corporation, and presents to the Board any communications addressed to the Corporation. The Secretary attends to all correspondence of the Corporation and exercise all duties incident to the office of Secretary.

6.1.3 Treasurer. The Treasurer shall be a member of the Board of Directors and shall have oversight responsibility relating to the funds and financial management of the Corporation. The Treasurer is the Officer who initiates and signs checks and drafts for the organization. Disbursement of Corporation funds in excess of \$5,000 shall require the signature of two Officers of the Corporation. The Corporation may not set up any special fund that makes it unnecessary for the Treasurer to dispense the Corporation's funds. The Treasurer shall present the financial status of the Corporation at each monthly Board meeting. The Treasurer's report shall be affixed by the Secretary to the minutes of each Board meeting.

6.1.4 President and Chief Executive Officer (CEO). The President and CEO may, but need not be, a member of the Board of Directors. The President and CEO shall have general administrative and management responsibility for the operations of the Corporation. The President and CEO shall hire or contract with such staff as is necessary to fulfill the purposes of the Corporation, supervise such staff and perform such other duties as are assigned by the Board. The President and CEO is responsible for maintaining the non-profit status of the Corporation, including the filing of appropriate paperwork. The President and CEO will attend all Board meetings and shall regularly report to the Board regarding the operations of the Corporation or on any topic related to the Corporation as requested by the Board.

6.2 Officers shall attend all meetings of the Board of Directors.

6.3 The Corporation shall make no loans to any Officer.

6.4 Any Officer may be removed at any time, with or without cause, by the affirmative vote of a majority of the whole Board of Directors.

ARTICLE VII. COMMITTEES

7.1 The Board may, in its discretion, form committees to accomplish specific task within the Corporation. The Board shall describe the purpose and time period for each committee formed.

7.2 The following committees shall be permanent committees of the Corporation.

7.2.1 Executive Committee. The Executive Committee shall make recommendations to the Board of Directors regarding the Corporation's governance, activities, policies, rules and regulations; develop Board meeting agendas; recommend and develop such amendments to the Bylaws and Articles of Incorporation as the Executive Committee may from time to time deem advisable and oversee the President and CEO. The Executive Committee shall have the power to transact such other business of the Board of Directors between regular

meetings of the Board of Directors as the Board may hereafter authorize. All actions of the Executive Committee shall be reported to the full Board of Directors at its next regular meeting.

The Executive Committee shall consist of the Co-Chairs of the Board, who shall serve as the Chairs of the Committee, Secretary and Treasurer of the Board of Directors.

7.2.2 Finance Committee. The Finance Committee shall review the finances of the Corporation and make recommendations to the Board of Directors. The Treasurer shall be a member of the Committee.

7.2.3 Other Committees. The Board of Directors may, from time to time, appoint such other committees as may be necessary or desirable to fulfill the purposes of the Corporation.

ARTICLE VIII. MEETINGS

8.1 Board of Director's Meetings.

8.1.1 Regular meetings of the Board of Directors shall be scheduled monthly at a place and time determined by the Board in accordance with an annual schedule. Notwithstanding the monthly schedule, the Board, in its discretion, may elect to meet more or less frequently in order to meet the needs of the Corporation. The Board meeting may be conducted within or without the State of Washington. Notice of such meetings shall be given at least five (5) days in advance of the date of the meeting.

8.1.2 Special meetings of the Board of Directors shall be held at the request of the Co-Chairs, or upon written request of another Director to the Co-Chairs. Notice of such meetings shall be given at least two (2) days in advance of the date of the meeting. If the special meeting is being called at the request of a Director, the written request must reach the Co-Chairs at least seven (7) business days prior to the requested date of the Board meeting. The notice shall contain the reason for the special meeting and the business to be conducted.

8.1.3 Any action required or permitted to be taken at a meeting of the Directors, or of a committee thereof, may be taken without a meeting by written consent setting forth the action to be taken, signed by all of the Directors, or all of the members of a committee, as the case may be, before such action is taken. A written consent signed by all of the Directors, or all of the members of a committee shall have the effect of a unanimous vote. Any action may also be ratified after it has been taken, either at a meeting of the Directors or by unanimous written consent.

8.1.4 Members of the Board of Directors and any committee designated by the Board of Directors, may participate in a meeting of the Board or such committee by means of conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other (including telephone conference call, webinars, video teleconferencing or any other electronic means), and such participation in a meeting shall constitute presence in person at such a meeting.

8.2 Notice of Meetings. Notice of a special Board or committee meeting stating the place, day and hour of the meeting shall be provided to each director in the form of a record or orally, as provided below. Neither the business to be transacted at nor the purpose of any special meeting need be specified in the notice of the meeting.

8.2.1 Type of Notice.

(1) *Oral Notice*. Oral notice may be communicated in person, by telephone, wire or wireless equipment that does not transmit a facsimile of the notice, or by any electronic means that does not create a record.

(2) *Notice Provided in a Tangible Medium*. Notice may be provided in a tangible medium and may be transmitted by mail, private carrier, personal delivery, telephone or wire or wireless equipment that transmits a facsimile of the notice.

(3) *Notice Provided in an Electronic Transmission*. Notice may be provided in an electronic transmission and be electronically transmitted.

(i) *Consent to Receive Notice by Electronic Transmission*. Notice to directors in an electronic transmission is effective only with respect to directors who have consented, in the form of a record, to receive electronically transmitted notices and designated in the consent the address, location or system to which these notices may be electronically transmitted. Notice provided in an electronic transmission includes material required or permitted to accompany the notice by the Washington Business Corporation Act or other applicable statute or regulation.

(ii) *Revocation of Consent to Receive Notice by Electronic Transmission*. A director who has consented to receipt of electronically transmitted notices may revoke the consent by delivering a revocation to the corporation in the form of a record. The consent of a director to receive notice by electronic transmission is revoked if the corporation is unable to electronically transmit two consecutive notices given by the corporation in accordance with the consent, and this inability becomes known to the Secretary of the corporation or any other person responsible for giving the notice. The inadvertent failure by the corporation to treat this inability as a revocation does not invalidate any meeting or other action.

(iii) *Posting Notice on an Electronic Network*. Notice to directors who have consented to receipt of electronically transmitted notices may be provided by posting the notice on an electronic network and delivering to the director a separate record of the posting, together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.

8.2.2 Effective Time and Date of Written Notice to Directors.

(1) *Notice by Mail*. Notice given by mail is effective five days after its deposit in the United States mail, as evidenced by the postmark, if mailed with first-class postage

prepaid and correctly addressed to the director at his or her address shown on the records of the corporation.

(2) *Notice by Registered or Certified Mail.* Notice is effective on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee.

(3) *Notice by Facsimile Equipment.* Notice sent to the director's address, telephone number or other number appearing on the records of the corporation is effective when dispatched by or wire or wireless equipment that transmits a facsimile of the notice.

(4) *Notice by Private Carrier.* Notice given by private carrier is effective when received by the director.

(5) *Personal Notice.* Notice given by personal delivery is effective when received by the director.

(6) *Notice by Electronic Transmission.* Notice provided by electronic transmission, if in comprehensible form, is effective when it (i) is electronically transmitted to an address, location or system designated by the recipient for that purpose, or (ii) has been posted on an electronic network and a separate record of the posting has been delivered to the recipient together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.

8.2.3 Effective Time and Date of Oral Notice to Directors.

(1) *Notice in Person or by Telephone.* Oral notice is effective when received by the director.

(2) *Notice by Wire or Wireless Equipment.* Notice given by wire or wireless equipment that does not transmit a facsimile of the notice or by any electronic means that does not create a record is effective when communicated to the director.

8.3 Waiver.

8.3.1 A waiver of any notice required to be given to a Director, signed by the person or persons entitled to such notice, whether before or after the time stated therein of the meeting, shall be the equivalent of such notice.

8.3.2 Attendance by a Director at a meeting shall be a waiver of any notice required for such meeting, except where a Director attends for the specific purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

ARTICLE IX. CONFLICT OF INTEREST POLICY

Each member of the Board of Directors and each Officer of the Corporation shall abide by the Corporation's Conflict of Interest Policy. Specifically, each Director and each Officer shall recuse himself or herself from participating in any discussion or voting on any matter in which such Director or Officer has a conflict of interest.

ARTICLE X. DEPOSITORIES

The monies of the Corporation shall be deposited in the name of the Corporation in such bank(s) or trust company as the Board of Directors shall designate. Monies shall be drawn from such accounts only by check or other order of payment of money, signed by the persons and in the manner determined by a resolution of the Board of Directors.

ARTICLE XI. BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors; and shall keep at its registered office a record of its Directors, including names and addresses.

ARTICLE XII. INDEMNIFICATION

12.1 Right to Indemnification. Each person who was, or is threatened to be made a party to or is otherwise involved (including, without limitation, as a witness) in any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Director or officer of the Corporation or, while a director or officer, he or she is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the Corporation, to the full extent permitted by applicable law as then in effect, against all expense, liability and loss (including attorney's fees, judgments, fines ERISA excise taxes or penalties and amounts to be paid in settlement) actually and reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that except as provided in Section 9.2 of this Article with respect to proceedings seeking solely to enforce rights of indemnification, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. The right to indemnification conferred in this Section 12.1 shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance

of its final disposition; provided, however, that the payment of such expenses in advance of the final disposition of a proceeding shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Section 9.1 or otherwise.

12.2 Right of Claimant to Bring Suit. If a claim for which indemnification is required under Section 12.1 of this Article is not paid in full by the Corporation within sixty (60) days after a written claim has been received by the Corporation, except in the cases of a claim for expenses incurred in defending a proceeding in advance of its final disposition, in which case the applicable period shall be twenty (20) days, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, to the extent successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such a claim. The claimant shall be presumed to be entitled to indemnification under this Article upon submission of a written claim (and, in an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition, where the required undertaking has been tendered to the Corporation), and thereafter the Corporation shall have the burden of proof to overcome the presumption that the claimant is not so entitled. Neither the failure of the Corporation (including its Board of Directors or independent legal counsel) to have made a determination prior to the commencement of such action that indemnification of or reimbursement or advancement of expenses to the claimant is proper in the circumstances nor an actual determination by the Corporation (including its Board of Directors and independent legal counsel) that the claimant is not entitled to indemnification or to the reimbursement or advancement of expenses shall be a defense to the action or create a presumption that the claimant is not so entitled.

12.3 Nonexclusivity of Rights. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, Bylaws, agreement, or disinterested Directors or otherwise.

12.4 Insurance, Contracts and Funding. The Corporation shall maintain directors and officers insurance at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under RCW 24.03.043 of the Washington Nonprofit Corporation Act and RCW 23B.08.510 of the Washington Business Corporation Act, or any successor provision or provisions. The Corporation shall further obtain prudent and responsible liability insurance. The Corporation may enter into contracts with any

director or officer of the Corporation in furtherance of the provisions of this Article and may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Article.

12.5 Indemnification of Employees and Agents of the Corporation. The Corporation may, by action of its Board of Directors from time to time, provide indemnification and pay expenses in advance of the final disposition of a proceeding to employees and agents of the Corporation with the same scope and effect as the provisions of this Article with respect to the indemnification and advancement of expenses of directors and officers of the Corporation or pursuant to rights granted pursuant to, or provided by, the Washington Business Corporation Act, as applied to nonprofit corporations, or otherwise.

ARTICLE XIII. VOLUNTEERS

The Corporation may from time to time use volunteers to assist the Corporation in carrying out its mission.

13.1 Qualifying Hours. Participation by a volunteer is valid from the point in the calendar year that the individual or organization fulfills the requirements of a participation level until December 31st of the following year. The Secretary shall validate participation through submission of documentation supporting an individual meeting participant criterion. The Secretary shall maintain a participant listing and send validation documentation to each participant.

13.2 Conduct. All participants are expected to maintain a professional and positive demeanor in conducting the Corporation's business. Failure to do so may result in censure from the Board of Directors, revocation of status, or terminate. The Co-Chairs or the President and CEO will investigate or form a committee to investigate written conduct complaints. The board of Directors will act on the recommendations of the investigation at the next Board meeting.

ARTICLE XIII. FISCAL YEAR

The fiscal year of the Company shall be the 12-month period ending on December 31st of each year.

ARTICLE XV. AMENDMENTS

These Amended and Restated Bylaws may be amended by a majority vote of the Board of Directors at any regular meeting or any special meeting, but the notice of such meeting shall state any proposal to amend these Amended and Restated Bylaws.

CERTIFICATE OF ADOPTION

The undersigned, being the Co-Chairs of the University District Partnership, hereby certifies that the foregoing is a true and correct copy of the Amended and Restated Bylaws adopted by resolution of the Board on April 21, 2015.



Theresa Doherty



Andrew McMasters

UNIVERSITY DISTRICT SERVICE FUND

RESOLUTION 001

WHEREAS, University District Service Fund, a Washington nonprofit corporation doing business as U District Partnership (the “**Corporation**”), has been duly incorporated in the State of Washington (the “**State**”); and

WHEREAS, the Board of Directors (the “**Board**”) desires to change the fiscal year end for the Corporation; and

WHEREAS, the Board further desires to amend the Bylaws (“**Bylaws**”) of the Corporation to incorporate the changes shown in the exhibit attached hereto as Exhibit A to conform the Bylaws to the new fiscal year; and

WHEREAS, the Board desires to instruct and authorize the filing of appropriate tax forms to record the change of fiscal year with the Internal Revenue Service and the State of Washington.

NOW, THEREFORE, IT IS RESOLVED by the Board of Directors of the University District Service Fund as follows:

1. *Approval of Fiscal Year End.* The Board hereby approves a change in the fiscal year to end each June 30.
2. *Approval of Amendments to Bylaws.* The Board hereby approves the amendments to the Bylaws attached hereto as Exhibit A, to be effective immediately upon adoption and execution by the Co-Chairs of a restated copy of the Bylaws incorporating the changes hereby approved.
3. *Authorization and Direction to File.* The Board hereby directs the President and Chief Executive Officer to make such filings as are necessary in order to effect the change of fiscal year of the Corporation with the Internal Revenue Service and the State of Washington; provided, that prior to filing any informational return with the Internal Revenue Service, the President and Chief Executive Officer shall obtain the consent and approval of the Board.

Adopted this 15th day of November, 2016.


Chair

I attest that this Resolution 001 was approved by a majority of the Board of Directors present at a meeting of the Board of Directors of the University District Service Fund held on November 15, 2016 at SW Tower, and that at such meeting there were sufficient Directors in attendance so as to constitute a quorum at the time this Resolution 001 was approved.



Secretary

EXHIBIT A

Amendments to Bylaws

Article XIII of the Bylaws shall be amended as follows (deletions are stricken, additions are double-underlined):

ARTICLE ~~XIII~~XIV. FISCAL YEAR

The fiscal year of the Company shall be the 12-month period ending on ~~December 31st~~June 30 of each year, commencing with the six-month Fiscal Year ending June 30, 2017.

The U District Partnership Working Forecast FY18 at February 28

	Actual Jul '17 - Feb 18	Forecast Mar-June	Forecasted Year-End	Annual Budget	Over (Under)
Ordinary Income/Expense					
Income					
44500 · Government Grants and Contracts	552,404	439,960	992,364	1,169,534	-177,150
47000 · Earned Income	10,560	245,490	256,050	245,500	10,550
46400 · Interest and Other	5	0	5	13,100	-13,095
Total Income	562,969	685,470	1,248,439	1,428,134	-179,695
Expense					
60000 · Staffing	234,291	136,715	371,006	483,045	-112,039
61000 · Professional & Contract Expense	33,938	9,500	43,438	50,380	-6,943
62000 · Office and Overhead	53,079	37,447	90,526	95,731	-5,205
70000 · Direct Program Expenses	262,063	437,256	699,319	721,777	-22,458
Total Expense	583,371	620,918	1,204,289	1,350,933	-146,644
Net Ordinary Income	-20,402	64,552	44,150	77,200	-33,050
City Cash Balance	828,206	-494,534	333,673		
BIA Reserves Per Policy			-210,000		
Undesignated City Cash (Forecasted Carryover to FY19)			123,673		
UDP Net Assets	247,680	64,552	312,232		
UDP Reserves Per Policy			-160,000		
Forecasted UDP Net Assets at 6/30/18			152,232		
Forecasted UPD Cash Balance (After Reserves) at 6/30/18			53,599		

Proposed BIA Work Plan Budget

Project Description	Objective	GC/ Board Resp	Task Deadline	Key Indicators	YTD	Plan for Year's End
Operations						
Clean + Safe						
Execute North and South Cleaning Area Contract	Maintain a clean U District environment	C+S Committee Chair	Ongoing	Graffiti tags removed, # of trash bags collected, hours of professional cleaning provided	Hours Worked: July '17 - Feb. '18 = 1,912 Bags of Trash Removed: July '17 - Feb. '18 = 2,182 Graffiti Removed: July '17 - Feb. '18 = 1,362 Biohazards: July '17 - Feb. '18 = 968	Staff will continue to monitor the monthly reports given by our contractor, Recology CleanScapes
Monitor and manage CleanScapes efforts	Ensure effective use of BIA funds and hold cleaning vendor accountable for contract agreement	C+S Committee Chair	Ongoing	Year over year performance of cleaning contractor analysis	Hours Worked: July '16 - Feb. '17 = 2,320 hours Bags of Trash Removed: July '16 - Feb. '17 = 2,714 Graffiti Removed: July '16 - Feb. '17 = 3,888 Biohazards: July '16 - Feb. '17 = 1,653	Staff will continue to compare monthly reports based upon the previous year. Staff will continue to organize and convene Clean and Safe Committee Meetings as well as monthly volunteer cleanups.
Organize and convene Clean + Safe committee, Community Clean Ups	Engage the community in work being done, encourage stewardship	C+S Committee Chair	Ongoing	Attendance at committee meetings & community clean ups	9 Community Cleanups and 7 Clean and Safe Committee Meetings	We will continue with our current contractor, Securitas, through June. We are exploring the idea of bring the program in-house. We are operating under the allocation for the pilot through mid-March before operating on the One-Time Expenditure Budget. We are currently administering a perception survey. We continue to provide CPTED reviews as needs are identified and opportunities present themselves.
	Provide additional eyes on the street and friendly point of contact for all people in the U District	C+S Committee Chair	Ongoing	Goal of 25 encounters a day + perception survey of neighbors on effectiveness	Data from July '17 - Feb. '18 = 13 encounters per day, 120 homeless encounters, 15 calls to 911, 92 wayfinding interactions, 69 Condition of Entry encounters, 98rug & alcohol and 168 suspicious persons "stop & watch", 409 business visits, 8 safety escorts, 1032 emphasis patrols	
	Provide information to property owners on securing their properties	C+S Committee Chair	Ongoing	Goal of 50 CPTED review in the year and \$ amount of investment into properties	24 CPTED Reviews Completed between July '17 and Feb. '18 equaling approximately \$4,800 in value.	
CPTED Reviews	Engage one of the highest ratepayer groups in issues facing them	C+S Committee Chair	Ongoing	Goal of 25 attendees each meeting	Meeting held in Q1 with 17 attendees.	Staff is planning to hold a landlord workshop sometime before June
Residential Landlord Committee Agenda Setting and logistical report	Monitor N and S Cleaning Areas with the City and the cleaning contractor to ensure contract compliance and cleanliness	C+S Committee Chair	Ongoing	Goal of 12 BIA Walks a year	9 completed	Staff will continue to organize and convene monthly BIA Walks the third Friday each month with our contractor, the City, and stakeholders
BIA Walks	Aid in the development of young adults experiencing homelessness in the neighborhood through employment	C + S Committee Chairs	Ongoing	Goal of 6 young adults from neighborhood employed	We are working with Sanctuary Arts Center to employ homeless young adults in 5 week, post job training, internships. One cohort done, one going on now, two more to go.	We have one cohort currently in the middle of an internship and will have two more completed by the end of June.
Young Adult Employment Program	Provide aesthetical amenities to public space such as flower baskets, updated kiosks, art installation, holiday lights etc.	C+S Committee Chair	Ongoing	Perception surveys quarterly	75 Spring Flower Baskets May '17 - Sept. '17, 75 Winter Flower Baskets Oct. '17-May '18, Holiday lights installed on 40 trees along University Way and Roosevelt Nov. '17-Jan '18	Flower baskets for this Spring will be hung in May. We will refresh the temporary signs on the kiosks while we look into next steps. We have one part time Beautification Team Member and we are hiring a second to help implement and support district-wide beautification efforts.
Beautification Projects						

Proposed BIA Work Plan Budget

Economic Development						
U Bridge Business Event Series	Monthly Business Events bringing services to U District Business Community. Topics include, commercial affordability, doing business in today's marketplace, connecting to the student base etc.	ED Committee Chair	Ongoing	Goal of 30 attendees at 6 meetings		No staff at this time
Facade Visioning Program	Create renderings for improvement to business storefronts, improvements in the range of \$5 - \$10K	ED Committee Chair	Ongoing	Goal of 25 facade visions complete		No staff at this time
Business Features	In-depth interview on past present and future ambitions for U District businesses featured on UDP sites	ED Committee Chair	Ongoing	Goal of 2 features per month		No staff at this time
Business Recruitment Program	Encourage a eclectic mix of businesses, connect prospects with open spaces	ED Committee Chair	Ongoing	Goal of maintaining a vacancy rate of less than 5%		No staff at this time
Residential Property Inventory	Understand and track the residential / real estate market place in the U District	ED Committee Chair	Ongoing	Goal of tracking all available units for rent on the first Tuesday of each month		No staff at this time
Commercial Property Inventory	Understand the commercial real estate market place in the U District	ED Committee Chair	Ongoing	Goal of tracking all available commercial spaces for rent on the first Tuesday of each		No staff at this time
Events + Marketing						
StreetFair (NON BIA FUNDS)	Continue Legacy U District Event	EM Chair	Q2	Survey of vendors and attendees	Draft of surveys written	Update questions for this year, post at information booths, and send to vendors.
Parks Programming	Activate and invite people into U District Public Spaces	EM Chair	Q3	Goal of 4 park activation events	2 park activation events completed (Christie Park and Neighborhood Nigh Out)	***** WITH U Heights U Park UDPC CREATION IN U Heights Park for a total of 3 park activation events.
Music in Public Space	Activate U District Public Spaces	EM Chair	Q3	Goal of 40 hours of music deployed across district	10 hours deployed	Contact with a live music coordinator to produce regular public music performances around the U District for a total of 82 hours.
Passport Events (Celebrate Roosevelt)	Welcome new students to the District and introduce them to all the small businesses and neighborhood services	EM Chair	Q3	Goal of increasing attendance by 20%	Up Your Ave completed with higher attendance than prior years. Celebrate Roosevelt cancelled.	No further plans this year. Reimagining
Alley / Public Space Activation Events	Create opportunities for people to enjoy spending time in the alleyways	EM Chair	Q4	Goal of 4 events	2 events completed (Alley update celebration and ribbon cutting and Neighbor Day)	representatives to plan a celebration during graduation week for a total of 3 events.
Marketing / Advertising campaign for U District	Promote and attract business to the neighborhood	EM Chair	Q4	Goal of 4 promotional pieces	None completed	Developing marketing campaign for future U District events and advise on upcoming long term marketing
Urban Design + Planning						
UDC Agenda Setting	Continue to involve the community in Urban Design Issues facing the neighborhood	UDC Chairs	Ongoing	Goal of 24 UDC Meetings		No staff - no plans at this time
Meeting Coordination	Ensure awareness of non UDP events related to Urban Design in the U District	UDC Chairs	Ongoing	Goal of promoting and attending up to 12 related Events		No staff - no plans at this time
Station Area Planning + Mobility	Encourage transportation agencies to get mobility light at the light rail station	UDC Chairs	Ongoing	TBD		Mobility group funding - attending meetings. Providing some staff support.
Urban Design Guidelines	Update design guidelines	UDC Chairs	Q4	Passage of guidelines into city code		Waiting on City - Meetings requested.

Proposed BIA Work Plan Budget

Community Engagement						
Newletter	Inform community on happenings in the District, demonstrate the UDP as a hub for all information on the neighborhood	CEO	Ongoing	Goal of 12 newsletters and to increase the receiving list by 20%	6 completed with 26% increase in receiving list.	Plan to continue sending monthly for a total of 10 and receiving list increased further by additions to contact lists.
Social Media MGMT	Engage the local community on all relevant digital platforms	CEO	Ongoing	Increase followers and likes by 20%	2% increase	Paying for "Boosting" posts, including newsletters, on Facebook and work with new Communication Coordinator on Twitter partnerships strategy.
Communication Channelization	Organize UDP communications into stakeholder groups for targeted outreach	CEO	Q4	Goal of contact lists by group, Restaurants, Retailers, Property Owners, Non profits Etc.	Restaurants, Retailers, and Nonprofit contacts created in draft form.	Hiring and equipping temporary outreach staff for business contact collection. Contracting with a firm to acquire contacts for BIA ratepayers.
Community Presence	Provide face to face contact and a presence in the neighborhood	CEO	Ongoing	15 visitations per week	UDP staff does 15 - 25 visitation per week	Continue to increase presence levels with Ambassadors and partnership with TCC
Program Management						
Manage Ratepayer Advisory Board	Hold effective and efficient meetings of the RAB	CEO	Ongoing	Agenda & materials distributed well in advance of meeting date		Staff support being provided.
Maintain Operational Finance and Administrative Systems	Ensure current system and processes function properly and efficiently	CEO	Ongoing	Interested parties have a clear understanding of the financial state of the organization		Reforecast complete. Finance management resource contracted.
Facilitate the development of the 2018 budget and work plan	Set a framework for the goals of the UDP and RAB to be implemented	CEO	Ongoing	RAB approves proposed work plan @ Annual Meeting		Planning process has begun - targeted June 2018 completion.

One Time Expense Report

March 17, 2018

Audit

Budget \$11,000. Actual \$11,500. Over budget by \$500.

Completed.

Tree pit refurbishment

Budget \$75,000. Actual \$75,000. Remainder - \$0

Tree pits refurbished between 42nd and 47th along University Way NE with porous pavement. Installation of porous pavement installed in tree pits between Campus Parkway - 41st and 47th – 50th on University Way NE done on March 19-20th. Planning for installation on Roosevelt is underway with installation on the corridor planned

Advertising – Holiday Coop Advertising

Budget \$10,000. Actual \$0. Not used, Remainder \$10,000.

Advertising – Small Business Marketing Plan

Budget \$55,000. Actual \$55,000. Remainder \$0

Two prong campaign \$40,000 to mount short term campaign piggy backing on an existing major district event. \$15,000 to retain consultant to advise us on options for a long term, sustained marketing campaign for the district.

Campus Mural

Budget - \$13,000. Actual \$0. Remainder \$13,000.

Research into project concluded that creating proposed mural would attract on-going defacement and graffiti, requiring regular maintenance and repair. Elected to paint with grey overcoat and maintain that façade with City supplied pain and labor by our own Beautification Staff members.

Mobility Planning

Budget \$15,000. Actual \$15,000 Remainder \$0

Completed.

Pressure Washer

Budget \$14,000. Actual \$14,000. Remainder \$0

Original intent to purchase small pressure washer. Research shows that plan not realistic as operating limitations are too great. Staff will present alternative for a more robust pressure washer acquisition and operating plan. We will use this \$14,000 to support spot power washing through a contractor.

Copier

Budget \$5,000. Actual \$5,773. Over budget by \$773.

Complete.

RAB Retreat

Budget \$5,000. Actual \$0. Remainder \$5,000

RAB needs to discuss this opportunity in more depth before specific planning and event management can occur.

Holiday Lights

Budget \$11,200. Actual \$19,373. Over budget by \$8,173

Holiday lights were hung in district. Previous ED decided to expand program. Positive response overall but issues around vandalism. Must decide if we want to repeat in future.

Ambassador Program

Budget \$46,090. Actual \$34,600. Remainder - \$11,490.

The program ran on the original operating budget program allocation through mid-March, longer than expected. Program will continue through June using our current contractor, Securitas. Staff is exploring the feasibility of bringing the program in-house. \$13,600 of one-time expenditure money was spent on stop-gap funding for the Urban Rest Stop. We are estimated to use all but \$11,490 of allocated money by the end of June. Remainder to be reallocated.

Events

Budget \$10,000. Actual \$9,760. Remainder \$240

To hire a contractor to recruit, schedule and manage live musicians three times a week throughout the U District until June 31st.

Beautification

Budget \$30,000. Actual \$10,000. Remainder \$20,000

To be used to spruce up district for Special Olympic Event. Remainder to be used in future.

Young Adult Program

Budget \$10,000. Actual \$10,000. Remainder \$10,000

RFP sent to local youth service provider. No response to date. Need to evaluate a strategic underpinning for this kind of expenditure and build a more sustainable approach.

Approved U District BIA
One Time Expenses
March 2018 Update

Item	Original Budget	Used 7/1/17- to 2/28/18	Projected 3/11/18 - 6/30/2018	Total Used	Net
Audit	11,000	11,500	0	11,500	(500)
Tree Pit Refurbishment	75,000	700	75,000	75,700	(700)
Advertising					
Holiday Co-op Ads	10,000	0	0	0	10,000
Small Bus. Marketing	55,000	0	55,000	55,000	0
Campus Mural	13,000	0	0	0	13,000
Mobility Planning	15,000	15,000	0	15,000	0
Pressure Washer	14,000	0	14,000	14,000	0
Copier	5,000	5,773	0	5,773	(773)
RAB Retreat	5,000	0	0	0	5,000
Holidiay Lights	11,200	19,373	0	19,373	(8,173)
Ambassador Program	46,090	13,600	21,000	34,600	11,490
Events	10,000	0	10,000	10,000	0
Beautiflcation	30,000	0	10,000	10,000	20,000
Young Adult Employment	10,000	0	0	0	10,000
Total	310,290	65,946	185,000	250,946	59,344

UDP Reforecast Report

Staffing Model – Through 6/30/18

Current

On-going Staff

Executive Director

Community Engagement Manager

Clean and Safe Program Manager

Beautification #1

Current Seasonal Part Time Staff

Street Fair Assistant #1

Street Fair Assistant #2

Current Contractors

Financial Manager

Securitas

Ambassador #1

Ambassador #2

Assessment Data Update

To Be Hired

On-going Staff

Business Services Manager

Beautification #2

Communications Coordinator

Part Time Temporary

Office Manager