

**Bylaws of the
University District Business Improvement Area
Ratepayers' Advisory Board**

RECITALS:

- A. Whereas the City of Seattle approved the formation of the UNIVERSITY DISTRICT BUSINESS IMPROVEMENT AREA (“UNIVERSITY DISTRICT BIA”) on April 17, 2015, in the city of Seattle Ordinance 124761 (the “Ordinance”);
- B. In accordance with Ordinance and applicable laws and statutes the city of Seattle and State of Washington, the UNIVERSITY DISTRICT BIA Ratepayers' Advisory Board was appointed by the Director of the City of Seattle Department of Financial Administrative Services; and
- C. In order to set forth the organization, officers, duties and responsibilities of the UNIVERSITY DISTRICT BIA Ratepayers' Advisory Board, the Bylaws of the UNIVERSITY DISTRICT BIA Ratepayers' Advisory Board are hereby set forth.

ARTICLE I. ORGANIZATION

Business Improvement Areas are special Assessment Districts established by Ordinance and administered by the City with oversight by a BIA Ratepayers' Advisory Board. The UNIVERSITY DISTRICT BIA Ratepayers Advisory Board (the “Board”) shall serve in an advisory capacity to the city and to the U District Partnership, the current UNIVERSITY DISTRICT BIA program manager, in administering the UNIVERSITY DISTRICT BIA.

ARTICLE II. OFFICES

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

ARTICLE III. BOARD MEMBERS

- 1. Ordinance. Pursuant to the requirements of Section 14 of the Ordinance, the Board shall consist of representatives of the entire geographic area of the University District BIA as well as representative of all Ratepayer classifications and sizes as well as residential and commercial tenants. A copy of the Ordinance is attached hereto as Exhibit A.
- 2. Size. The Board shall consist of a minimum of 15 members (the “Board Members,” each, a “Board Member”). The Board may, by resolution, adjust the size of the Board, but in no case shall: a) any adjustment in size or classes of Board Members be inconsistent with the requirements set forth in the Ordinance and/or b) have the effect of shortening the term of any incumbent Board Member.
- 3. Term of Office. Unless a Board Member dies, resigns or is removed, he or she shall hold office for a term of three years. Board Members shall be elected at the annual meeting of

the Board. Terms shall begin on the first day of the fiscal year following election. The terms of the Board Members shall be staggered by dividing the Board Members into three classes, initially by lot, with approximately 1/3 of the Board Members assigned to each class, except for Board members representing the University of Washington which shall assign those members into the three classes as equally as possible. Board Members may be re-elected to the Board upon the expiration of a term. Should a Board Member vacate their position before the regularly scheduled end of their term, a new Board member may be elected to fill that position and fill out the remainder of that term.

4. Officers. From the members of the Board, there shall be elected the following officers: a) Chairperson, b) Vice Chairperson, c) Secretary, and d) Treasurer, collectively “Officers”. The specific duties and responsibilities of the Officers are outlined in Article IV. The Board may modify the size, scope, titles, or obligations of officers through a bylaws amendment.
5. Composition. The composition of the Board shall be representative of the varying sizes, locations, and types of property owners and business within the boundaries of the BIA. No more than 35% and no fewer than 30% of the Board Members shall represent the University of Washington, at least one of the Board Members shall be a resident (owner or tenant), at least one other Board Member shall be a commercial tenant, and at least 80% of all the Board Members shall be Ratepayers. At least one Board Member shall be a Ratepayer contributing less than 0.5% of the total assessment.
6. Delegation. The Board may delegate authority to committees, Officers, or to others, as it deems necessary in order to carry out the Board’s objectives, except as limited in Article VIII.
7. Loans. The Board shall make no loans to a Board Member.
8. Removal. A Board Member and/or an officer may be removed with or without cause by the affirmative vote of a two-thirds majority of the votes cast by voting Board Members represented in person or by proxy at a meeting of the Board at which a quorum is present.
9. Vacancies. A vacancy in the position of Board Member may be filled by the affirmative vote of a majority of the remaining Board Members though less than a quorum of the Board. A Board Member who fills a vacancy shall serve for the unexpired term of his or her predecessor in office.
10. Board Member Selection Process. Upon the resignation, retirement or dismissal of a Board Member, (and except in the case that the Board member who is vacating their position is from the University of Washington in which case, the University of Washington shall make a recommendation), the Executive Committee of the Board shall determine the unfilled compositional requirements, as required in Article III, Section 5, which have been created by the vacancy or vacancies, and shall post or cause to be posted appropriate notice of the vacancy on the BIA website and call for nominations. The Executive Committee will notify all members of the Board of the vacancy or vacancies,

the compositional requirements, and will invite nominations. The Executive Committee will specify the time period allowed for nominations and provide contact information for submission of nominations. At the close of that specified time period, the Executive Committee will, as soon as reasonably possible, meet, review nominations, select qualified candidates, review Board role expectations with selected candidates, and, with the agreement of those candidates, shall nominate that person or persons to the Board for election to the Board at the next regular or special meeting of the Board. Election to the Board shall require at least two-thirds (2/3) majority vote of the Board members present or voting by proxy. If the vacancy occurred before the end of a designated term, the person so elected shall serve out the unfinished remainder of his or her predecessor's term.

11. Remuneration. No Compensation shall be paid to Board Members for their service. But by resolution of the Board, expenses for attendance at each regular or special meeting of the Board may be reimbursed, if satisfactory evidence of expense is submitted.
12. Role of the Board. The Board shall be responsible for adopting bylaws and policy guidelines; recommending approval of budgets, expenditures, and programs; and for providing advice and consultation to the Director of City of Seattle Department of Finance and Administrative Services (the "City Finance Director") and the Program Manager, in accordance with these Bylaws and the Ordinance. The Board shall set priorities in accordance with the Ordinance, develop and recommend an annual work program and budget; address and discuss ratepayer concerns and questions regarding the University District BIA programs; and recommend the Program Manager and direct the activities funded by the University District BIA.
13. Quorum, Voting, and Meeting Organization. A majority of the members of the Board then in office shall be necessary and sufficient at all meetings to constitute a quorum for the transaction of business. Meetings shall be chaired by, first, the Chairperson; in his or her absence by the Vice Chairperson, or by a presiding officer appointed by the Chairperson or by a majority of the Board Members present at a meeting of the Board at which a quorum is present. Each Board Member shall be entitled to one vote and voting by proxy is permitted only in the case of a completed proxy form submitted with 24 hours' notice to the Chairperson, Vice Chairperson, or appointed presiding officer. Proxies must also be members of the Board, and a member of the Board may serve as proxy for only one other member of the Board. A vote by a majority of the Board Members present and voting at a meeting shall constitute the action of the Board, unless otherwise provided in these Bylaws.
14. Program Management. The Board shall make a recommendation to the City Finance Director for a Program Manager to manage the day-to-day operations of the University District BIA and to administer the projects and activities of the University District BIA. This includes, but is not limited to, program management, legal, accounting, auditing, fundraising, information technology and administrative support activities.

15. Board Member Responsibilities. In addition to promoting the interests of the University District BIA in accordance with the Ordinance, the Board Members shall be required to attend all Board meetings. If a Board Member is unable to attend (except in the case of a medical emergency), he or she must provide such notice to the Chairperson, Vice Chairperson, or presiding officer at least 24 hours in advance of such meeting which shall be deemed an “Excused Absence” (if no proxy can be secured) or “Attendance in Absentia” (if a proxy can be secured). The Board may, in accordance with Article III Section 8, consider multiple unexcused absences a cause for dismissal. If an individual is absent without excuse, or without proxy, two or more times during a given calendar year, a vote must automatically be called at the beginning of the next Board meeting to discuss the dismissal of the errant Board Member. The Chairperson must contact errant Board Members in the case of each absence in order to ascertain reasons for non-attendance.

ARTICLE IV. OFFICERS

1. Term & Election. The duties and responsibilities of the Officers of the Board are set forth herein. Officers shall serve two (2) year terms or until their successors are elected. Nominations and elections shall occur at the Annual Meeting of the Board. Candidates for any Officer position may be nominated by any Board member, including themselves. An Officer is elected with the affirmative majority of the Board present and voting or voting by proxy. Officers may be removed by majority vote of the Board Members then in office and present and voting or voting by proxy at any meeting of the Board at which a quorum is present with or without cause.
2. Chairperson. The Chairperson shall preside over the Board, all meetings of the Board and Annual Meetings of the ratepayers and shall serve as the primary contact for the Ratepayers Advisory Board to the Program manager. . The Chairperson will ensure that the Program Manager is providing at least quarterly status reports on the Work Plan and Budget to the full board of directors. The Chairperson shall be responsible for the completion and dissemination to the Board of all reports including without limitation the annual work plan, financial reporting and accounting and committee reports. The Chairperson shall have such powers as may be reasonably construed as belonging to the President of similar type of organization and shall have all of the rights of a Board Member, including the right to make a motion and vote.
3. Vice Chairperson. The Vice Chairperson shall perform such duties as are determined by the Board through resolution. In the case of the absence or unavailability of the Chairperson, the Vice Chairperson shall perform the duties of the Chairperson, including without limitation presiding at Board meetings and the Annual Meeting of the ratepayers. The Vice Chairperson organizes the elections of the Board to include chairing the candidate nomination committee.
4. Presiding Officer. In the event of an absent Chairperson and Vice Chairperson, a presiding officer may be appointed to chair meetings of the Board and assume provisional authority commensurate to the Chairperson. Presiding officers may be selected from the Board by the Chairperson, the Vice Chairperson, or by the Board through a simple majority vote of Board Members present and voting at a meeting at

which a quorum is present, and in that order. A representative from the Program Manager may serve as the presiding officer.

5. Secretary. The Secretary shall keep or cause to be kept the minutes of meetings of the Board and any committees, see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, keep records of the post office address of each Board Member and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Chair or the Board.
6. The Treasurer shall have be responsible for reviewing all financial statements of the UNIVERSITY DISTRICT BIA, cause the Program Manager to provide financial reports to the Board at its meetings and on request and perform such other duties as from time to time may be assigned to him or her by the Chair or the Board.

ARTICLE V. COMMITTEES

1. The Board may, in its discretion, form committees to accomplish specific tasks to further the mission of the University District BIA in accordance with the Ordinance. Any such committee must a) be presided over by a Board Member, and b) include at least one additional Board Member. The Board shall describe the purpose and time period for each committee formed.
2. Standing Committees. The following committee shall be a standing committee of the Corporation.
 - 2.1 Executive Committee. The Executive Committee shall consist of the Chairperson of the Board, who shall serve as the Chair of the Executive Committee, the Vice Chairperson, the Secretary and the Treasurer of the Board. The Executive Committee shall develop Board meeting agendas and nominate new Board members. 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.

ARTICLE VI. MEETINGS

1. Annual Ratepayers' Meeting.
 - a. Setting of Date and Time. The annual meeting of the Ratepayers shall be held in the last month of the fiscal year each year at place, date and time designated by the Board for the purposes of recommending the proposed work plan and budget for the next year, and making its recommendation regarding whether to continue

with the current Program Manager to the Finance Director of the City of Seattle. If the annual meeting is not held on the date designated therefor, the Board shall cause the meeting to be held as soon thereafter as may be convenient.

- b. Notice. The Secretary or the Board shall cause to be delivered to the ratepayers not less than 5 days before the meeting, written notice stating the place, date and time of the annual meeting. Such notice shall be sent by mail or by electronic transmission. Such notice must also be posted online on the University District BIA website at least 30 days before the meeting.
2. Board Meetings.
- a. Regular Meetings. Regular meetings of the Board shall be scheduled no less than four times per year at a place, date and time determined by the Board within the boundaries of the University District BIA in accordance with an annual schedule. Notwithstanding the annual schedule, the Board, in its discretion, may elect to meet more frequently in order to meet the needs of the University District BIA. At a minimum, meetings of the Board shall be open to the public, with at least five (5) days' advance notice of the date and time of the meeting posted by the Program Manager on its website and also disseminated by any other means that the Program Manager generally uses to communicate.
 - b. Special Meetings. Special meetings of the Board shall be held at the request of the Chairperson or upon written request of a majority of the Board Members submitted to the Chairperson. Notice of such meetings shall be given at least five (5) days in advance of the date of such meeting. If the special meeting is being called at the request of the Board Members, the written request must reach the Chairperson at least ten (10) 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.
 - c. Annual Meeting. The annual meeting of the Board shall be held at a date, time and place designated by the Board for the purposes of electing directors and officers and transacting such business as may properly come before the meeting. If the annual meeting is not held on the date designated therefor, the Board shall cause the meeting to be held as soon thereafter as may be convenient.
 - d. Written Consent. Any action required or permitted to be taken at a meeting of the Board or of a committee thereof, may be taken without a meeting by written consent by setting forth the action to be taken, executed by all of the Board Members, or all of the members of a committee, as the case may be, before such action is taken. A written consent executed by all Board Members, 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 Board Members or by unanimous written consent. For purposes of these Bylaws, "executed" means: (a) writing that is signed; or (b) an email transmission that is

sent with sufficient information to determine the sender's identity.

- e. Participation by Electronic Means. Members of the Board and any committee designated by the Board 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 at the same time (including telephone conference call, webinars, video teleconferencing or other electronic means), and such participation in a meeting shall constitute presence in person at such a meeting.
- f. Rules of Order. All Board meetings shall be conducted within the structure of Parliamentary Procedure, with use of the rules contained in Roberts' Rules of Order on Parliamentary Procedure, newly revised.
- g. Executive Session. During any regular or special meeting of the Board, the Board may meet in executive session to deliberate and take action. The Chairperson or other presiding officer of the meeting shall announce the purposes of the Executive Session and the time that it will end. If the executive session is not completed by the originally announced end time, the Chairperson or other presiding officer shall announce the extended end time in open session before returning to executive session. Open session is not resumed until after the announced end time. Minutes shall be taken during such executive session and shall be approved at the next executive session of the Board.

An executive session can be held for any one or more of the following purposes:

- Negotiations on the performance of a publicly bid contract.
 - Current or potential litigation (requires presence of legal counsel).
 - Legal risks of current or proposed action (requires presence of legal counsel).
 - Agency enforcement actions (requires presence of legal counsel).
- h. Public Comment. Comments by the public may be accepted at any meeting of the Board in the following manner: i) Each meeting shall set aside fifteen (15) minutes for oral public comment and oral comments by any individual may not exceed three (3) minutes. ii) The Presiding Officer may at his or her discretion or the Board, by a majority vote of the members present and voting or voting by proxy, may extend the public comment period for a specified time. iii) Comments may also be submitted in writing before or at any Board meeting. iv) Any person providing written or oral comment shall give their name and address prior to speaking or at the top of any written comment. v) All public comment shall be noted and summarized in the minutes of the meeting and vi) Any submitted materials shall be noted and summarized in the minutes of the meeting.
3. Notice of Meetings. Notice of a special Board or committee meeting stating the place, day and time of the meeting shall be provided to each director in the form of a record or

orally, as provided below. The business to be transacted or the purpose of any special meeting must be specified in the notice of the meeting. Such notice must also be posted online on the University District BIA website and at the office of the University District BIA or at the meeting site, if different from the office.

4. Type of Notice to Board Members.

- a. 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.
- b. Notice Provided in a Tangible Medium. Notice may be provided in a tangible medium any may be transmitted by mail, private carrier, personal delivery, telephone, or wire or wireless equipment that transmits a facsimile of the notice.
- c. 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 the Board Members in an electronic transmission is effective only with respect to he Board Members 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 Board Act or other applicable statute or regulation.
 - ii. Revocation or Consent to Receive Notice by Electronic Transmission. A Board Member who has consented to the receipt of electronically transmitted notices may revoke the consent by delivering a revocation to the Board in the form of a record. The Consent of a Board Member to receive notice by electronic transmission is revoked if the Board is unable to electronically transmit two consecutive notices given by the Board in accordance with the consent, and this inability becomes known to the Chairperson or any other person responsible for giving the notice. The inadvertent failure by the Board to treat this inability as a revocation does not invalidate any meeting or action.
 - iii. Posting Notice on an Electronic Network. Notice to the Board Members who have consented to the receipt of electronically transmitted notices may be provided by posting the notice on electronic network and delivering to the Board Member a separate record of the posting, together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.

5. Effective Time and Date of Written Notice to Board Members.

- a. 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 Board Member at his or her address shown on the records of the Board.
 - b. 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.
 - c. Notice by Facsimile Equipment. Notice sent to the Board Members address, telephone number, or other number appearing on the records of the Board is effective when dispatched by or wire or wireless equipment that transmits a facsimile of the notice.
 - d. Notice by Private Carrier. Notice given by private carrier is effective when received by the Board Member.
 - e. Personal Notice. Notice given by personal delivery is effective when received by the Board Member.
 - f. 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.
 - g. Notice in person or by Telephone. Oral notice is effective when received by the Board Member.
 - h. 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 Board Member.
6. Waiver.
- a. Written Waiver. A waiver of any notice required to be given to a Board Member, signed by the person or persons entitled to such notice, whether before or after the time stated therein of the meeting, shall be equivalent of such notice.
 - b. Waiver by Attendance. Attendance by a Board Member at a meeting shall be a waiver of any notice required for such meeting, except where a Board Member attends for the specific purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

ARTICLE VII. CONFLICT OF INTEREST POLICY

Each Board Member shall recuse himself or herself from participating in any discussion or voting on any matter in which such Board Member has a conflict of interest, actual or potential. A conflict of interest shall be deemed to occur if the action or business of the Board provides a benefit to a Board Member, a family member of such Board Member or any company in which the Board Member has economic interest. Failure to disclose conflicts of interest before action is taken may reasonably be regarded as cause for dismissal.

ARTICLE VIII. DELEGATION

No committee, officer or other person or entity shall have the power to amend, alter or repeal these Bylaws, or to elect or remove any member from any Board committee, or elect or remove any Director or Officer of this Board. No Board committee shall be authorized to enter into any type of legal agreement with any person or organization or assume any power of this Board contained in the Bylaws, except as may specifically be authorized by resolution of the Board.

ARTICLE IX. BOOKS, RECORDS, AND COMMITMENT TO PUBLIC TRANSPARENCY

1. Books and Records. The Board shall keep correct and complete books and records of account; shall keep minutes of the proceedings of its Board Members; and shall keep at its registered office a record of its Board Members, including names and addresses.
2. Open Public Meetings Act. The Board shall be held accountable to the Open Public Meetings Act (RCW 42.30) as it applies under the Ordinance (Exhibit A) which establishes this Business Improvement Area. Meeting minutes shall be kept by the Secretary, by a member of the Board, or by an employee of the Program Manager, and shall be posted in a timely fashion, on a publicly available electronic medium.
3. Public Dissemination of Information. The Board is both permitted and mandated to promote the public dissemination of information regarding the Board, its policies, and its discussions. The Board shall form a subcommittee on Communications – pursuant to Article IV—to improve public transparency and accountability, public awareness of University District BIA business, and promote public comment.

ARTICLE X. INDEMNIFICATION

Members of the Board are automatically indemnified in the course of their work, by City Ordinance (112997 § 1, 1986) 4.64.100 Defense of Claims Against Volunteers.

ARTICLE XI. PROGRAM MANAGER

The Program Manager shall have general administrative and management responsibility for the operations of the Board and to carry out the work program and budget of the University District BIA as recommended by the Board. The Program Manager shall report to the Chairperson of the

Board. The Program Manager shall hire or contract with such staff as is necessary to fulfill the purposes of the Board, supervise such staff and perform such other duties as are assigned by the Board. The Program Manager will attend all Board meetings and shall regularly report to the Board regarding the operations of the University District BIA.

ARTICLE XII. RESOLUTIONS AND ACTIONS OF THE BOARD

The Board may, through simple majority vote of the Board Members present and voting at a meeting in which a quorum is present (except in cases stated explicitly otherwise within the Bylaws), approve any resolution of opinion or commit to any action reserved to the Board by its governing documents and legislation. Resolutions or actions of the Board must be documented in the form of a typed manuscript, must contain a record of the vote for approval, and will be considered in effect only with the signature of the Chairperson or the Secretary. Resolutions or action documents may be drafted by any Board Member, and consideration by the Board shall consist of discussion, consideration of amendments, voting, and signing, of the final document.

ARTICLE XIII. AMENDMENTS

These Bylaws may be amended only by a vote of 2/3 of the Board Members present and voting at any regular meeting or any special meeting at which a quorum is present, but the notice of such meeting shall state any proposal to amend these Bylaws.

CERTIFICATE OF ADOPTION

The undersigned, being the Chairperson of the Ratepayers Advisory Board of the UNIVERSITY DISTRICT BIA, hereby certifies that the foregoing is a true and correct copy of the Bylaws of the Ratepayers Advisory Board of the University District BIA and was properly adopted by the Board on the ____ day of May_____, 2018.

By