

**CHARTER
OF
SEATTLE CHINATOWN-INTERNATIONAL DISTRICT
PRESERVATION AND DEVELOPMENT AUTHORITY**

As Amended ~~November 19, 2010~~

ARTICLE I

NAME AND SEAL

The name of this corporation shall be Seattle Chinatown-International District Preservation and Development Authority (hereinafter the “Authority”). The Authority seal, as set forth below, shall be a circle with the name “SEATTLE CHINATOWN-INTERNATIONAL DISTRICT PRESERVATION AND DEVELOPMENT AUTHORITY” inscribed therein.

ARTICLE II

AUTHORITY AND LIMIT ON LIABILITY

Section 1. Authority.

The Authority is a public corporation organized pursuant to RCW 35.21.660, 35.21.670, and 35.21.730 - .755 and Seattle Municipal Code Ch. 3.110.

Section 2. Limit on Liability.

All liabilities incurred by the Authority shall be satisfied exclusively from the assets and properties of the Authority and no creditor or other person shall have any right of action against the City of Seattle on account of any debts, obligations, or liabilities of the Authority.

Section 3. Mandatory Disclaimer.

The following disclaimer shall be posted in a prominent place where the public may readily see it in the Authority’s principal and other offices. It shall also be printed or stamped on contracts, bonds, and other documents that may entail any debt or liability by the Authority.

The Seattle Chinatown-International District Preservation and Development Authority is organized pursuant to Seattle Municipal Code (SMC) 3.110 and RCW 35.21.660, 35.21.670, and 35.21.730 - .755. RCW 35.21.750 provides as follows: “All liabilities incurred by such public corporation, commission, or authority shall be satisfied exclusively from the assets and properties of such public corporation, Commission or authority and no creditor or other person shall have any right of action against the city, town, or county creating such corporation, commission, or authority on account of any debts, obligations, or liabilities of such public corporations, commission or authority.”

ARTICLE III

DURATION

The duration of the Authority shall be “Mon Sai” (literally ten thousand generations); ~~unless dissolved as provided in Article XIV hereof.~~

ARTICLE IV

PURPOSE

The purpose of the Authority is to provide a legal entity under RCW 35.21.730, etc. seq. and City of Seattle Municipal Code Ch. 3.110 through which persons will be afforded a structure to work for the conservation and renewal of the unique cultural and ethnic integrities characteristic of the area historically known as the Chinatown-International District.

Employing the unique powers and capabilities conferred by State and City law, the Authority ~~intends to will~~ promote, assist and encourage the renewal, rehabilitation, preservation, restoration, and development of structures and open spaces in the area coincident with that described in the City of Seattle Special Review District Ordinance 102455. These efforts will be conducted in a manner that affords a continuing opportunity for local ~~businessmen~~business ~~and~~, property owners, ~~merchants~~, residents, community organizations, ~~shoppers~~, and visitors to carry on their traditional, as well as developing, Chinatown-International District activities. In addition to upgrading structures and public amenities in and around the Chinatown-International District, the Authority will encourage programs to expand food retailing in the District, ~~especially the sale of ethnic products~~; to expand and preserve the residential community, ~~especially for low income people~~; to promote the survival and predominance of small shops, ethnic businesses and other enterprises, activities and services which are essential to the functioning and vitality of the Chinatown-International District.

~~The Authority will undertake the development and operation of Community Service Center to serve as a stabilizing institution for all users and residents of the Chinatown-International District.~~

The Authority will also be concerned with the rehabilitation and redevelopment of surrounding areas which may affect the character of the Chinatown-International District.

~~In undertaking these purposes, the Authority will initiate and carry out studies to determine what kinds of programs will fulfill the above-stated goals.~~

The Authority may provide these services and activities outside the Chinatown International District with approval of the SCIDpda Board of Directors in accordance with Article VII, Section 2 below.

ARTICLE V

POWERS

The Authority shall have and exercise all powers necessary or convenient to effect the purposes for which the Authority is organized and perform authorized Authority functions, including, without limitation, the power to:

1. Own and sell real and personal property;
2. Contract and enter into partnership for any Authority purpose with a state, the United States, and any subdivision or agency of either, and with individuals, associations and corporations;
3. Sue and be sued in its name;
4. Lend and borrow money;
5. Do anything a natural person may do;
6. Perform all manner and type of community services and activities utilizing federal or private funds;
7. Administer and execute federal, state, and local -grants and programs;
8. Receive and administer federal, state and local -funds;
9. Provide and implement such municipal services as the City Council and Mayor may by ordinance direct;
10. Transfer, with or without consideration any funds real or personal property, property interests, or services received from federal government or private sources or, if otherwise legal, from a state or any of its political subdivisions or agencies.
11. Receive and administer private funds, goods, or services for any lawful public purposes;

12. Purchase, lease, exchange, mortgage, encumber, improve, use or otherwise transfer or grant security interests in real or personal property or any interest therein; buy and contract on deferred terms; grant or acquire options on real and personal property; and contract regarding the income or receipts from real property.
13. Issue negotiable bonds and notes in conformity with Seattle Municipal Code 3.110.420 and applicable provisions of the Uniform Commercial Code and state law in such principal amounts as, in the discretion of the ~~Council~~Board, shall be necessary or appropriate to provide sufficient funds for achieving any Authority purposes or to secure financial assistance, including matching funds from the United States, for corporate projects and activities;
14. Contract for, lease, and accept transfers, gifts or loans of funds or property from the United States, a state, and any political subdivision or agency of either, including property acquired by any such governmental unit through the exercise of its power of eminent domain, and from corporations, associations, individuals or any other source, and to comply with the terms and conditions therefor;
15. Manage, on behalf of the United States, a state, and any political subdivision or agency of either, any property acquired by any such entity through gift, purchase, construction, lease, assignment, default, or exercise of the power or eminent domain;
16. Recommend, to appropriate governmental authorities public improvements and expenditures in the areas of the City in which the Authority, by its Charter, has a particular responsibility;
17. Recommend to the United States, a state, and any political subdivision or agency of either any property which, if committed or transferred to the Authority, would materially advance the public purpose for which the Authority is chartered;
18. Initiate, carry out, and complete such improvement of benefit to the public consistent with this Charter as the United States, a state, and any political subdivision or agency of either may request;
19. Recommend to the United States, a state, and political subdivision or agency of either, such tax, financing and security measures as the Authority may deem appropriate to maximize the public interest in any area in which the Authority, by its Charter, has a particular responsibility;
20. Lend its funds, property or credit or services for Authority purposes; or act as a surety or guarantor for Authority purposes;
21. Provide advisory consultative, training, educational, and community services or advice to individuals, associations, corporation, or governmental agencies, with or without charge;
22. Control the use and disposition of Authority property, assets, credit;
23. Invest and reinvest its funds;

24. Fix and collect charges for services rendered or to be rendered, and establish the consideration for property transferred;
25. Sponsor, lease, manage, construct, own, or otherwise participate in housing and other development projects, where such activity furthers the public purpose for which the Authority is chartered;
26. Maintain books and records as appropriate for the conduct of its affairs;
27. Conduct Authority affairs, carry on its operations and use its property as allowed by law and consistent with Seattle Municipal Code Ch. 3.110, its Charter and its Rules and Regulations; name Authority officials, designate agents, and engage employees, prescribing their duties, qualifications, and compensation; and secure the services of consultants for professional services, technical assistance, or advice;
28. Identify and recommend to the United States, a state, and any political subdivision or agency or either, the acquisition by the appropriate governmental entity—for transfer to or use by the Authority—of property and property rights which, if so acquired, whether through purchase or the exercise of eminent domain, and so transferred or used, would materially advance the purposes for which the Authority is chartered; and
29. Exercise and enjoy such powers as may be authorized by law.

ARTICLE VI

LIMITS

The Authority, in all activities and transactions, shall be limited in the following respects:

1. All funds, assets or credit of the Authority shall be applied toward or expended upon services, projects, and activities authorized by its Charter. No part of the net earnings of the Authority shall inure to the benefit of, or be distributable as such to, the Board Council members, officers of the Authority or other private persons, except that the Authority is authorized and empowered to:
 - (a) Compensate Authority officials and others performing services for the Authority a reasonable amount for services rendered, and reimburse reasonable expenses actually incurred in performing their duties;
 - (b) Assist Authority officials as members of a general class of persons to be assisted by a CouncilBoard-approved project or activity to the same extent as other members of the class as long as no special privileges or treatment accrues to such Authority official by reason of his or her status or position in the Authority;
 - ~~(c) Return to Authority officials or constituents fees, dues or service charges originally contributed by them and surplus to the purposes for which collected;~~

~~(d)~~(c) _____ Defend and indemnify any Authority official (including employees), any former Authority official, and their successors, against any cost, expenses, judgments and liabilities, including attorneys' fees, reasonably incurred by or imposed upon him or her in connection with or resulting from any claim, action, or proceeding, civil or criminal, in which he or she is or may be made a party by reason of being or having been an Authority official or by reason of any action alleged to have been taken or omitted by him or her as such official, provided that he or she was acting in good faith on behalf of the Authority and within the scope of duties imposed or authorized by law. This power of indemnification shall not be exclusive of other rights to which Authority officials may be entitled as a matter of law;

~~(e)~~(d) _____ Purchase insurance to protect and hold personally harmless any of its officials (including its employees and agents) from any action, claim, or proceeding instituted against the foregoing individuals arising out of the performance, in good faith of duties for, or employment with the Authority and to hold these individuals harmless from any expenses connected with the defense, settlement, or monetary judgments from such actions, claims, or proceedings, The purchase of such insurance and its policy limits shall be discretionary with the Authority CouncilBoard, and such insurance shall not be considered to be compensation to the insured individuals. The powers conferred by this subsection shall not be exclusive of any other powers conferred by law to purchase liability insurance; and

~~(f)~~(e) _____ Sell assets for a consideration greater than their reasonable market value or acquisition cost, charge more for services than the expense of providing them, or otherwise secure an increment in a transaction, or carry out any other transaction or activity, as long as such gain is not the object or purpose of the Authority's transactions or activities and is supplied to or expended upon services, and activities as aforesaid.

2. No funds, assets or property of the Authority shall be used for any partisan political activity or to further the election or defeat of any candidate for public office; nor shall any funds or substantial part of the activities of the Authority be used for publicity or educational purposes designed to support or defeat legislation pending before the Congress of the United States, or the legislature of this State, or the City Council; provided, however, that members and officials of the Authority may respond to requests by contracting members of Congress, State legislators, or City Council members for information and may appear before any such legislative body in connection with funding and other matters directly affecting the Authority or its ability to carry out the purposes for which it is chartered.
3. The Authority shall have no power of eminent domain nor any power to levy taxes or special assessments.

4. The Authority may not incur or create any liability that permits recourse by any contracting party or member of the public to any assets, services, resources or credit of the City of Seattle.
5. The Authority shall not issue shares of stock pay dividends, make private distribution of assets, make loans to its corporate officials or engage in business for private gain.

ARTICLE VII

COUNCILBOARD

Section 1. Council Board Composition.

1. Management Governance of all Authority affairs shall reside in the Council Board. The Council Board shall be composed of no fewer than ~~twelve~~nine (~~12~~9) members and no more than seventeen (17) members selected as follows:
 - (a) Four (4) members shall be appointed by the Mayor; and
 - ~~(b) Four (4) members shall be nominated and elected by the Constituency at large~~
 - ~~(c) (b) Four (4) members elected by a majority vote of the Council~~
 - ~~(d) One (1) to five eight (58) additional Council positions, as such positions are established by resolution of the Council from time to time. After such resolution, such positions may be filled by a majority vote of the Council.~~
 - [MW1] (b) The remaining Board members, as such positions are established by resolution of the Board, shall be nominated by a majority vote of the Board.
2. The names of members ~~elected by the Constituency, nominated by the Mayor, or selected by the Council~~ nominated under this Article shall be promptly submitted to the City Council for confirmation. Any such person whose name and supporting documentation have been submitted to the City Council shall, unless and until his or her name has been rejected by the City Council, have full powers and responsibilities of a confirmed Council Board member. No such person shall have or purport to have or exercise such powers and responsibilities until his or her name and all supporting documentation required by the City Council have been submitted to the City Council for confirmation.
- ~~3. This reappointment and confirmation procedure shall continue annually as to successive classes, so that at the regular meeting of the Council that coincides most closely with each anniversary of the issuance of this Charter a new class of Council members shall~~

~~take office; provided, however, that each person so selected shall hold office for the four-year term for which he or she is selected and until his or her successor shall have been selected and qualified; and provided that no Council member may serve more than two consecutive four-year terms. Board member terms shall be three (3) years (or such lesser or greater time as described in the resolution electing a Board member) and shall be staggered in order to promote continuity. Board members may serve three consecutive terms.~~

~~4.3. The Rules and Regulations shall provide for the filling of all vacancies other than those caused by the expiration of a regular term as defined herein.~~

~~5.4. Efforts shall be made that members of the Council Board shall represent a wide spectrum of socio-economic and ethnic groups associated with the Chinatown-International District.~~

~~6. If members appointed by the Mayor resigns, or becomes ineligible to serve or becomes unable to serve, the Council shall request that the Mayor appoint a new member to serve the balance of the unexpired term of such member.~~

~~7.5.~~ In addition to Intervention and Trusteeship, as provided in Seattle Municipal Code 3.110.440 and 3.110.450, respectively, if it is determined for any reason that any or all of the Council Board members should be removed from office, after a full public hearing, and after selection of appropriate replacements by the Mayor and City Council pursuant to this section, the Mayor and City Council, may by ordinance remove any or all voting Council Board members from office. The term of any Council Board member removed pursuant to this section shall expire when the member receives a copy of the ordinance removing him or her from office and a letter signed by the Mayor advising him or her that he or she has been removed pursuant to this section. Any person appointed to the Council Board pursuant to this section shall be appointed by the Mayor and confirmed by the City Council in the same way other persons appointed to position requiring City Council approval are appointed and confirmed. The term of any person appointed and confirmed pursuant to this section shall begin at the expiration of the term of the person being replaced and shall continue until the regular expiration of the term of the position being filled.

~~8.6. The Rules and Regulations shall provide for the filling of all vacancies other than those caused by the expiration of a regular term as defined herein.~~

~~9.7. Efforts shall be made that members of the Council shall represent a wide spectrum of socio-economic and ethnic groups associated with the Chinatown-International District.~~

Section 2. Council Board Concurrence Required.

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

1. Transfer or conveyance of an interest in real estate other than a release of a lien or satisfaction of a mortgage after payment has been received and the execution of a lease for current term of less than one year;
2. The contracting of debts, issuance of notes, debentures or bonds and the mortgaging or pledging of corporate assets to secure the same;
3. The donation of money, property, or other assets belonging to the Authority;
4. An action by the Authority as a surety or guarantor;
5. All transactions in which: (i) the consideration exchanged or received by the Authority exceeds ten thousand dollars (\$ 10,000); (ii) the performance by the Authority shall extend over a period of one year from the date of execution of an agreement therefor; or (iii) the Authority assumes duties to the City, the State, or the United States;
6. Any project or activity located outside the Chinatown International District upon a determination by the Board that such project or activity will further the purpose of the Authority; provided that if such project or activity is also located outside the limits of the City of Seattle, the governing body of the jurisdiction in which such project or activity is located must also, by agreement with the City, consent thereto;~~limits of the City;~~
7. Adoption of an annual budget and a separate capital budget, when capital expenditures are expected to exceed one hundred thousand dollars (\$100,000);
8. Certification of annual reports and statements to be filed with the City ~~Comptroller~~Clerk as true and correct in the opinion of the Council Board and of its members, except as noted;
9. Proposed amendments to the Charter and to the Rules and Regulations; and
10. Such other transactions, duties and responsibilities as the Charter shall repose in the Council Board or require Council Board participation by resolution.

Section 3. Council Board Review.

At least quarterly, the Council Board shall review monthly statements of income and expenses which compare budgeted expenditures to actual expenditures. ~~When the operating budget is in excess of one million dollars (\$1,000,000), t~~The Council Board shall also review on a quarterly basis balance sheets ~~for the previous three months~~. The Council Board shall review all such information at regular Council Board meetings, the minutes of which shall specifically note such reviews and include such information.

Section 4. Council Board Concurrence and Quorum Defined.

“Council Board concurrence,” as used in this Article, may be obtained at any regular or special Council Board meeting by an affirmative vote of a majority of the Council Board members voting on the issue, provided that such majority equals not less than one-third of the Council Board voting membership.

A quorum to commence a Council Board meeting shall be no fewer than a majority of the Council's Board's total voting membership. Voting membership means the total number of council board positions filled at that time. The Rules and Regulations of the Authority may prescribe Council Board quorum restrictions which equal or exceed the quorum restrictions imposed in this Section. Council Board members present at a duly convened meeting may continue to transact business notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 5. Officers and Division of Duties.

The Authority shall have at least two or more four (4) officers. The same person shall not occupy ~~both the chief executive office of the Authority and the office responsible for the custody funds and maintenance of accounts and finances~~ more than one (1) office at the same time. The ~~initial~~ officers of the Authority shall be the Chairman President, Vice-Chairman President, Secretary, and Treasurer ~~of the Council~~. Any Additional additional officers, as well as the qualifications thereof, shall may be provided ~~for~~ in the Rules and Regulations ~~of~~ the Authority. ~~The Chairman shall be the agent of the Authority for service of process; the Rules and Regulations may designate additional corporate officials as agents to receive or initiate process. The corporate officers, who shall be selected from among the membership of the Council as provided in the Rules and Regulations, shall, as provided in the Rules and Regulations, manage the daily affairs and operations of the Authority. The Council shall oversee the activities of the corporate officers, establish and/or implement policy, participate in corporate activity in matters prescribed in Section 2 of this Article VII and shall have stewardship for management and determination of all corporate affairs except as may be specifically reposed in the Constituency under Article VIII hereof.~~

Section 6. Executive Committee.

The Rules and Regulations may provide for an Executive Committee, which shall be appointed or removed by the Council Board, and shall have and exercise such authority of the Council Board in the management between meetings of the Council Board, as may be specified in the Rules and Regulations.

ARTICLE VIII

CONSTITUENCY

~~Section 1. Composition.~~

- ~~1. The constituency of the Authority shall consist of its general membership, which shall be open to all persons sixteen years of age and over who are residents, property owners, employees, business persons, or community participants in the Chinatown International District, as established by the Special Review District boundaries, who shall pay dues of one dollar (\$1) per year. The Rules and Regulations shall provide meetings, of members including notice, quorum and other provisions, dealing with the membership.~~
- ~~2. For purposes of notice, the Constituency shall consist of members of record who have paid their annual dues, as provided in the Rules and Regulations.~~

~~Section 2. Constituency Concurrence Required.~~

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

- ~~1. Any proposed amendments to the Charter;~~
- ~~2. Any proposed amendments to the Rules and Regulations of the Authority if said amendment deals with matters which are within the power and responsibility of the Constituency as set forth in this section;~~
- ~~3. Proposed amendments of the provisions of the Rules and Regulations governing procedures for meetings of the Constituency;~~
- ~~4. Annually fixing the compensation of Council members, if any, and the nature and limit of expenses incurred by Council members that may be reimbursed;~~
- ~~5. Election or selection of an independent auditor; and~~
- ~~6. Appointment of representatives to the Council.~~

~~Section 3. Constituency Concurrence Defined.~~

~~—Constituency concurrence, as used herein, shall be defined in the Rules and Regulations, except that matters requiring Constituency concurrence, as provided in Article VIII, Section 2, shall require an affirmative vote representing two thirds (2/3) of the constituents voting on the issue, and at least 20 percent of the Constituency if it comprises less than 100 persons. If the~~

~~Constituency comprises 100 persons or more, an affirmative vote of at least 10 percent of the Constituency shall be required.~~

ARTICLE ~~IXVIII~~

MEETINGS

Section 1. Council Board Meetings.

1. The council board shall hold regular meetings ~~meet~~ at least once a month.
2. Special meetings of the Council Board may be called as provided in the Rules and Regulations.
- ~~3. Any member of the Council, upon five (5) days' notice, may call a special meeting of the Council to consider matters appropriate to a regular meeting if twenty five (25) days have elapsed since the previous Council meeting and no future meeting has been scheduled.~~

Section 2. Open Public Meetings.

All council board meetings, including ~~executive, all other permanent and ad hoc committee meetings, and Constituency meetings~~ shall be open to the public to the extent required by the Open Public Meetings Act, RCW 42.30.010 et seq. ~~The Council and committees may hold executive sessions to consider matters enumerated in RCW 42.30.010 et seq. or privileged matters recognized by law, and shall enter cause therefor in this official journal. Notice of meetings shall be given in a manner consistent with RCW 42.30.010 et seq. In addition, the Authority shall routinely provide reasonable notice of meetings to any individual specifically requesting it in writing. At such meetings, any citizen shall have a reasonable opportunity to address the Council either orally or by written petition. Voting by telephone is not permitted.~~

~~Copies of the minutes of all regular or special meetings of the Council shall be available to any persons or organization that requests them. The minutes of all Council Board meetings shall include a record of individual votes on all matters requiring Council concurrence. Copies of the minutes of all regular or special meetings of the Board shall be available to any persons or organizations that request them.~~

~~Section 3. Parliamentary Authority.~~

~~—The rules in Robert’s Rules of Order (revised) shall govern the Authority in all cases to which they are applicable, where they are not inconsistent with the Charter or with the special rules of order of the Authority set forth in the Rules and Regulations.~~

~~Section 4. Constituency Meetings.~~

- ~~1. A Constituency meeting open to all Constituents of the Authority shall be held at least four (4) times a year with the date, time, and place to be selected by the Council. Constituency meetings shall be chaired by the Council member most recently elected by the Constituency, or, in his or her absence, by the next most recent member. The Rules and Regulations shall provide for the time of year and general location for meetings of the Constituency, including notice therefor. The Council or a committee thereof shall report to and receive comment from the Constituency at each quarterly meeting on matters upon which the Council has acted during the preceding quarter and on matters proposed for action during the next quarter.~~
- ~~2. The Constituency meeting closest to the end of the year shall be designated the annual meeting and shall include, as part of its business, the election of a Council member to fill the appropriate vacancy.~~
- ~~3. If ninety (90) days have elapsed after the previous meeting and no meeting of the Constituency has been scheduled, any Constituent or corporate official may call a special meeting to consider matters appropriate for a quarterly meeting of the Constituency. Notice of such meeting shall be given pursuant to the Rules and Regulations and the expense of such notice shall be borne by the Authority.~~
- ~~4. Special meetings of the Constituency may be called by the Council or by petition of the constituents as provided by the Rules and Regulations.~~

~~Section 54. Minutes.~~

~~—Copies of the minutes of all regular or special meetings of the Council shall be available to any persons or organization that requests them. The minutes of all Council meetings shall include a record of individual votes on all matters requiring Council concurrence.~~

RULES AND REGULATIONS

The ~~Council Board~~ shall adopt Rules and Regulations to provide such rules for governing the Authority and its activities as are not inconsistent with this Charter, including rules for those matters set forth in Seattle Municipal Code 3.110.1408 not provided for in this Charter. ~~The adoption of the Rules and Regulations and any amendments thereto require a majority vote of the whole Council. The Council may provide in the Rules and Regulation for all matters related to the governance of the Authority, including but not limited to matters referred to elsewhere in the Charter for the inclusion therein, and for the following:~~

- ~~1. The existence of the Authority and the duties of any such committee;~~
- ~~2. Regular and special meetings of the Council and Constituency of the Authority;~~
- ~~3. Suspension or removal of Authority officials and conditions which would require such suspensions or removal;~~
- ~~4. Any matters set forth in Seattle Municipal Code 3.110.140 not inconsistent with the Charter or not provided for herein;~~
- ~~5. Additional classes of membership;~~

ARTICLE X

AMENDMENTS TO CHARTER AND RULES AND REGULATIONS

Section 1. Proposal to Amend Charter or Rules and Regulations.

1. Proposals to amend the Charter or Rules and Regulations shall be presented in a format which strikes over material to be deleted and underlines new material.
2. Any Council member may introduce an amendment to the Charter at any regular meeting or at any special meeting of which thirty (30) days' advance notice has been given.
3. Any ~~Council Board~~ member may propose an amendment to the ~~rules~~Rules and Regulations (which may consist of new Rules and Regulations) at any regular meeting or at any special meeting of which thirty (30) days advance notice has been given.

Section 2. ~~Council Board~~ Consideration of Proposed Amendments.

If notice of a proposed amendment to the Charter or to the Rules and Regulations, and information, including the text of the proposed amendment and a statement of its purpose and effect, is provided to members of the ~~Council Board~~ fifteen (15) days prior to any regular ~~Council Board~~ meeting or any special meeting of which thirty (30) days' advance notice has been

given, then the CouncilBoard may vote on the proposed amendment at the same meeting as the one at which the amendment is introduced. If such notice and information is not so provided, the CouncilBoard may not vote on the proposed amendment until the next regular CouncilBoard meeting or special meeting of which thirty (30) days' advance notice has been given, provided that such notice and information is provided to CouncilBoard members at least fifteen (15) days prior to such meeting. Germane amendments to the proposed amendment within the scope of the original amendment will be permitted at the meeting at which the vote is taken.

Section 3. Vote Required for Amendments to Charter.

Resolutions of the CouncilBoard approving amendments to the Charter require an affirmative vote representing two-thirds (2/3) of the CouncilBoard members voting on the issue and a majority of the CouncilBoard voting membership for adoption.

Section 4. Vote Required for Amendments to Rules and Regulations.

The Rules and Regulations of the Authority may be amended or repealed by an affirmative vote of a majority of the total voting membership of the Board. ~~minimum vote that is required for the amendment, alteration, or repeal of the Rules and Regulations of the Authority shall be an affirmative vote of a majority of the whole Council.~~

~~Section 5. Constituency Consideration of Proposed Amendment.~~

~~Notice, that a vote will be taken on a proposed amendment to the Charter, or to provisions of the Rules and Regulations which require Constituency concurrence pursuant to Article VIII, Section 2, shall be provided to the constituents thirty (30) days prior to the Constituency meeting at which a vote will be taken. The text of the proposed amendment and a statement of its purpose and effect shall be provided to constituents fifteen (15) days prior to such meeting. Germane amendments to the proposed amendment, within the scope of the original amendment, will be permitted at the meeting at which the vote is taken.~~

Section ~~6~~5. Approval by Mayor.

After adoption of a proposed amendment to the Charter of the Authority, as set forth herein, by the CouncilBoard ~~and Constituency~~, the proposed amendment shall be filed in duplicate with the City ComptrollerClerk. The Mayor may approve or disapprove the proposed amendment. If the Mayor approves the proposed amendment, he or she shall cause to be

issued duplicate originals of the revised charter, each signed by the Mayor and bearing the City seal attested by the City ~~Comptroller~~Clerk. One original shall be retained by the City ~~Comptroller~~Clerk as a public record and the other shall be delivered to the Authority.

Section ~~76~~. Effective Date of Amendments to the Charter.

Amendments to the Charter proposed by the Authority shall take effect and become a part of the Charter upon the filing of the Mayor's approval with the ~~Comptroller~~City Clerk.

Section 8. Effective Date of Amendment to the Rules and Regulations.

Amendments to the Rules and Regulations shall not take effect until ten (10) days after filing of the same with the City ~~Comptroller~~Clerk unless such amendment(s) shall have been passed by unanimous vote of the ~~Council Board and the Constituency (if affected by the amendment)~~ and an earlier effective date be set.

ARTICLE XI

RECORDS AND REPORTING REQUIREMENTS

Section 1. Establishment and Maintenance of Office and Records.

The Authority shall:

1. Maintain a principal office within the limits of the City;
2. File and maintain current with the ~~Comptroller~~City Clerk a listing of all officials, their positions, and their business and home address, their business and home phone numbers, the address of its principal office and all other offices used by it, and a current set of its Rules and Regulations.
3. Maintain all Authority records in a manner consistent with the Preservation and Destruction of Public Records Act, RCW chapter 40.14.

Section 2. Annual Report.

The Authority shall:

1. Within three (3) months of the end of its fiscal year, file an annual report with the ~~Comptroller~~City Clerk, the City Council, and the Mayor's designee containing a certified

statement of assets and liabilities, income and expenditures, and changes in its financial position during the previous year; a summary of significant accomplishments; a list of depositories used; a projected operating budget for the current fiscal year and a separate capital budget when annual capital expenditures are expected to exceed one hundred thousand dollars (\$100,000); a summary of projects and activities to be undertaken during the current year; a list of corporate officials and a list of officers bonded pursuant to Seattle Municipal Code 3.110.240 (c) and

2. Within six (6) months of the end of its fiscal year, file an audited and ~~Council Board~~-certified statement of assets and liabilities, income and expenditures, and changes in financial position.

Section 3. Public Records.

The public shall have access to records and information of the Authority to the extent required by State law and City ordinance.

ARTICLE XII~~†~~

COMMENCEMENT

The Authority shall commence its existence effective upon filing its Charter as issued and attested.

ARTICLE XI~~Vii~~

DISSOLUTION

Section 1. Dissolution.

Dissolution of the Authority shall be in the form and manner required by law, City ordinance, and the Rules and Regulations. Upon dissolution of the Authority and the winding up of its affairs, all of the rights, assets and property of the Authority shall pass to and be distributed according to the terms of the applicable grant agreements or covenants with the federal government, or agreements with donors, or other parties made at the time of acquisition, or to a qualified entity specified in Seattle Municipal Code 3.110.490.

Section 2. Dissolution Statement.

Upon enhancement of a resolution by the City Council for dissolution of the Authority or by the Authority for its own dissolution other than for purposes of merger or reorganization in a plan approved by the Mayor, the Authority shall file a dissolution statement signed by its chief executive officer setting forth:

1. The name and principal office of the Authority;
2. The debts, obligations, and liabilities of the Authority; and the property and assets available to satisfy the same' the provisions to be made for satisfaction of outstanding liabilities and performance of executory contracts; and the estimated time for completion of its dissolution;
3. Any pending litigation or contingent liabilities;
4. The CouncilBoard resolution providing for such dissolution and the date(s) and proceedings leading toward its adoption, whenever the dissolution be voluntary; and
5. A list of persons to be notified upon completion of dissolution.

ARTICLE XIV

REVIEW

To the extent practicable, any proposal of the Authority that substantially affects any property owner, community participant, resident, merchant, employee, tenant or lessee within the Chinatown-International Special Review District shall be submitted to the various Chinatown-International District Community Organizations prior to its adoption by the Authority. To the extent practicable, any such proposal shall include a special analysis of the likely impact of the proposal of any property owner, community participant, resident, merchant, employee tenant or lessee, who will be substantially affected by the proposal and shall, to the extent practicable, be submitted to the various Chinatown-International District Community Organizations in a time and a manner that affords these various organizations reasonable time to review and comment on the proposal prior to its adoptions. Any recommendation of the various Chinatown-International District Community Organizations to any such proposal shall not be binding upon the Authority but shall be responsibly considered by the Authority by its own deliberations on the proposal.

ARTICLE XV†

MISCELLANEOUS

Section 1. Geographic Limitation.

The Authority may conduct activities outside the city of Seattle upon a determination by the CouncilBoard that each such activity will further the purposes of the Authority, but only in those areas of another jurisdiction whose governing body by agreement with the City consents thereto.

Section 2. Bonding.

The Treasurer of the Authority, and any other officials responsible for Authority accounts and finances shall file with the Authority fidelity bonds in an amount determined adequate and appropriate by the CouncilBoard. Such officials may hold such positions only as long as such bonds continue in effect. The Authority shall notify the Mayor in its annual report of the officials responsible for Authority funds, accounts and finances, the names of such officials and the amounts of the bonds prescribed for them and confirm that such bonds are currently in effect.

Section 3. Safeguarding of Funds.

Authority funds shall be deposited in a depository acceptable to the Mayor and be otherwise safeguarded pursuant to such instructions as the Mayor may from time to time issue.

Section 4. Insurance.

The Authority shall maintain in full force and effect public liability insurance in an amount specified by the Mayor sufficient to cover potential claims for bodily injury, death or disability, and for property damage, which may arise from or be related to projects and activities of the Authority, naming the City as additional insured.

Section 5. Code of Ethics.

No current Authority official or employee shall engage in conduct prohibited under Seattle Municipal Code 3.110.560. Uncompensated officials and employees and designated

compensated employees shall annually by April 15 file statements of economic interest as required under Seattle Municipal Code 3.110.570. The ~~Council~~Board shall enforce the provisions of Seattle Municipal Code 3.110.580. Additionally, all the final ~~Council~~Board determinations under Seattle Municipal ~~C~~code 3.110.580 shall be provided to the City Board of Ethics for its information. The City Board, in its discretion, may comment on any determination and provide its comments to the ~~Council~~ Board.

Section 6. Discrimination Prohibited.

1. As provided in Seattle Municipal Code 3.110.260, ~~neither Council~~Board ~~nor Constituency~~ membership may not directly or indirectly be based upon or limited by age, race, color, religion, sex, national origin, marital status, sexual orientation, political ideology, or the physical handicap of a capable person. The ~~Council~~Board shall take steps to assure equality of employment opportunity as provided in the code.
2. Authority use of funds provided to it by the City after January 1, 1985, shall be subject to the requirements of Seattle Municipal Code Chapter 20.46 (Women's and Minority Business Utilization).

Section 7. Nonexclusive Charter

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