

**AMENDED AND RESTATED BYLAWS
OF THE UNIVERSITY DISTRICT
PUBLIC DEVELOPMENT AUTHORITY**

(Adoption Date: February 12, 2020)

ARTICLE 1. DEFINITIONS

1.1 Authority

“Authority” means the University District Public Development Authority organized pursuant to RCW 35.21.730 - .755 and RCW 35.21.757 - .759 as they currently exist and may be amended.

1.2 Electronic Transmission

“Electronic transmission” means electronic communication that indirectly transfers a record in a tangible medium so that the record may be directly reproduced in a tangible medium and may be retained, retrieved, and reviewed by the sender and the recipient.

1.3 Written Notice

Any “written notice” may be given by electronic transmission.

ARTICLE 2. OFFICES

The registered office of the Authority in the state of Washington is 120 N. Pine Street, #292, Spokane, WA 99202. The Authority may have such other offices within the City of Spokane as the Board of Directors may designate.

ARTICLE 3. BOARD OF DIRECTORS

3.1 Power

The Board of Directors shall manage the business and affairs of the Authority at all times.

3.2 Number and Qualification

There shall be seven (7) voting directors of the Authority. None of the director positions are subject to residency requirements. Some of the directors are categorically and perpetually appointed and some shall be elected by the Board. With the exception of the City staff and University District Development Association (UDDA) CEO, all other directors shall be voting members of the UDDA Board of Directors.

3.2.1. Permanent Board Directors (4):

- a. One County appointment, comprised of either an elected official or an administrative position selected by the County Commissioners,
- b. Two City appointments comprised of the Council President and a senior administrative staffer.
- c. The CEO of the UDDA.

- d. The County appointee shall hold his/her appointment for the term as designated by a majority of the Board of County Commissioners. The City Council President appointee shall hold his/her appointment so long as he/she is Council President. The City senior administrative staffer shall hold his/her appointment for the term as designated by his/her appointee.

3.2.2 Elected UDDA Board Directors (2):

- a. Two, UDDA directors selected by the UDDA board from their elected membership.
- b. Unless removed in accordance with these bylaws, each director shall hold office for one year or until the director's successor has been selected and qualified. University representatives or proxies do not qualify for appointment to the UDPDA board.
- c. Elected UDDA directors can be selected to serve indefinitely on the UDPDA board as long as they are active UDDA board members.

3.2.3 Jointly Selected Board Director (1)

- a. A seventh director of the board shall be selected by unanimous vote of the three permanent City and County directors.

However, and notwithstanding the provisions in 3.2.3(a) above, this position shall automatically be filled, or as soon thereafter as is practical, by any governmental entity representative that otherwise chooses to contribute incremental tax to the University District TIF. Should this event occur, the tenure of the director chosen pursuant to this section shall be phased out within the ensuing 12 months or as otherwise deemed appropriate by a majority vote of the Board.

- b. Unless this position is otherwise occupied by a governmental entity that has chosen to participate in the University District TIF (in which case the duration of its term shall be consistent with Section 3.2.1 above), the jointly selected board director will serve a year term and are eligible for indefinite annual reappointments.

3.3 Duties of a Director

Directors owe the Authority a number of duties. First, directors must act in good faith, meaning act with good intentions. Second, directors must act in the best interest of the Authority. Directors have a special fiduciary relationship with the Authority and have the duty to act for the benefit of the Authority, not for their own personal benefit. Third, directors must act with due care. As a fiduciary, the Board is entrusted with the Authority's money and must be careful with the use of those funds. Among other things, each director must evaluate existing programs to determine if they are run efficiently and examine financial statements to ensure the Authority has adequate funds to pay its debts and that those funds are being used to further the organization's goals and mission. Fourth, each director must act as an ordinarily prudent person would act. Directors are expected to use common sense and practical judgment, not necessarily be experts in every matter the Board considers. However, if a Board director has a particular expertise, then this person will be expected to utilize this greater knowledge and be held to this standard in her/his conduct. Fifth, each director must sign and comply with the Authority's Conflict of Interest Policy and the Confidentiality Policy upon election or appointment.

3.4 Regular & Special Meetings

The Board shall meet as necessary, but not less than four (4) times a year. An annual meeting of the Board of Directors shall be held by the end of November at the principal office of the Authority or at such other place within the State of Washington designated by the Board.

- 3.4.1 Open Public Meetings. All meetings of the Board shall be conducted consistent with the Open Public Meetings Act (OPMA), Chapter 42.30 RCW. Notice of meetings shall be given in a manner consistent with the OPMA. In addition, the Authority shall routinely provide reasonable notice of meetings to any individual specifically requesting it in writing. At such meeting, any citizen shall have a reasonable opportunity to address the Board either orally or by written petition. Participation by a board director by telephone or other electronic communication approved by the Chair shall be permitted with prior notice given to the Chair.
- 3.4.2 Parliamentary Authority. The rules of 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 Bylaws.
- 3.4.3 Minutes. Copies of the minutes of all regular or special meetings of the Board shall be available to any person or organization that requests them as required by state law. The minutes of all Board meetings shall include a record of individual votes on all matters requiring Board concurrence. The Authority is required to maintain and provide in its office, at meetings and with the City Clerk a compilation of all minutes and proceedings of the Board and resolutions of the Board.
- 3.4.4 Applicability of General Laws. A public corporation, commission, or authority created under this chapter, and officers and multimember governing body thereof, are subject to general laws regulating local governments, multimember governing bodies, and local governmental officials, including, but not limited to, the requirement to be audited by the state auditor and various accounting requirements provided under chapter 43.09 RCW, the open public record requirements of chapter 42.56 RCW, the prohibition on using its facilities for campaign purposes under RCW 42.17A.555, the open public meetings law of chapter 42.30 RCW, the code of ethics for municipal officers under chapter 42.23 RCW, and the local government whistleblower law under chapter 42.41 RCW.
- 3.4.5 Special Meetings. Special meetings of the Board of Directors may be called by the Chair or any director. Notice of special meetings of the Board of Directors stating the date, time, and place thereof shall be given at least twenty-four hours prior to the date set for such meeting by the person or persons authorized to call such meeting, or by the Secretary at the direction of the person or persons authorized to call such meeting. The notice may be oral or written. Written notice is effective upon dispatch if such notice is sent to the director's address, telephone number, electronic mail address, or other number appearing on the records of the Authority. If

notice of a regular or special meeting is provided by electronic transmission, it must satisfy the requirements of RCW 24.03.009. If no place for such meeting is designated in the notice thereof, the meeting shall be held at the principal office of the Authority. Unless otherwise required by law, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice of such meeting.

Any director may waive notice of any meeting at any time. Whenever any notice is required to be given to any director of the Authority pursuant to applicable law, a waiver thereof in writing signed by the director entitled to notice shall be deemed equivalent to the giving of notice. The attendance of a director at a meeting shall constitute a waiver of notice of the meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully convened.

3.5 Quorum

At all meetings, except as otherwise provided by law or these by-laws, a quorum shall be required for the transaction of any business which shall consist of a simple majority of the directors.

3.6 Manner of Acting

If a quorum is present when a vote is taken, the affirmative vote of a majority of voting directors present is the act of the Board of Directors, unless the question is one upon which a different vote is required by express provision of law, the Charter or these Bylaws. Amendment of the Bylaws shall be by two-thirds vote of the Board.

3.7 Participation by Telecommunication

Directors may participate in a regular or special meeting of the Board by, or conduct the meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

3.9 Board Committees

The Board of Directors may, by resolution adopted by a majority of directors, designate from among its directors one or more committees, each of which must have two (2) or more directors and shall be governed by the same rules regarding meetings, notice, waiver of notice, quorum, and voting as applicable to the Board of Directors. Each such committee shall have and may exercise only the authority specifically granted to it by the Board of Directors or these Bylaws. The designation of any such committee and the delegation thereto of authority shall not relieve the Board of Directors, or any directors thereof, of any responsibility imposed by law on the Board of Directors.

3.9.1 Advisory Committees. In addition to Committees discussed in Section 3.10 above, the officers shall have the ability to appoint advisory committees to the Authority.

3.9.2 Executive Committee. The Authority is authorized to create an Executive Committee consisting of the officer positions described

in section 4.1. The Executive Committee may include invited guests at any time, who shall be non-voting.

3.10 Resignation

Any director may resign at any time by delivering written notice to the Chair, the Secretary, or the registered office of the Authority, or by giving oral notice at any meeting of the directors. Any such resignation shall take effect at any subsequent time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.11 Removal

If it be determined for any reason that any of the non-permanent directors should be removed from office, the Board, by a two-thirds (2/3) majority vote, may vote to have any non-permanent director removed from the Board.

3.12 Dissolution

Dissolution of the Authority shall be in the form and manner required by state law, the Spokane Municipal Code, and the Bylaws.

3.13 Vacancies

A vacancy on the Board of Directors may occur by the resignation, removal, or death of an existing director. Any vacancy shall be filled consistent with the provisions of 3.2 herein.

3.14 Compensation

No director shall receive any compensation, either by way of salary or fees for attendance at meetings or otherwise, nor shall any director be reimbursed for expenses, except pursuant to the authorization of the Board of Directors. This section shall not preclude any director from serving the Authority in any other capacity or from receiving reasonable compensation for such services and reasonable reimbursement for related expenses.

3.15 Chief Executive Officer

The board is authorized to engage the services of a Chief Executive Officer who shall serve at the pleasure of the Authority. The Chief Executive Officer shall function as a representative of the board in the management of the Authority, shall have the authority to operate the business of the Authority pursuant to guidelines established by the Authority, and shall have full authority for direction of the employees of the Authority.

ARTICLE 4. OFFICERS

4.1 Number and Qualifications

The officers of the Authority shall be elected by a majority of the directors and shall include a Chair, a Vice-Chair, a Secretary, a Treasurer and a Past Chair. Additional Officers, as deemed necessary by the Authority, shall not vote, and shall exercise only such powers and perform such duties as specifically delegated to them by the Board of Directors. Furthermore, unless specifically authorized by the Board of Directors, no "Additional Officers" shall have authority to sign documents on behalf of the Authority.

4.2 Appointment and Term of Office

The officers of the Authority shall be elected by the end of November in an annual meeting of the directors and shall hold office for one (1) year or until their successors are elected and have qualified. Any officer may be removed at any time, with or without cause, by majority vote of the directors. No officer shall hold the same office position for more than two (2) terms in the same capacity. Vacancies in any office shall be filled by majority vote of the directors for the unexpired term of the vacant office.

4.3 Resignation

Any officer may resign at any time by delivering written notice to the Chair, the Secretary, or the registered office of the Authority, or by giving oral notice at any meeting of the directors. Any such resignation shall take effect at any subsequent time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4.4 Chair

The Chair shall preside at all meetings of the Authority, shall have general supervision of the affairs of the Authority, and shall perform such other duties as are incident to the office or are properly required of the Chair by the Authority.

4.5 Vice-Chair

During the absence or disability of the Chair, the Vice-Chair shall exercise all the functions of the Chair. The Vice-Chair shall have such powers and discharge such duties as may be assigned to the Vice-Chair from time to time by the Authority.

4.6 Treasurer

The Treasurer shall have the custody of all monies and securities of the Authority and shall keep regular books of account. The Treasurer shall oversee the disbursement of funds of the Authority in payment of the just demands against the Authority or as may be ordered by the Authority (taking proper vouchers for such disbursements) and shall render to the Authority from time to time as may be required, an account of all transactions undertaken as Treasurer and of the financial condition of the Authority. The Treasurer shall perform such other duties as are incident to the office or are directed by the Chair or by the Authority.

4.7 Secretary

The Secretary shall issue, or cause to be issued, notices for all meetings, except for notices of special meetings of the directors and the Authority which are called by the requisite directors, shall arrange and distribute minutes of all meetings, shall have charge of the seal and the Authority's books, and shall make such reports and perform such other duties as are incident to the office, or are directed of the Secretary by the Chair or by the Authority.

4.8 Past Chair

The Past Chair shall serve on the Authority's Executive Committee, if so created and existing, and shall provide guidance and historic perspective to the Executive Committee during the one-year period after his or her term as Chair, and shall perform other such duties as the board shall require. If the Past Chair's board term has otherwise expired, this requirement shall not compel extending his or her term on the board. If the term has ended, the Past Chair may participate on the Executive Committee as a non-voting "guest," but is not otherwise compelled to do so.

4.9 Temporary Transfer of Powers and Duties

In case of the absence or illness of any officer of the Authority, or for any other reason that the directors may deem sufficient, the directors may delegate and assign, for a specified time, the powers and duties of any officer to any other director.

ARTICLE 5. CONTRACTS, LOANS, CHECKS, DEPOSITS

5.1 Contracts

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Authority, and that authority may be general or confined to specific instances.

5.2 Loans

No loans shall be contracted on behalf of the Authority and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors.

5.3 Checks, Drafts, Etc.

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Authority shall be signed by the officer or officers, or agent or agents, of the Authority and in the manner as shall from time to time be prescribed by resolution of the Board of Directors.

5.4 Deposits

All funds of the Authority not otherwise employed shall be deposited from time to time to the credit of the Authority in an Authority-controlled financial account. The Board of Directors may authorize any officer or officers, agent or agents, with signature rights to the account.

5.5 Loans to Directors and Officers

No loans shall be made by the Authority to any officer or to any director.

ARTICLE 6. MISCELLANEOUS PROVISIONS

6.1 Books and Records

The Authority shall keep correct and complete books and records of account, minutes of the proceedings of the Board of Directors and, if desired, any committees designated by the Board of Directors, and such other records as may be necessary or advisable.

6.2 Fiscal Year

The fiscal year of the Authority shall be the calendar year or such other fiscal year as may be determined by resolution adopted by the Board of Directors.

6.3 Copies of Resolutions

Any person dealing with the Authority may rely upon a copy of any of the records of the proceedings, resolutions, or votes of the Board of Directors when such records are certified by the Chair or Secretary.

6.4 Amendments to these Bylaws

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted, by the two-thirds affirmative vote of the Board of Directors in so much as they are consistent with the Interlocal Agreement and Charter.

6.5 Form of Seal

The seal of the Authority shall be in such form as the directors shall determine.

6.6 Voting Requirement

Unless specifically declared otherwise, all matters affecting the Authority may be determined by a vote of the directors, voting either in person or by telecommunication in compliance with section 3.5.1.

SECRETARY'S CERTIFICATION

The undersigned, being the Secretary of the Authority, hereby certifies that these bylaws are the bylaws of the University District Public Development Authority, adopted by resolution of the directors on 12th day of FEBRUARY, 2020.

DATED this 19th day of FEBRUARY, 2020.


Secretary