

BYLAWS
OF THE
CENTRAL PUGET SOUND ECONOMIC DEVELOPMENT DISTRICT

ARTICLE I

PURPOSE

Section 1. The Central Puget Sound Economic Development District is a nonprofit corporation organized under the Mutual and Miscellaneous Corporations Act of the State of Washington.

Section 2. The purpose of the Central Puget Sound Economic Development District is economic development coordination. The region's Economic Development District brings together public and private interests to coordinate economic development strategies, provide technical assistance and facilitate economic development funding.

Section 3. The Economic Development District has entered into a Memorandum of Agreement (MOA) with the Puget Sound Regional Council. Under the MOA, the two agencies have consolidated staff services, both to increase government efficiency and further integrate the District's economic development work with the regional growth management and transportation planning of the Regional Council. The District and the Regional Council will retain separate boards to carry out specific federally mandated responsibilities.

Section 4. The Corporation shall have the authority to contract with public and private institutions and corporations to perform appropriate service to its mission. It is authorized to receive money from public and private sources to accomplish the purposes of the corporation.

1 Section 5. The Corporation shall have the authority to place any unused portion of
2 the money it receives into short-term secured investments and to retain the interest income for
3 use in conduct of its regular business.

4 Section 6. The Corporation shall employ such staff and contract for such services as
5 it may deem necessary to accomplish the purposes of the Corporation.

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ARTICLE II

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BOARD OF DIRECTORS

9 Section 1. The affairs of the Corporation shall be managed by a Board of Directors
10 comprised of government and non-government representatives as defined below.

11 Section 2. A majority of the total seats on the Board of Directors shall be filled by
12 those representing general-purpose local governments. “General-purpose local governments”
13 include all county, city, town, and tribal governments. It does not include port districts.

14 Section 3. Four seats on the Board of Directors shall be filled by representatives of
15 member counties as follows: King County shall have two seats on the Board; Pierce and
16 Snohomish Counties shall each have one seat on the Board. The method of appointment is at the
17 discretion of the appointing jurisdiction.

18 Section 4. Seats on the Board of Directors shall be filled by representatives of
19 member cities and towns. The Regional Center of the central Puget Sound region, the city of
20 Seattle, shall have two seats. The Metropolitan Centers, which are the cities of Bellevue,
21 Bremerton, Everett and Tacoma, shall each have one seat. For the Regional Center and
22 Metropolitan Center seats, the method of appointment is at the discretion of the appointing
23 jurisdiction.

1 Section 5. In this section, “remaining” refers to all the member cities and towns in a
2 county not specifically assigned seats in Article II, Section 4 of these bylaws. For appointments
3 described in this section, the method of appointment is at the discretion of the members
4 immediately concerned. One seat shall be filled by a representative of Kitsap County. One seat
5 shall be filled by a representative of the remaining member cities and towns in Kitsap County.
6 Two seats shall be filled by representatives of remaining member cities and towns in King
7 County. One seat shall be filled by a representative of remaining member cities and towns in
8 Pierce County. One seat shall be filled by a representative of remaining member cities and
9 towns in Snohomish County.

10 Should the members immediately concerned not agree on a method of appointment, any
11 one member concerned may request initiation of a dispute resolution process. Once the dispute
12 resolution process has been initiated, the members concerned shall for thirty (30) days seek a
13 mutually acceptable accommodation of their differences among themselves, or when requested
14 by any member concerned, with the assistance of an independent intervener or third party
15 appointed by the Board. After thirty (30) days has passed, the dispute resolution process will be
16 deemed resolved when a weighted vote of the applicable members show that members
17 representing two-thirds (2/3) of the represented population agree to a particular method of
18 appointment. The method chosen must not place additional requirements, beyond those
19 enumerated in the Bylaws, on members prior to consideration for or service on the Board.

20 Section 6. Federally recognized tribal governments shall have at least one seat and
21 not more than seven seats on the Board of Directors.

1 Section 7. At least 25 percent of the total seats on the Board of Directors shall be
2 filled by those who are neither elected officials of a general purpose unit of local government, or
3 employees of such who have been appointed to represent the government.

4 Section 8. Seats on the Board of Directors shall be filled by representatives of the
5 ports of Bremerton, Everett, Seattle and Tacoma: the method of appointment is at the discretion
6 of each Port Commission.

7 Section 9. One seat shall be filled by a representative of the Washington State
8 Department of Commerce; the method of appointment is at the discretion of that agency.

9 Section 10. The non-government seats on the Board shall be filled as follows: the four
10 county Economic Development Councils/Economic Development Board will have permanent
11 seats on the Board, each shall be represented by their respective Presidents, Executive Directors
12 or Board members. The four county Workforce Development Councils shall have one seat on
13 the Board, with representation decided by those organizations. A representative of organized
14 labor shall have one seat on the Board. A representative from a regional or subregional Chamber
15 of Commerce shall have one seat on the Board. The Board President may fill any remaining
16 positions to ensure adequate representation by appointment subject to ratification by the Board.
17 All appointments shall conform to the following criteria: non-governmental Directors shall be
18 selected so as to create a diverse Board; meet Economic Development Administration
19 requirements, including representation of business, labor, women, people with disabilities and
20 racial minorities; and include representation of the region's cluster industries, research
21 institutions and institutions of higher education.

1 Section 11. The President of the Puget Sound Regional Council shall serve as an ex-
2 officio, non-voting member of the Board, unless they are designated as the official voting
3 member from their jurisdiction.

4 Section 12. Except in the case of members that have no elected officials on their
5 governing body, each Board member representing a government shall be an elected official.
6 Each Board member must have one designated alternate who shall have all powers and privileges
7 of the representative. Each elected official must have an alternate who is also an elected official.
8 An elected Board member may have an additional alternate who is not an elected official. These
9 staff alternates may attend Board meetings; their attendance counts when determining a quorum
10 if neither the Board member they represent or that member's elected alternate is in attendance.
11 The staff alternate can also vote at regular Board meetings, except at meetings that the Board
12 approves a final budget, makes a major adjustment to the budget, or approves a final ranking of
13 economic development projects for which to seek funding. Appointment of Board members and
14 alternates representing government bodies that have no elected officials shall be at the discretion
15 of the respective government.

16 Section 13. The name, address and phone number of all Board members and their
17 designated alternates shall be filed in writing with the Board of Directors.

18 Section 14. Notice of meetings stating the place, day and hour of the meeting, and in
19 the case of a special meeting, the purpose or purposes for which the meeting is called, shall be
20 mailed, e-mailed, faxed or delivered personally not less than seven nor more than fifty days
21 before the date of the meeting to each Board member entitled to vote at such meeting. Notice of
22 regular meetings other than annual may be made by providing each member with the adopted
23 schedule of regular meetings for the ensuing year at any time after the annual meeting and ten

1 days prior to a regular meeting and at any time when requested by a member. Agendas with
2 supporting materials shall be mailed, e-mailed or delivered at least seven (7) days in advance of
3 all regularly scheduled meetings; however, if the President or Board determines that an
4 emergency exists, either may make a finding to that effect, in which event a special meeting may
5 be held, provided that notice in writing, or via telephone, FAX or e-mail, is delivered to each
6 Board member at least three (3) work days in advance. The agenda for a special meeting shall be
7 limited to those items specified in the notice.

8 Members may participate in any meeting of members by any means of communication by
9 which all persons participating in the meeting can hear each other during the meeting. A
10 member or shareholder participating in a meeting by this means is deemed to be present in
11 person at the meeting. Any meeting, regular or special, will include a public meeting space
12 where members or the public can listen and participate in the meeting.

13 Section 15. Quorum: Attendance by forty percent of voting members of the Board
14 shall constitute a quorum.

15 Section 16. Voting: All actions and recommendations of the Board shall be approved
16 by a simple majority of the voting members present. Each member of the Board shall possess
17 one vote on matters coming before the Board.

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ARTICLE III

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TERM

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Section 1. Directors shall serve for a term of two years, except those that represent
the four county Economic Development Councils and Board, who may serve as long as they
serve at their organization. All Directors' terms shall commence with the Annual Meeting;

1 provided, however, that the terms of one half of the non-governmental Directors serving two-
2 year terms shall commence on alternate years. Directors may be reappointed.

3 Section 2. All appointments shall be formally conveyed to the Executive Director,
4 who shall make proper notification of such appointment to the persons so appointed and shall
5 maintain a current roster of active members.

6 Section 3. Vacancies on the Board of Directors and on any standing committee by
7 reason of the death, resignation, or removal of a director may be filled for the remainder of the
8 unexpired term by the person, governmental authority or non-governmental organization having
9 the power of appointment over the seat vacated.

10 Section 4. The number of Directors may be increased or decreased from time to time
11 by amendment to the Bylaws, provided that no decrease in number shall have the effect of
12 shortening the term of any incumbent director. Any Directorship to be filled by reason of an
13 increase in the number of Directors may be filled by the President, with ratification by the Board
14 of Directors.

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ARTICLE IV

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COMMITTEES

18 Section 1. There shall be an Executive Committee as shall be appointed by the
19 President of the Board of Directors, with ratification by the Board.

20 Section 2. The Executive Committee, to the extent provided in these Bylaws, shall
21 have and exercise the authority of the Board of Directors in the management of the affairs of the
22 Corporation between regular meetings of the Board; Provided, that such committee shall not
23 have the authority of the Board of Directors in reference to altering, amending, or repealing the

1 Bylaws; or, amending or repealing any resolution of the Board of Directors which by its terms
2 provides that it shall not be amended, altered or repealed by such committee. The Committee
3 shall be appointed by the President with ratification by the Board. The Executive Committee
4 members shall serve for terms of one year, with the term beginning with the completion of the
5 Board's annual meeting.

6 Section 3. In addition, the President may appoint or the Board may require the
7 President to appoint ad hoc or standing Board committees to advise or assist the Board in its
8 function. Ad hoc Board Committees shall have a specific charge, within a given time frame,
9 with a required and stated product, and shall cease to exist after their function is performed. The
10 members of all Board committees shall be recommended by the President to the Board for
11 approval and membership of such committees may include elected officials, local government
12 staffs, citizens, professionals in the field, or other experts.

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14 **ARTICLE V**

15 **ELECTION OF OFFICERS**

16 Section 1. The officers of the Board of Directors shall be a President, Vice President,
17 Secretary and Treasurer. At least one month in advance of the annual meeting of the Board, the
18 President shall appoint a committee, with ratification from the Board, to nominate candidates for
19 the offices of President and Vice-President. Such nominations shall be presented to the Board at
20 its annual meeting for the Board's action. Additional candidates may be nominated at the same
21 meeting by any regular member. Following the election, the President and the Vice-President
22 shall immediately take office for a term of two years. The Vice-President shall serve as both the

1 Vice-President and Treasurer of the Corporation. The Executive Director shall serve as
2 Secretary of the Corporation.

3 Section 2. In the event of a vacancy in the office of President, the Vice-President
4 shall automatically succeed to the President. A vacancy occurring in the office of Vice-President
5 for any reason, including succession, is filled by election of a replacement to serve for the
6 unexpired portion of the term.

7 Section 3. An acting President may be appointed by the Directors present to serve
8 during the absence of the officers from any meeting.

9 Section 4. The Board of Directors may retain legal counsel to advise it and carry on
10 the legal affairs of the Corporation.

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ARTICLE VI

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DUTIES OF OFFICERS

14 Section 1. The President is the chief executive of the Board and the President of the
15 Executive Committee. The President shall have all the powers and duties usually incident to
16 such office and is responsible for the appointment of all committees. The President shall retain
17 the full right and responsibility of partaking in all deliberations and voting thereon.

18 Section 2. The Vice-President shall assume the duties and the responsibilities of the
19 President in that person's absence.

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ARTICLE VII

1 MEETINGS

2 Section 1. The Annual Meeting shall be the regular meeting of the Board of Directors
3 held in March.

4 Section 2. The Board shall designate a date and time for its meetings. Regular
5 meetings of the Board of Directors shall be held a minimum of four (4) times each year;
6 provided, however, that one of the meetings shall be designated the Annual Meeting and shall be
7 held in the month of March, and that all meetings are coordinated with the Puget Sound Regional
8 Council’s Executive Board. Meetings shall be held at the Puget Sound Regional Council offices.
9 Notice of regular meetings of the Board of Directors shall be made by providing each director
10 with the adopted schedule of meetings for the ensuing year at any time after the Annual Meeting
11 and ten days prior to the next succeeding regular meeting and at any time when requested by a
12 member.

13 A regular meeting which falls on a legal holiday ordinarily shall be held on the next
14 succeeding business day. If the business at a regular meeting cannot be completed, the Board
15 may designate a time for an adjourned meeting or may hold the business over to the next regular
16 meeting.

17 Section 3. Special meetings of the Board may be called by the Board, by the
18 President, or in the President’s absence, by the Vice-President; or upon the request of two Board
19 members, providing those members are from different counties. A regularly scheduled meeting
20 held at a location other than the Regional Council offices shall be considered a special meeting.

21 Section 4. Except as modified by the Bylaws of the Corporation or rules of
22 procedure, all meetings shall be conducted in accordance with the current edition of “Robert’s
23 Rules of Order.”

1 Section 5. At any meeting where there is less than a quorum, the Directors present
2 shall have authority to establish a date for an adjourned meeting.

3 Section 6. Notice of each special Board meeting shall be delivered personally,
4 telephoned, e-mailed, faxed or mailed to each Director at the address shown on the Corporation's
5 records.

6 Section 7. To ensure appropriate notice, public involvement, and effective regional
7 decision-making, all meetings of the Board will be conducted consistent with the Puget Sound
8 Regional Council's adopted Public Participation Plan. All meetings of the Board shall conform
9 to the Open Public Meetings Act, RCW 42.30. The Board shall adopt procedures to ensure
10 appropriate notice of all meetings of the Economic Development District.

1 ARTICLE VIII

2 MINUTES AND RECORDS

3 Section 1. Actions of the Board requiring written execution, such as formal
4 resolutions, may be drawn up after the action has been taken; and the signature of the President
5 shall be sufficient to validate such resolutions or documents.

6 Section 2. Minutes shall contain a record of all actions of the Board. Maps, reports
7 and other documents constituting an integral part of the Minutes may be identified by reference,
8 provided such exhibits are filed for public record. Minutes shall be signed by the Executive
9 Director when validated by the signature of the President and approved by the Board.

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11 ARTICLE IX

12 EXECUTIVE DIRECTOR

13 The District has entered into a Memorandum of Agreement with the Puget Sound Regional
14 Council, wherein the Regional Council provides certain personal services, including providing
15 services of an Executive Director. The Executive Director shall have the following duties and
16 responsibilities:

17 Section 1. The Executive Director shall be responsible for overall supervision and
18 management of the business of the Central Puget Sound Economic Development District
19 including, without limitation of the foregoing: keeping a written record of all actions of the
20 Board; receiving monies payable to the Central Puget Sound Economic Development District
21 and disbursement thereof as authorized by the Board; maintaining accurate and complete
22 accounts of all receipts and disbursements; supervising all studies and programs authorized by
23 the Central Puget Sound Economic Development District; supervising all staff, including the

1 hiring and firing of staff; and performing such other duties as may be assigned to the Executive
2 Director from time to time by the Board, or the President.

3 Section 2. The Executive Director shall have authority to execute contracts in the
4 name of the Central Puget Sound Economic Development District which are in conformance
5 with the approved work program and budget and which are in the amount of ten thousand dollars
6 (\$10,000) or less without the prior approval of the Board. Upon execution of such contracts, the
7 Executive Director shall notify the President and such committees as the Board may prescribe
8 from time to time. A contract in which the Central Puget Sound Economic Development District
9 is party and which is in the amount of greater than ten thousand dollars (\$10,000) shall require
10 the prior approval of the Board before execution by the Executive Director.

11 Section 3. The Executive Director shall prepare, under direction of the Board or
12 committee thereof, an annual work program and budget.

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ARTICLE X

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WORK PROGRAM AND BUDGET

16 Section 1. The work program and budget shall be presented to the Board for review,
17 revision, and adoption.

18 Section 2. The Board shall control all expenditures in accordance with the adopted
19 work program and budget and shall have the power to amend the work program and budget to
20 meet unanticipated needs or changed conditions.

21 Section 3. The fiscal year of the Economic Development District shall begin July 1
22 and end June 30.

1 ARTICLE XI

2 PUBLIC PARTICIPATION

3 The District shall seek involvement in its planning process of the general public,
4 community and neighborhood organizations in urban and rural areas, large and small private
5 sector interests, and local, regional and state government.

6 Section 1. The District shall establish a citizen participation plan providing for early
7 and continuous public participation in the development and amendment of the comprehensive
8 economic development strategy. The EDD Board may choose to use the plan of the Puget Sound
9 Regional Council.

10 Section 2. The plan shall cover a broad range of public information and participation
11 opportunities, including dissemination of proposals and alternatives, process for written
12 comments, public meetings after effective notice, settings for open discussion, communication
13 programs, information services, and consideration of and response to public comments.

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15 ARTICLE XII

16 OPEN MEETINGS

17 To ensure appropriate notice, public involvement, and effective regional decision-
18 making, all meetings of the Economic Development District will be conducted consistent with
19 the EDD's adopted Public Participation Plan, as provided for in Article XI of these Bylaws. In
20 addition, the Council will ensure that, at a minimum, the specific meetings noted below, in
21 Section 1 of Article XII, are conducted in accordance with the state Open Public Meetings Act.

