

**EDMONDS  
PUBLIC FACILITIES  
DISTRICT  
AMENDED AND RESTATED  
BYLAWS**

**AMENDED AND RESTATED BYLAWS  
OF THE  
EDMONDS PUBLIC FACILITIES DISTRICT**

**ARTICLE I  
MEMBERSHIP**

**Section 1.1. Board Tenure.** For the purpose of determining Board member tenure, each Board member's term shall commence on June 1 and shall be for a period of four years. The start of each Board member's four-year term shall be determined based on the following dates:

Position 1: June 1, 2001

Position 2: June 1, 2001

Position 3: June 1, 2002

Position 4: June 1, 2003

Position 5: June 1, 2004

The a listing of expiration dates for each position shall be maintained by the Executive Director.

**Section 1.2. Vacancies.** A vacancy, or vacancies, on the Board shall be deemed to exist in the case of any Board member's death, disability, resignation, or removal as provided in the District's Charter. A vacancy caused by resignation shall be deemed to exist upon the effective date of the resignation, with no formal acceptance thereof necessary. Vacancies of the Board shall be filled by the Edmonds City Council as provided in the Charter.

**Section 1.3. Terms of Service.** No member of the Board shall serve more than eight (8) consecutive years as a member of the Board (the "Term Limit"); except when a member is appointed mid-term to fill a vacant position the appointee may serve out this partial term and then be eligible to serve two (2) additional four (4) year terms; and except that members of the Board serving four (4) year terms at the time the District adopts the Term Limit shall be permitted to serve the remainder of their current terms unless they resign, or are removed, pursuant to the District's Charter.

**Section 1.4. Removal From the Board.** A Board member may be removed by the City Council or by majority vote of a quorum of the Board when authorized by the District's Charter.

## ARTICLE II

### OFFICERS AND COMMITTEES

**Section 2.1. Officers Designated.** The officers of the Board shall be a President, Vice-President/Secretary, and Treasurer. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board. No person may simultaneously hold more than one office. In addition .to the powers and duties specified below, the officers shall have such powers and perform such duties as the Board may prescribe.

**Section 2.2. Election, Qualification, and Term of Office.** The President and Vice-President/Secretary shall be elected by the Board from among its members. The Treasurer shall be the City of Edmonds Finance Director and shall serve as an ex officio member of the Board. Except for the Treasurer, the officers shall be elected by the Board at the first regular meeting after June 1, and each officer shall hold office for a one-year term and until his or her successor is elected. Officers may, at the discretion of the Board, hold their respective offices for successive terms.

**2.2.1. Executive Director.** The Board may at its discretion appoint an Executive Director to serve as chief administrative officer of the District and said Executive Director shall be subject to supervision by the Board. The Executive Director shall have such powers and perform such duties as may be prescribed from time to time by the Board, and shall be entitled to notices of all meetings of the Board; PROVIDED, however, that the Executive Director shall not be entitled to be present during any discussions relating to his or her employment or performance unless permitted by the Board. The Executive Director shall have primary responsibility for all matters involving day-to-day operations of the District, and shall make recommendations to the Board on practices, policies and programs of the District. The Executive Director shall be the District's registered agent for purposes of service of process. The District may contract with the City for the services of an Executive Director. In the absence of an Executive Director, all powers otherwise delegated to the Executive Director may be exercised by the President of the Board.

**Section 2.3. Powers and Duties.** The officers of the Edmonds Facilities District ("District") shall have the following duties:

**(a) President.** The President shall serve as the ceremonial head of the District and shall preside over all Board meetings. In the absence of the Executive Director, the President shall, subject to the control of the Board, exercise general supervision, direction, and control of the business and affairs of the District. On matters decided by the District, unless otherwise required under Interlocal Agreement or by the Charter of the District, the signature of the President alone is sufficient to bind the District.

**(b) Vice-President/Secretary.** In the absence of the President, the Vice-President/Secretary shall serve as ceremonial head of the District and perform all duties of the President as provided for under these Bylaws. The Vice-President/Secretary shall keep or direct others to keep a full and complete record

of the meetings of the District Board of Directors, meetings of Board committees, and meetings of the officers with appropriate minutes, shall make service of such notices as may be required, shall supervise the keeping of the books, other records, ledgers and

other written documents comprising the business and purpose of the District and shall discharge such other duties as pertain to the office as may be prescribed by the District Board of Directors.

**(c) Treasurer.** The Treasurer shall be the City of Edmonds Finance Director and shall serve as an ex officio member of the Board as provided for in Section 2.2 of these Bylaws. The Treasurer shall receive and faithfully keep all funds of the District and deposit the same in such bank or banks as may be designated by the District Board of Directors. The Treasurer shall also discharge such other duties as may be prescribed by the District Board of Directors. Before taking office, the Treasurer shall file a bond in an amount determined by the District with the Secretary of the District and shall continue in office only so long as such bond continues in effect.

**Section 2.4. Establishment of Committees.** The Board may, by resolution, designate from among its members one or more committees, consistent with these Bylaws, the Charter, and the Interlocal Agreement.

**Section 2.5. Removal From Office.** Upon reasonable prior notice to all Board members of the alleged reasons for dismissal, the Board, by an affirmative vote of the majority of the quorum, may remove any officer of the Board from his or her office whenever in its judgment the best interests of the District will be served thereby. An officer so removed shall continue to serve on the Board until or unless removed therefrom by the City Council.

### ARTICLE III

#### MEETINGS

**Section 3.1. Regular Board Meetings.** Regular Board meetings shall be held on the fourth Thursday of each month at Edmonds Center for the Arts or as set forth by separate Board Resolution. At any regular meeting of the Board, any business may be transacted, and the Board may exercise all of its powers and as required by the Open Public Meetings Act.

**Section 3.2. Special Board Meetings.** Subject to the Charter, special meetings of the Board may be held at any place and at any time whenever called by the President or a majority of the members of the Board.

**Section 3.3. Notice of Regular Board Meetings.** Subject to the Charter, no notice of regular meetings shall be required, except for the first regular meeting after any change in the time or place of such meeting adopted by resolution of the Board as above provided. Notice of such changed, regular

meeting shall be given by personal communication over the telephone to each Board member at least 24 hours prior to the time of the meeting or by at least three days' notice by mail, email, or written communication. If mailed, notice shall be mailed by United States mail, postage prepaid, to the last known address of each Board member and be deemed delivered on receipt. In addition, the District shall routinely provide reasonable notice of meetings to the City of Edmonds and to any individual specifically requesting such notice in writing.

**Section 3.4. Notice of Special Board Meetings.** Notice of all special meetings of the Board shall be given by the person or persons calling the special meeting by delivering personally or by e-mail written notice at least 24 hours prior to the time of the meeting to each Board member, and to each local newspaper of general circulation and to each radio or television station that has requested notice as provided in RCW 42.30.080. In addition, the District shall provide notice of special meetings to the City of Edmonds and to any individual specifically requesting it in writing.

The time and place of the special meeting and the business to be transacted must be specified in the notice. Final disposition shall not be taken at such meeting on any matter not referenced in the notice.

**Section 3.5. Waiver of Notice.** Notice as provided in Sections 3.3 and 3.4 hereof may be dispensed with as to any member of the Board who, at or prior to the time the meeting convenes, files with the Board of the District a written waiver of notice or who is actually present at the meeting at the time it convenes. Such notice may also be dispensed with as to special meetings called to address an emergency involving injury or damage to persons or property or the likelihood of such injury or damage, where time requirements of such notice would make notice impractical and increase the likelihood or severity of such injury or damage. Notice concerning proposed amendments to Bylaws, and votes on such amendments, may not be waived.

**Section 3.6. Procedure.** Robert's Rules of Order shall be final authority on all questions of procedure and parliamentary law not otherwise provided by statute, Charter or these Bylaws; PROVIDED, that with the concurrence of three (3) members, such rules may be waived or modified. PROVIDED FURTHER, that failure to follow said rules will not in itself constitute sufficient grounds for invalidating any Board action.

**Section 3.7. Public Comment.** Opportunity for public comment (either orally or written) at Board meetings shall be provided as required by the Open Public Meetings Act. The Board in its sole discretion, may determine how public comment is received by the Board consistent with the requirements of the Open Public Meetings Act.

**Section 3.8. Proxies Prohibited.** Votes may be cast at Board meetings only by members of the Board in attendance at the meeting. Voting by proxy shall be prohibited.

**Section 3.9 Remote Attendance.** Board members may attend Board meetings remotely via telephone or other electronic means and all board members have access to all documentation that is available for action items. Where board members are participating remotely, the President should state for the record the names of those board members attending the meeting remotely. The President should then ask if the board member(s) attending remotely can hear the President. The President should subsequently ask the other board members and the public if they can hear the board member(s) participating remotely.

## ARTICLE IV

### AMENDMENTS TO BYLAWS

#### **Section 4.1. Proposals to Amend Bylaws.**

(a) Proposals to amend the Bylaws shall be presented in a format which strikes over material to be deleted and underlines new material.

(b) Any Board member may introduce a proposed amendment to the Bylaws (which may consist of new Bylaws) at any regular meeting, or at any special meeting of which 30 days' advance notice has been given. The Board may waive the notice time periods set forth in this Section upon the unanimous affirmative vote of all Board Members present at any regular meeting, or at any duly noticed special meeting.

**Section 4.3. Board Approval of Amendments to Bylaws.** Resolutions of the District approving amendments to the Bylaws by unanimous vote of a quorum may be implemented at such time as selected by the District in the Resolution without further action. Copies of amendments to the Bylaws shall be filed with City of Edmonds City Clerk as public records.

## ARTICLE V

### ADMINISTRATIVE PROVISIONS

**Section 5.1. Books and Records.** The District shall keep current and complete books and records of account and shall keep minutes of the proceedings of its Board and its committees.

**Section 5.2. Indemnification of Board Members.** The District shall defend and indemnify its present and former Board members and officers and their successors, spouses and marital communities for acts taken in furtherance of their duties as Board members or officers to the full extent authorized by law and the Charter. In addition, the right of indemnification shall inure to each Board member or officer and his or her spouse and marital community upon his or her appointment to the Board and in the event of his or her death shall extend to his or her heirs, legal representatives and estate. Each person who shall act

as Board member or officer of the District shall be deemed to do so in reliance upon such indemnification and such rights shall not be exclusive of any other right which he or she may have.

**Section 5.3. Principal Office.** The principal office and mailing address of the Edmonds Public Facilities District shall be the Edmonds Center for the Arts, 410 Fourth Avenue North, Edmonds, Washington 98020.

**Section 5.4. Fiscal Year.** The Fiscal Year of the District shall begin January 1 and end December 31 of each year, except the first fiscal year which shall run from the date the Charter was issued to December 31, 2001.

## **ARTICLE VI**

### **APPROVAL OF BYLAWS**

Adopted by the Edmonds Public Facilities District Board of Directors on June 26, 2001 and amended on July 22, 2022.