

**SOUTH SNOHOMISH COUNTY PUBLIC FACILITIES DISTRICT
Bylaws**

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ARTICLE I NAME

Section 1. Name

The official name of this organization is the South Snohomish County Public Facilities District, and may be referred to in these Bylaws as the "Public Facilities District" or "District" or "PFD."

ARTICLE II OFFICIAL SEAT AND PRINCIPAL OFFICE

Section 1. Official Seat And Principal Office

The official office of the South Snohomish County Public Facilities District shall be located in the State of Washington at such place as may be fixed from time to time by the Board of Directors upon resolution.

ARTICLE III AUTHORITY

Section 1. Historical Background

The South Snohomish County Public Facilities District was established under the authority of the Laws of the State of Washington, Chapter 165, Laws of 1999, pursuant to Ordinance 2266 of the City Council of the City of Lynnwood, passed August 24, 1999.

Section 2. Powers And Duties

The South Snohomish County Public Facilities District shall have all the powers specified by Chapter 165, Laws of 1999, Laws of the State of Washington, together with any other authority which may hereafter be conferred upon them by the laws of the State of Washington. The exercise of such authority shall be subject to each and all the limitations expressed in legislative enactment or enactments.

Section 2 of Chapter 165, Laws of 1999, Laws of the State of Washington, sets forth the explicit purposes of a public facilities district:

- A PFD is authorized to acquire, construct, own, remodel, maintain, equip, repair, finance and operate one or more "regional centers."
- Regional center includes a convention center, conference center, special events center, or any combination thereof, and related parking facilities.

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- Regional center must serve a "regional population," which is presumed if the "state and local investment" in the construction, improvement or rehabilitation of the regional center is at least \$10 Million.

A public facilities district may be formed by a group of contiguous cities pursuant to interlocal agreement under Chapter 39.34 Revised Code of Washington. If a multi-jurisdictional public facilities district is formed, the Board of the South Snohomish County Public Facilities District would take appropriate steps to coordinate its duties with a multi-jurisdictional public facilities district.

ARTICLE IV BOARD OF DIRECTORS

Section,1. Board

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Public Facilities District shall be managed under the direction of, the Board of Directors (herein "Board").

Section 2. Board Directors

As required by state law, the South Snohomish County Public Facilities District shall be governed by a Board of Directors consisting of five (5) directors (referred to herein as "director") who shall be appointed by the City Council of the City of Lynnwood for terms as prescribed by State Law and filled by the City Council. The City of Lynnwood Finance Director shall be an ex officio director of the Board. Any person appointed by the City of Lynnwood City Council or the Board to serve as an alternate Board director shall serve in that capacity.

Section 3. Presumption Of Assent

A director who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless:

- a) The director objects at the beginning of the meeting, or promptly upon the director's arrival, to holding it or transacting business at the meeting;
- b) The director's dissent or abstention from the action taken is entered in the minutes of the meeting; or,

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- c) The director delivers written notice of the director's dissent or abstention to the presiding officer of the meeting before its adjournment or to the District within a reasonable time after adjournment of the meeting. The right of dissent or abstention is not available to a director who votes in favor of the action taken.

Section 4. Compensation

By resolution of the Board, the directors may be paid their expenses, if any, of attendance at each meeting of the directors as well as be reimbursed for any reasonable and necessary expenses incurred as a result of a director's performance of his/her duties as a director.

ARTICLE V OFFICERS

Section 1. Officers Designated

The elected officers of the Board of the South Snohomish County Public Facilities District shall include a Chair, Vice-Chair and Secretary. In addition, the City of Lynnwood Finance Director shall be the Treasurer of the South Snohomish County Public Facilities District. The City of Lynnwood Director of Community Development, or designee, shall be the Administrative Secretary to the Board.

Section 2. Nominations And Elections Of Officers

Elections of officers shall take place annually at the first regular meeting each year of the South Snohomish County Public Facilities District, or as soon thereafter as the election of officers comes before the Board. Nominations shall be made from the floor. The election shall follow immediately thereafter. A nominee receiving a majority vote of those present shall be declared elected.

Section 3. Term Of Office

The elected officers shall immediately assume their positions at the conclusion of the elections and shall serve one (1) year, or until a successor is elected.

Section 4. Vacancies In Offices

Vacancies in elective offices shall be filled immediately by regular election procedure for the unexpired portion of the term.

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Section 5. Duties Of Officers

A. Chair

The Chair shall be the chief executive officer of the South Snohomish County Public Facilities District and, subject to the direction and control of the Board, shall have general supervision and charge over its property, business, and affairs.

The Chair shall:

- a) preside over the Board of the South Snohomish County Public Facilities District and exercise all the powers incident to the office, retaining however, the full right as a director of the Board to have a vote recorded in all deliberations of the Board, to propose motions and to second motions.
- b) set agendas
- c) may call special meeting of the Board in accordance with the Bylaws,
- d) execute documents and notices relating to procedural affairs,
- e) sign and execute contracts in the name of the District, subject to authorization by the Board, and see to it that all actions of the Board are properly taken.

B. Vice-Chair

During the absence, disability or disqualification of the Chair, the Vice-Chair shall act in the Chair's place and stead and shall all the powers and authority of the Chair, except as limited by resolution of the Board. The Vice-Chair shall retain the full right as a director of the Board to have a vote recorded in all deliberations of the Board, to propose motions and to second motions.

C. Secretary

The Secretary shall:

- a) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;

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- b) shall be custodian of the Corporate Seal;
- c) and shall perform such other duties as are incident to his/her office or as are assigned to him/her by the Board of Directors or by the Chair.

D. Treasurer

Subject to the direction and control of the Board, the Treasurer shall:

- a) shall receive and have custody of all the funds and securities of the District;
- b) shall keep adequate and correct accounts of the District's properties and business transactions;
- c) shall perform such other duties as may be required of him/her by the Board of Directors or by the Chair;
- d) shall render reports on the condition of the finances of the District at such times as may be required, and shall make a full annual financial report to be presented to the Board as directed by the Board.

E. Administrative Secretary

The Administrative Secretary to the Board shall provide staff services, including keeping minutes of all proceedings to the Board as may be required from time to time and as agreed to by the Director of Community Development of the City of Lynnwood.

F. Other Officers

In addition to the foregoing officers, the Board of Directors may from time-to-time, elect such other officers as they may see fit, with such duties as the Board may deem proper.

ARTICLE VI EXECUTION OF INSTRUMENTS

The Board of Directors may, in its discretion, determine the method and designate the signatory officer or officers, or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except where otherwise provided by law, and such execution or signature shall be binding upon the District.

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ARTICLE VII RECORDS AND REPORTS

Section 1. Records Of Corporate Meetings And Share Register

The District shall keep, at its principal office, (1) records of all the proceedings of the Board, and, (2) a record of directors, and (3) such other records as may be maintained by the Board.

Section 2. Copies Of Resolutions

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

Section 3. Books Of Account

The District shall keep appropriate and complete books of account.

Section 4. Money

All monies received by the District for any purpose whatsoever shall be deposited in an account in any commercial bank by the Board of Directors and all withdrawals from such account shall be by check and to be signed by an officer or officers of the District as may be from time-to-time designated by the Board of Directors. Funds may be combined with funds held by the City of Lynnwood.

Section 5. Inspection Of Books And Records.

All books and records provided for by statute shall be open to inspection of the directors and members of the public from time-to-time upon reasonable notice.

ARTICLE VIII MEETINGS

Section 1. Regular Meetings

The Board shall meet at such place on such day as shall from time to time be fixed by resolution of the Board. The Chair shall have the authority to change the location of a meeting upon notice to the directors. No notice of regular meetings of the Board shall be necessary.

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- a) If the regular meeting falls on a legal holiday, that meeting shall automatically be held on the next day which is not a holiday unless the Board, by formal action, sets a special meeting day.
- b) A quorum of the Board may, at any regular meeting, substitute another day for the regular meeting of the following month and shall cause notice to be given thereof in the manner provided for notice of a special meeting day.
- c) If, for any reason, the business to be considered at a regular or special meeting day cannot be then completed, the Board may at such meeting recess and designate the time to reconvene to consider the uncompleted matters, provided that such action shall be publicly announced at the meeting, and notice thereof shall be immediately posted in a conspicuous place in the Lynnwood City Hall. Provided further that if such reconvened meeting is not held on a regular meeting day, notice thereof shall be given in the manner provided for notice of a special meeting day.

Section 2. Special Meetings

Special meetings may be called at any time by the Chair or, in the Chair's absence, by the Vice-Chair, or by a majority of the directors of the Board, by delivering personally, electronically, personal communication by telephone, or by mail, written notice to each director of the Board; and to each local newspaper of general circulation, and to each local radio or television station which has on file with the Board or the City of Lynnwood a written request to be notified of such special meeting or of all special meetings of the Board or City Council, and/ or to whom the City of Lynnwood regularly gives notice of special meetings. Such notice must be delivered at least twenty-four (24) hours before the time of such meetings as specified in the notice. The notice shall specify the time and place of the special meeting and the business to be transacted. The Board shall not take final disposition on any other matter at such meetings.

Such written notice may be dispensed with as to any director who at or prior to the time and meeting convenes files with the Secretary of the Board a written waiver of notice. Such written notice may also be dispensed with as to any director who is actually present at the meeting at the time it convenes, unless the director at the beginning of the meeting, or promptly upon the director's arrival, expressly objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting. The notices provided in this section may be dispensed with in the event a special meeting is called to deal with an emergency involving injury or damage to persons or property or the likelihood of such injury or damage, when time requirements of such notice would make notice impractical and increase the likelihood of such injury or damage.

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Section 3. Meetings Open

All regular and special meetings of the Board shall be open and the public shall be permitted to attend, PROVIDED, the Board may meet, deliberate, and take action in an Executive Session as authorized by State Law.

Section 4. Agenda For Regular Meetings

A copy of the agenda for every regular and special meeting of the Lynnwood South Snohomish County Public Facilities District shall be provided each director at or prior to the date of the meeting at which such agenda is to be considered. The agenda should be provided at least 24 hours in advance of a meeting, provided, failure to do so shall not affect action taken by the Board.

The Chair shall set the agenda for any given meeting.

Section 5. Minutes And Records

A record of proceedings of all official meetings shall be recorded and made a part of a permanent public record. The agenda, with a record of action taken and attendance, shall constitute the record of proceedings.

A copy of the records of proceedings taken at any meeting shall be provided to anyone on request.

The minutes of all Board meetings shall include, except in cases of unanimity, a record of individual votes on all matters requiring Board concurrence.

Section 6. Order Of Business

The regular order of business at meetings of the Lynnwood South Snohomish County Public Facilities District shall be:

- A. Call to Order
- B. Approval or Corrections of the Previous Regular Special Meeting Minutes
- C. Announcements
- D. Oral and Written Communications from the Audience
- E. Agenda Review and Action on Agenda Items
- F. Old Business
- G. New Business

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- H. Reports from Directors and Committees
- I. Adjournment

Section 7. Quorum And Approval Of Actions

Three (3) directors of the Board of the South Snohomish County Public Facilities District shall constitute a quorum and shall be necessary for the transaction of any business, PROVIDED, a lesser number may adjourn any meeting from time to time until a quorum is obtained, and no further notice thereof need be given. The directors present at a duly organized meeting may continue to transact business at such meeting and at any adjournment of such meeting, notwithstanding the withdrawal of enough directors from either meeting to leave less than a quorum.

If a quorum is present when a vote is taken, then unless otherwise provided in these Bylaws, decision shall be made by a majority vote.

Section 8. Special Measures For Corporate Action

A. Actions by Written Consent.

Any corporate action required or permitted by the bylaws, or the laws under which this District is formed, to be voted upon or approved at a duly called meeting of the Board of directors, committee of Board directors, may be accomplished without a meeting if one or more unanimous written consents of the respective Directors setting forth actions so taken, shall be signed, either before or after the action taken, by all Directors, or committee directors, as the case may be. Action taken by unanimous written consent is effective when the last Director or committee director signs the consent and the consent is in the possession of the District, unless the consent specifies a later effective date.

B. Meetings by Conference Telephone.

Directors of the Board, or directors of a committee of Directors may participate in their respective meetings by a 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. Participation in a meeting by conference telephone shall constitute presence in person at such meeting.

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Section 9. Robert's Rule

All meetings of the South Snohomish County Public Facilities District shall be conducted in accordance with Robert's Rules of Orders (Scott, Foreman) unless specifically provided otherwise by these Bylaws, or applicable State Statute.

Section 10. Time And Length Of Meetings

The Board meeting shall begin when called to order and continue until adjourned. After one hour, the Board shall hear no new subjects, unless a majority of the Board present should decide otherwise.

Section 11. Motions And Voting

When requested, the Chair shall restate motions before a vote is taken. The names of the maker and second shall be recorded in the minutes of the meeting.

ARTICLE IX: COMMITTEES

Section 1. Establishment Of Committees

The Chair may from time to time establish a committee of the Board to carry out certain specific duties or functions as the Board as the Chair deems advisable. The Chair may appoint or recommend its directors to outside committees.

Section 2. Appointment And Terms Of Committee Directors

The Chair of the South Snohomish County Public Facilities District shall appoint the directors of each committee, not to exceed three (3) directors, and shall name the Chair of each committee.

Section 3. Duration Of The Committee

The committee shall complete its assigned tasks expeditiously and report its findings to the entire South Snohomish County Public Facilities District.

Section 4. Limited Powers

No standing or special committee shall have the power to commit the South Snohomish County Public Facilities District to any action without its submission to the Board of the South Snohomish County Public Facilities District.

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ARTICLE X BOARD DIRECTOR CONDUCT

Section 1. Public Statements

While any director has a right to express personal views and opinions pursuant to Constitutional guarantees of freedom of speech, statements purporting to represent the view or pronouncements of the Board or the South Snohomish County Public Facilities District or committees thereof shall not be made in advance of the Board's final determination of the matter, except as directed or authorized by a majority of the entire Board at any special or regular meeting or public hearing. The Board may appoint one of its directors to issue such statements as the Board deems necessary. This shall not prejudice the right of any dissenting directors to express their minority position.

Section 2. Sharing Of Information

It is in the public interest that, to the greatest extent possible, all directors of the Board should be aware of and act upon the information that is available to other directors. Therefore, all directors are encouraged to place upon the record of the South Snohomish County Public Facilities District the substance of information concerning all matters that come before the Board for action.

Section 3. Conflict Of Interest Or Appearance Of Fairness

If it shall appear to any director at any time that a conflict of interest or an appearance of fairness problem with respect to a matter pending before the Lynnwood South Snohomish County Public Facilities District exists, it shall be the director's duty to openly state the nature of such conflict, and refrain from participating any subsequent deliberation of the Board and the decision-making process with respect to the matter. In the event a question arises concerning whether a conflict of interest or appearance of fairness issues exists, the same shall be determined by a majority vote of the total Board, with the director in question being allowed to vote.

Section 4. Attendance

Regular attendance of South Snohomish County Public Facilities District scheduled regular or special meetings is important and critical to the operation of this District. Each director is responsible for notifying the Chair or Administrative Secretary when a scheduling conflict arises that prevents them from attending a scheduled meeting. In the event that a director cannot actively participate in scheduled regular or special meetings, the director should consult with the Chair or Administrative Secretary to determine if their absence can be accommodated. If the scheduled absence proves disruptive, the director should consider resigning Board position.

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Section 5. Conduct Of Business

The Chair of the South Snohomish County Public Facilities District shall direct the conduct of meetings. A director should seek recognition of the Chair before speaking.

ARTICLE XI BOOKS OF ACCOUNT, MINUTES AND DIRECTOR REGISTER

The District shall keep at its principal office the following: current bylaws; a record of Directors, including names addresses and classes or directorship, if any; correct and adequate records of accounts and finances; a record of officers' and Directors; minutes of the proceedings of the directors, if any, the Board, and any minutes or the proceedings of the Directors, if any, the Board, and any minutes which may be maintained by a committee of the Board. Records may be written, or electronic if capable of being converted to writing. The records shall be opened at any reasonable time to inspection by any Director. Costs of inspecting or copying shall be borne by such Director except for costs of copies of bylaws.

ARTICLE XII POLICIES AND ADMINISTRATIVE PROCEDURES

The Board may, from time to time, formulate and adopt written statements of policy under which the District shall function. The Chair shall be responsible for seeing that the policies are carried out and may present to the Board as an information item administrative procedures, which may then be implemented to carry out Board policies.

ARTICLE XIII INDEMNIFICATION OF DIRECTORS, EMPLOYEES AND OFFICERS

To the extent permitted by law, the District shall protect, defend, hold harmless and indemnify any person who becomes a director of the Board, or employee of the District, and is a party, or is threatened to be made a party, to a proceeding, by reason related to that person's conduct as a director, an officer or employee of the District, against judgment, fines, penalties, settlements and reasonable expenses (including attorneys' fees), incurred by him or her in connection with such proceeding, if such person acted in good faith and reasonably believed his or her conduct to be in the District's best interests; and if, in the case of any criminal proceedings, he or she had no reasonable cause to believe his or her conduct was unlawful.

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The indemnification protection provided herein shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or by contract or by vote of the Board.

The Board may purchase and maintain appropriate insurance for any person to the extent provided by applicable law.

The District may grant a request by such person that the attorney of the District's choosing be authorized to defend said claim, suit or proceeding; and the costs of defense, attorneys' fees, and any obligations for payment arising from such action may be paid from the District's funds.

ARTICLE XIV REIMBURSEMENT

Any compensation received by directors shall only be pursuant to authority provided by Chapter 36.100 RCW. The Board may prescribe by resolution the amounts to be paid directors and/or employees as reimbursement for the use of personal automobiles or other transportation equipment in connection with official duties or travel for approved purposes, or as reimbursement to such director or employee for expenses incurred for lodging, meals or other purposes, or for other reasonable expenses incurred as a result of conducting business on behalf of the Board.

ARTICLE XV AMENDMENT OF RULES

The initial Rules provided for herein may be amended, from time to time, as deemed appropriate, by majority vote, to provide additional or different rules governing the District and its activities as are not inconsistent with law.

ARTICLE XVI CORPORATE SEAL

The Board may elect to provide for a corporate seal, which shall have prescribed thereon the name of the South Snohomish County Public Facilities District, year of formation, and the words "corporate seal."

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ARTICLE XVII FISCAL YEAR

The fiscal year of the District shall be calendar, unless otherwise provide by resolution.
The initial fiscal year shall end on December 31, 1999.

ARTICLE XVIII EFFECTIVE DATE

These Bylaws shall become effective upon execution.

Dated: January 5, 2000

South Snohomish County Public Facilities District

Alison Wo Smig
By: ALISON WO SMIG
Its: Chair

[Signature]
By: CARY SCHMIDT
Its: Secretary

