SPD 16.5000d

# BYLAWS
# OF
# GREATER TACOMA REGIONAL CONVENTION CENTER
# PUBLIC FACILITIES DISTRICT

## ARTICLE I

## MEMBERSHIP

Section 1.1 Board Tenure. For the purpose of determining Board member tenure, the anniversary of the issuance of the Charter shall be _____ of each year.

Section 1.2 Vacancies. A vacancy, or vacancies, on the Board shall be deemed to exist in the case of the death, disability, resignation, or removal of any Board member as provided in the District's Charter.

## ARTICLE II

## OFFICERS AND COMMITTEES

Section 2.1 Officers Designated. The officers of the Board shall be a President, Treasurer, and Secretary, each of whom shall be elected by the Board. 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. Each of the officers shall be elected by the Board from among its members. The officers shall be elected by the Board at the first regular meeting after the term of new or reappointed Board members commences each year, for a one-year term, and each officer shall hold office during said one-year term and until his or her successor is elected. The first officers of the Board shall be elected by the Board at its original meeting.

Section 2.3 Powers and Duties. The officers of the Greater Tacoma Regional Convention Center Public Facilities District ("District") shall have the following duties:

(a) President. Subject to the control of the District Board of Directors, the President shall have general supervision, direction, and control of the business and affairs of the District. On matters decided by the District, unless otherwise required under the Interlocal Agreement or by this Charter, the signature of the President alone is sufficient to bind the corporation.

(b) Treasurer. The Treasurer shall receive and faithfully keep all funds of the District and deposit same in such bank or banks as may be designated by the District Board of Directors. The Treasurer shall discharge such other duties as 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.

(c) Secretary. The Secretary shall keep or authorize others to keep a full and complete record of the meetings of the District Board of Directors, committees, when acting on behalf of the Board, and to the extent they are separate, the meetings of the officers with appropriate minutes; shall keep the seal of the District and affix the same to such papers and such instruments as may be required in the regular course of business, shall make service of such notices as may be necessary or proper, shall supervise the keeping of the books and other records and 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 prescribed by the District Board of Directors.

Section 2.4 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.

Section 2.5 Vacancies. The Board shall fill any office which becomes vacant with a successor who shall hold office for the unexpired term and until his or her successor shall have been duly appointed and qualified.

## ARTICLE III

## MEETINGS

Section 3.1 Regular Board Meetings. Subject to Article XIII, Section 2 of the Charter, regular meetings of the Board shall be held at least annually at a time and place to be determined by the Board by resolution.

Section 3.2 Special Board Meetings. Subject to Article XIII, Section 2 of the Charter, special meetings of the Board may be held at any place 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. Except as provided in Article XIII, Section 2 of the Charter, no notice of the regular meeting shall be required, except of 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 24hours prior to the time of the meeting or by at least three days' notice by mail, telegram or written communication. If mailed, notice shall be mailed by United States mail, postage prepaid, to the last known address of each Board member. In addition, the District shall routinely provide reasonable notice of meetings to any individual specifically requesting it in writing. At any regular meeting of the Board, any business may be transacted and the Board may exercise all of its powers.

Section 3.4 Notice of Special Board Meetings. Notice of all special meetings of the Board shall be given by the Secretary or by the person or persons calling the special meeting by delivering personally or by mail written notice at least 24 hours prior to the time of the meeting to each Board member, to the Manager of the Interlocal Agreement or his or her designee, 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 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 on any other matter at such meetings.

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 deal with 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 of such injury or damage. Notice, as provided in Article XII of the Charter concerning proposed amendments to Bylaws and votes on such amendments, may not be waived.

Section 3.6 Notice to Manager of the Interlocal Agreement. Notice of all meetings and proposed agendas and minutes of all meetings of the Board shall be given to the Manager of the Interlocal Agreement or his or her designee and filed with the Manager of the Interlocal Agreement.

## 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.

Section 4.2 Board Consideration of Proposed Amendments. If notice of a proposed amendment to the Bylaws, and information including the text of the proposed amendment and a statement of its purpose and effect, is provided to members of the Board 15 days prior to any regular Board meeting or any special meeting of which 30 days' advance notice has been given, then the Board 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 Board may not vote on the proposed amendment until the next regular Board meeting or special meeting of which 30 days' advance notice has been given and at least 15 days prior to which meeting such notice and information is provided to Board members. 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 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. Resolutions approving amendments to the Bylaws with less than a

unanimous vote cannot take effect until 10 days after filing with the Manager of the Interlocal Agreement. The President of the District shall file such resolution within three days of its adoption. In any event, copies of the amendments to the Bylaws shall be filed with the Manager of the Interlocal Agreement as a public record.

## 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 having any of the District of the Board.

Section 5.2 Indemnification of Board Members. The District elects to defend and indemnify its present and former Board members and officers and their successors, spouses and marital communities 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 spouses and marital communities 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 of the Greater Tacoma Regional Convention Center Public Facilities District shall be located in Tacoma, Washington, as specified by resolution.

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, 1999.

## ARTICLE VI

## APPROVAL OF BYLAWS

Approved by Resolution No. _____ adopted by the _____ District Board of Directors on _____, 1999.