

**BYLAWS OF THE  
BALLARD BUSINESS IMPROVEMENT AREA  
RATEPAYERS ADVISORY BOARD**

**PREAMBLE**

On October 7, 2016, the City of Seattle (the “City”) approved the formation of a new Ballard Business Improvement Area (the “Ballard BIA”). In accordance with applicable laws and statutes of the City and the State of Washington, the Director of the City’s Office of Economic Development (“OED”) recommended an interim Ballard BIA Ratepayers Advisory Board, which in turn recommended a permanent Ballard BIA Ratepayers Advisory Board (individually, “Board Members,” and collectively, the “Board”) that was approved by the OED Director. These bylaws hereby set forth the Board’s organization, officers, duties and responsibilities (the “Bylaws”).

**ARTICLE I. ORGANIZATION**

Business Improvement Areas are Special Assessment Districts established by ordinance and administered by the City with oversight by ratepayer advisory boards made up of ratepayers within each BIA’s boundaries. The Board shall serve in an advisory capacity to the City in administering the Ballard BIA. The City shall contract with a local non-profit organization (the “Program Manager”) to administer the Ballard BIA and manage its day-to-day operations in accordance with City policies and the annual work plan and budget approved by the Board. Consistent with the Ordinance, the initial Program Manager shall be the Ballard Chamber of Commerce dba the Ballard Alliance.

**ARTICLE II. BOARD MEMBERS**

2.1 Representation. Pursuant to the requirements of City Ordinance No. 125151 establishing the Ballard BIA (the “Ordinance”), the Board shall be as follows: (a) representative of the entire geographic area of the Ballard BIA; (b) representative of all ratepayer classifications and sizes; and (c) consist of residential representatives and commercial tenants. No less than one-third of Board Members shall represent commercial ratepayers and no less than one-third of Board Members shall represent multi-family residential ratepayers. A copy of the Ordinance is attached hereto as Exhibit A.

2.2 Size. The Board shall consist of a minimum of 11 and a maximum of 17 Board Members. The Board may, by resolution, adjust the size of the Board, but in no case shall: (a) any adjustment in size or classes of Members be inconsistent with the requirements set forth in the Ordinance; and/or (b) have the effect of shortening the term of any incumbent Board Member, which by default is one year for purposes of this section, notwithstanding anything to the contrary herein.

2.3 Terms. Consistent with the Ordinance, the initial Board shall recommend persons to the OED Director for appointment to serve staggered terms of one-, two-, and three-year

terms, and at the end of such terms Board Members will each transition to three-year terms. After serving two (2) consecutive three-year terms, a Board Member may not serve another successive three-year term until at least one (1) year has elapsed from his or her last full term end date. Following his or her appointment, a Board Member shall serve until his or her resignation, retirement or dismissal hereunder.

2.4 Officers. The Board shall appoint from the Members of the Board two Co-Chairpersons, and in the absence or unavailability of the Co-Chairpersons, a Presiding Officer (collectively, “Officers”). The specific duties and responsibilities of the Officers are outlined in Article III. The Board may modify the size, scope, titles, or obligations of Officers through a Bylaws amendment pursuant to Article XIII.

2.5 Delegation. The Board may delegate authority to committees, Officers, or to others, as it deems necessary, in order to carry out the Board’s objectives.

2.6 Loans. The Board shall make no loans to a Board Member.

2.7 Removal. A Board Member may only be removed for cause by the affirmative vote of a two-thirds majority of the votes cast by voting Board Members represented in person or by proxy at a meeting of the Board at which a quorum is present.

2.8 Vacancies. All Board vacancies, whether by resignation, death or otherwise, may be filled by the affirmative vote of a simply majority of the votes cast by the remaining Board Members at a meeting of the Board, even if less than a quorum of the Board is present. A Board Member elected to fill a vacancy shall hold office for the un-expired term of his or her predecessor and until a successor is elected. A Board Member who fulfills a vacancy shall not be prevented from subsequently serving up to two (2) consecutive three-year terms in accordance with Section 2.3.

2.9 Board Member Selection Process. Upon the resignation, retirement or dismissal of a Board Member, the Officers, working with the Program Manager, shall solicit names of prospective Board Member nominees (the “Nominees”) from the full Board. The Officers and Program Manager will engage with each Nominee. The Nominee shall be notified of his or her nomination by an Officer and be presented with the qualifications and requirements of the Board’s duties and responsibilities. The Nominee must agree to abide by the requirements, duties and responsibilities of the Board and the Ordinance. Upon confirmation that the Nominee has agreed to the above terms, the Board will meet at either: (a) a regular Board meeting; or (b) if no regular scheduled meeting of the Board is imminent, the Board may elect to have a special meeting. In either case, the nominee shall be appointed by the affirmative vote of a two-thirds majority of the votes cast by voting Board Members represented in person or by proxy at a meeting of the Board at which a quorum is present.

2.10 Remuneration. No compensation shall be paid to Board Members for their service. But by resolution of the Board, expenses for attendance at each regular or special meeting of the Board may be reimbursed, if satisfactory evidence of the expense is submitted.

2.11 Role of Board. The Board shall be responsible for adopting bylaws and policy guidelines; recommending approval of budgets and programs; and for providing advice and consultation to the Director of the City’s Department of Financial and Administrative Services and to the Program Manager, in accordance with these Bylaws and the Ordinance. The Board shall: set priorities in accordance with the Ordinance; develop an annual work plan and budget; address and discuss ratepayer concerns and questions regarding the Ballard BIA; and sponsor an annual ratepayers’ meeting.

2.12 Quorum, Voting, and Meeting Organization. A simple majority of Board Members shall be necessary and sufficient at all meetings to constitute a quorum for the transaction of business. Meetings shall be chaired by at least one Co-Chairperson. In the absence or unavailability of the Co-Chairpersons, the meeting shall be chaired in accordance with Article III. Each Board Member shall be entitled to one vote. Voting by proxy is permitted only in the case of 24 hours’ notice to the Co-Chairperson(s). Proxies must also be Board Members. A Board Member may serve as proxy for only one other Board Member. A vote by a simple majority of the votes cast by the Board Members present at a meeting shall constitute the action of the Board.

2.13 Board Member Responsibilities. To promote the interests of the Ballard BIA in accordance with the Ordinance, Board Members shall be required to attend all Board meetings. If a Board Member is unable to attend a Board Meeting, he or she must provide notice to the Co-Chairpersons at least 24 hours in advance of such meeting, which absence shall be deemed an “Excused Absence” (if no proxy can be secured) or “Attendance in Absentia” (if a proxy can be secured); all other absences shall be deemed “Unexcused Absences.” The Co-Chairpersons must contact errant Board Members in the case of each absence, in order to ascertain reasons for non-attendance. The Board may, in accordance with Article II, consider multiple Unexcused Absences a cause for dismissal. If an individual has three or more Unexcused Absences during a given calendar year, a vote must be called at the beginning of the next Board meeting to discuss the potential dismissal of the errant Board Member.

### **ARTICLE III. OFFICERS**

Officers of the Board are comprised of the Co-Chairpersons and the Presiding Officer. The duties and responsibilities of the Officers of the Board are set forth herein.

3.1 Co-Chairpersons. At least one of the Co-Chairpersons shall preside over the Board, the Board meetings, and the annual meeting of the ratepayers (the “Annual Meeting”). The Co-Chairpersons shall work with the Program Manager in the fulfillment of the work plan and other specific tasks. The Co-Chairpersons shall be responsible for the dissemination to the Board of all reports, including without limitation the annual work plan, financial reporting and committee reports. The Co-Chairpersons will work with the Program Manager to set the agenda for Board meetings and the Annual Meeting, and to recruit Nominees to serve as Board Members. At least one Co-Chairperson will serve on the Program Manager’s governing board.

3.2 Co-Chairperson Terms. To be eligible to serve as a Co-Chairperson, a Board Member must have served a minimum of (2) years as a Board Member, unless such appointment

was made within the first two years of the Board's existence. Co-Chairpersons shall serve staggered two-year terms or until their successors are elected. During initial appointments, one Co-Chairperson shall serve a one-year term, at the end of which a new Co-Chairperson shall be elected to serve a two-year term. After serving two (2) consecutive two-year terms, a Board Member may not serve another successive two-year term as Co-Chairperson until at least one (1) year has elapsed from his or her last full term end date. Co-Chairpersons may be removed only for cause by a majority of the votes cast by voting Board Members represented in person or by proxy at a meeting of the Board at which a quorum is present.

3.3 Presiding Officer. In the absence or unavailability of the Co-Chairpersons, a presiding officer may be appointed to chair meetings of the Board and assume provisional authority commensurate to the Co-Chairpersons (the "Presiding Officer"). Presiding Officers may be selected from the Board by the Co-Chairpersons or by the Board through a simple majority of the votes cast by the Board Members present at a meeting, and in that order. A representative of the Program Manager may also be selected to serve as the Presiding Officer.

#### **ARTICLE IV. COMMITTEES**

The Board may, in its discretion, form committees to accomplish specific tasks to further the mission of the Ballard BIA in accordance with the Ordinance. Any such committee must: (a) be presided over by a Board Member; and (b) include at least one additional Board Member. The Board shall describe the purpose of and time period for each committee formed. Committees will not be vested with any binding authority, but rather, shall serve in an advisory capacity to the full Board. Board Members may also participate in one or more issue-focused committees and subcommittees hosted by the Program Manager, which at least initially shall include the Marketing and Membership Committee, Public Policy Committee, Clean/Healthy/Safe Subcommittee, and Economic Development Subcommittee.

#### **ARTICLE V. MEETINGS**

##### **5.1 Board Meetings**

5.1.1 Regular meetings of the Board shall be scheduled no less than quarterly at a place and time to be determined by the Board in accordance with an annual schedule. Notwithstanding the holding of quarterly meetings, the Board, in its discretion, may elect to meet more frequently in order to meet the needs of the Ballard BIA. At a minimum, Board meetings shall be open to the public, with at least five (5) days' advance notice of the meetings stating the places, dates, and hours of the meetings, posted by the Program Manager on its website and/or any Ballard BIA-focused website. Board meeting agendas shall be made available online at least twenty-four (24) hours in advance of the scheduled meetings.

5.1.2 Special meetings of the Board shall be held at the request of the Program Manager or the Co-Chairpersons, or upon the written request of another Board Member. Notice of such meetings shall be given at least two (2) days in advance of the date of the meeting. If the special meeting is being called at the request of a Board Member, the written request must reach the Co-Chairpersons at least seven (7) business days prior to the requested date of the Board

meeting. The notice shall contain the date, time, location and reason for the special meeting and the business to be conducted.

5.1.3 Any action required or permitted to be taken at a meeting of the Board or a committee thereof, may be taken without a meeting by written consent setting forth the action to be taken, signed by all of the Board Members, or all of the Members of a committee, as the case may be, before such action is taken. A written consent signed by all Board Members, or all of the Members of a committee, shall have the effect of a unanimous vote. Any action may also be ratified after it has been taken, either at a meeting of the Board or by unanimous written consent.

5.1.4 Board Members may participate in a meeting of the Board or a committee thereof by means of telephone conference or similar communication equipment by means of which all persons participating in the meeting can hear each other (including telephone conference calls, webinars, video teleconferencing or any other electronic means), and such participation in a meeting shall constitute presence in person at such a meeting.

5.2 Notice of Meetings. Notice of a special Board or committee meeting stating the place, date and hour of the meeting shall be provided to each Board Member in the form of a record or orally, as provided below. The business to be transacted or the purpose of any special meeting must be specified in the notice of the meeting.

5.2.1 Type of Notice.

(a) Oral Notice. Oral notice may be communicated in person, by telephone, wire or wireless equipment that does not transmit a facsimile of the notice, or by any electronic means that does not create a record.

(b) Notice Provided in a Tangible Medium. Notice may be provided in a tangible medium and may be transmitted by mail, private carrier, personal delivery, telephone or wire or wireless equipment that transmits a facsimile of the notice.

(c) Notice Provided in an Electronic Transmission. Notice may be provided in an electronic transmission and be electronically transmitted.

## **ARTICLE VI. CONFLICT OF INTEREST POLICY**

Each Board Member shall recuse himself or herself from participating in any discussion or voting on any matter in which such Board Member has an actual or potential conflict of interest. A conflict of interest shall be deemed to occur if the action or business of the Board provides an undisclosed benefit to a Board Member, a family Member of such Board Member or any company in which the Board Member has an economic interest. Failure to disclose actual or potential conflicts of interest before action is taken may reasonably be regarded as cause for dismissal of the errant Board Member.

## **ARTICLE VII. BOOKS AND RECORDS**

The Board shall keep: correct and complete books and records of account; minutes of the proceedings of its Board Members; and at its registered office a record of its Board Members, including names, addresses, and contact information.

## **ARTICLE VII. INDEMNIFICATION**

As volunteers, Board Members are automatically indemnified from claims and lawsuits arising in the scope and course of their assignments and in their service to the City pursuant to City Ordinance No. 112997 (1986) and Seattle Municipal Code 4.64.100, "Defense of Claims Against Volunteers."

## **ARTICLE IX. PROGRAM MANAGER**

The Program Manager shall have general administrative and management responsibility for the operations of the Board and to carry out the annual work plan and budget of the Ballard BIA as directed by the Board. The Program Manager shall hire or contract with such staff as is necessary to fulfill the purposes of the annual work plan, supervise such staff and perform such other duties. The Program Manager will attend all Board meetings and shall regularly report to the Board regarding the operations of the Ballard BIA or on any topic related to the Ballard BIA as requested by the Board.

## **ARTICLE X. RESOLUTIONS AND ACTIONS OF THE BOARD**

The Board may, through a simple majority (except in cases stated explicitly otherwise within the Bylaws), approve any resolution of opinion or commit to any action reserved to the Board by its governing documents and legislation. Resolutions or actions of the Board must be documented in the form of a typed manuscript, must contain a record of the vote for approval, and will be considered in effect only with the signature of the Co-Chairpersons. Resolutions or action documents may be drafted by any Board Member, and must be subject to a first and second readings process. First readings shall consist of a presentation of the subject material, either digitally (at least 48 hours beforehand) to all Board Members, or in person during a convened meeting of the Board. Second readings shall consist of discussion, consideration of amendments, voting, and signing, of the final document at a convened Board meeting.

## **ARTICLE XI. PUBLIC TRANSPARENCY COMMITMENT**

Board Members shall be held accountable to the Open Public Meetings Act, Chapter 42.30 RCW, as it applies under the governing Ordinance (Exhibit A) establishing this Ballard BIA. Meeting minutes shall be kept by the Program Manager| and posted, in a timely fashion, on a publicly available electronic medium. Furthermore, the Board is both permitted and mandated to promote the public dissemination of information regarding the Board, its policies, and its discussions. Board Members are instructed to formulate modes for improving public transparency and accountability, cooperating to improve public awareness of Ballard BIA business, and promoting public comment on non-trivial Board affairs.

**ARTICLE XII. GRIEVANCES/COMPLAINTS**

Ratepayers have a right to file grievances/complaints regarding the Ballard BIA or the Program Manager in writing, via electronic communication, or at a Ballard BIA Board meeting. Upon receipt of a grievance/complaint, the Co-Chairpersons shall designate a Board Member or the Program Manager, as appropriate, to contact the Ratepayer that filed the grievance/complaint to arrange a meeting between the Ratepayer, one of the Co-Chairpersons, and the Program Manager. Ratepayers also have the right to file a complaint with the City, which should be directed to Ryna Britto at the City’s Department of Finance and Administration, at Ryna.Britto@seattle.gov.

**ARTICLE XIII. AMENDMENTS**

These Bylaws may be amended only by a two-thirds super majority of the votes cast by voting Board Members represented in person or by proxy at any regular meeting or any special meeting of the Board at which a quorum is present. The notice of such meeting shall state the specific proposal to amend these Bylaws.

**CERTIFICATE OF ADOPTION**

The undersigned, being the Co-Chairpersons of the Ballard BIA, hereby certify that the foregoing is a true and correct copy of the Bylaws of the Ballard BIA and was properly adopted by the Board on the \_\_\_ day of \_\_\_\_\_, 2017.

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By  
Co-Chairperson, Ballard BIA

\_\_\_\_\_  
By  
Co-Chairperson, Ballard BIA

EXHIBIT A – Copy of Ordinance