

RESOLUTION NO. _____

A RESOLUTION OF THE OLYMPIA METROPOLITAN PARK DISTRICT ADOPTING A CHARTER AND BYLAWS

WHEREAS, the Olympia Metropolitan Park District is a metropolitan park district authorized under Chapter 35.61 RCW with statutory powers to acquire, maintain, operate and improve parks, Percival Landing, and other recreation facilities and programs; and

WHEREAS, on November 24, 2015, Thurston County certified voter approval of the Olympia Metropolitan Park District, a district with boundaries coterminous with the boundaries of the City of Olympia; and

WHEREAS, at this first meeting of the OMPD, the OMPD Board wishes to adopt a Charter outlining its nature and purposes and Bylaws setting forth its structure and governance;

NOW, THEREFORE, THE OLYMPIA METROPOLITAN PARK DISTRICT DOES HEREBY RESOLVE:

The Olympia Metropolitan Park District Board hereby adopts the Charter and Bylaws dated March 1, 2016, and attached hereto as Exhibit A and Exhibit B, respectively.

PASSED BY THE OLYMPIA METROPOLITAN PARK DISTRICT this 1st day of March, 2016.

OMPd PRESIDENT

ATTEST:

CITY CLERK

APPROVED AS TO FORM:



ATTORNEY

CHARTER

of the

OLYMPIA METROPOLITAN PARK DISTRICT

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ARTICLE I

NAME

Section 1.1 Name. The name of the district shall be the "Olympia Metropolitan Park District" (the "OMPD").

ARTICLE II

NATURE & PURPOSE

Section 2.1 Nature of the District.

Voters approved formation of the Olympia Metropolitan Park District with boundaries coterminous with the City of Olympia. The OMPD is a municipal corporation organized under Chapter 35.61 RCW. Pursuant to RCW 35.61.040, its creation is effective immediately upon certification of the election results, which occurred on November 24, 2015.

Section 2.2 Purpose.

The OMPD is authorized to exercise all powers granted under state and local law, through the OMPD Board, including the power to levy and impose various taxes and fees. The OMPD's purpose is to acquire, construct, maintain, operate, and improve parks and recreation facilities and to supplement, not replace, existing City of Olympia parks and recreation funding.

ARTICLE III

OMPD DISTRICT BOARD

Section 3.1 Board Powers. All powers of the OMPD shall be exercised by or at the direction of the OMPD Board. The powers of the Board shall include any powers authorized by law, including but not limited to, the following:

- (a) To establish and implement the policies and programs of the OMPD, and the procedures for the management and administration of the OMPD's affairs by the OMPD Board or through contract, as provided by law;
- (b) To borrow money and incur indebtedness in accordance with law.

Section 3.2 Board Members. The Board shall be composed of the seven (7) members of the Olympia City Council, who shall serve in an ex-officio and independent capacity. A Board member may be removed from service on the Board only when removed from his or her office as a Council Member. Any vacancy shall be filled automatically by the appointment or election of a new City Council Member.

Section 3.3 Board Officers. The Board shall have three officers: the President, the Vice President (also the Clerk) and the Treasurer. The President and Vice President shall be elected annually from amongst the Board members. Upon approval of the Thurston County Treasurer, as Effective as of March 1, 2016

required by RCW 35.61.180, the Board may designate a person of the Board's choice to act as District Treasurer. The Treasurer is required by statute to have experience in financial or fiscal affairs. The office of Treasurer may be held by someone other than an OMPD Board member, at the discretion of the OMPD Board, upon approval of the Thurston County Treasurer.

Section 3.4 Conflict of Interest. OMPD Board members shall comply in all respects with the conflict of interest guidelines and prohibitions of Chapter 42.23 RCW.

ARTICLE IV OMPD BOARD MEETINGS

Section 4.1 Board Meetings. Board meetings shall be conducted according to the Bylaws and shall be consistent with the Open Public Meetings Act, Chapter 42.30 RCW.

ARTICLE V BYLAWS

Section 5.1 Bylaws. The Board shall adopt Bylaws to provide additional guidance governing the OMPD and its activities.

ARTICLE VI AMENDMENT TO CHARTER

Section 6.1 Proposals to Amend Charter. Any Board member may introduce a proposal to amend the Charter at any regular meeting or special meeting of the Board, provided, however, that all amendments shall comply with the minimum notice requirements.

Section 6.2 Board Consideration of Proposed Amendments. The Board may vote on the proposal at the same meeting at which the proposal is introduced if notice of a proposal to amend the Charter and information, including the text of the proposed amendment and a statement of its purpose and effect, is provided to members of the Board fifteen (15) days prior to any regular or special Board meeting. If such notice and information is not so provided, the Board may not vote on the proposal until the next regular or special meeting if such notice and information is provided pursuant to the timeline set forth above. Amendments to the proposal within the scope of the original proposal will be permitted at the meeting at which the vote is taken.

Section 6.3 Votes Required to Amend Charter. Resolutions of the Board approving proposals to amend the Charter shall require an affirmative vote of a majority of OMPD Board membership.

ARTICLE VII
LIMITATIONS ON LIABILITY

Section 7.1 Mandatory Disclaimers. A disclaimer in substantially the following form shall be printed or stamped on all contracts, bonds and other documents that evidence or create any obligation which, by its terms, is not payable from a special or limited source of funds.

The Olympia Metropolitan Park District is a Metropolitan Park District established pursuant to Chapter 35.61 of the Revised Code of Washington. All debts, liabilities and other obligations incurred by the District shall be satisfied exclusively from the revenues, assets and properties of the District. No creditor, claimant or other person shall have any right of action against or recourse to the City of Olympia, the State of Washington, or any other political subdivision of the State of Washington on account of or with respect to any debts, liabilities or other obligations of the District, or otherwise on account of or with respect to any acts or omissions of the District or its officers, employees or agents.

ARTICLE VIII
INDEMNIFICATION

Section 8.1 Indemnification. To the extent permitted by law, the OMPD shall protect, defend, hold harmless and indemnify any director, officer, employee or agent of the OMPD who is a party or threatened to be made a party to a proceeding by reason related to that person's conduct as a director, officer, employee or agent of the OMPD, against judgments, fines, penalties, settlements and reasonable expenses (including reasonable attorneys' fees) incurred by him or her in connection with such proceeding, if such person acting in good faith reasonably believed his or her conduct to be in the OMPD's best interests and if, in the case of any criminal proceedings, he or she had no reasonable cause to believe that his or her conduct was unlawful. The indemnification and protection provided herein shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law, by City ordinance, or by contract or by vote of the OMPD Board. The OMPD Board shall purchase and maintain appropriate insurance to cover such risk of liability.

ARTICLE IX
DISSOLUTION

Section 9.1 Dissolution. The District shall exist until dissolved in accordance with the requirements of RCW 35.61.310 or other applicable law.

ARTICLE X
MISCELLANEOUS

Section 10.1 Liberal Construction and Severability. This Charter shall be liberally construed to effect its purpose. If any section or part of this Charter is ultimately ruled invalid or illegal by a court of competent jurisdiction, such invalidity or illegality shall not affect the remaining sections or parts of this Charter.

THIS CHARTER WAS APPROVED BY RESOLUTION ___ ON MARCH 1, 2016.

OLYMPIA METROPOLITAN PARK DISTRICT

OMPD PRESIDENT

**BYLAWS
OF THE
OLYMPIA METROPOLITAN PARK DISTRICT
("OMPD")**

**ARTICLE I
MEMBERSHIP**

Section 1.1 Membership. Each member of the Olympia City Council shall be an ex officio member of the Board of the Olympia Metropolitan Park District ("OMPD Board" or "Board").

**ARTICLE II
OFFICERS AND COMMITTEES**

Section 2.1 Officers Designated. The officers of the Board shall be a President, Vice President and Treasurer. The Vice President shall also be Clerk of the Board. Subject to approval of the Thurston County Treasurer as required by RCW 35.61.180, the Board Treasurer shall be designated 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, provided such powers and duties are consistent with applicable law.

Section 2.2 Election, Qualification, and Term of Office.

(a) President and Vice President. The President and Vice President shall be elected by the Board from among its members. They shall be elected by the Board at the first regular meeting each year for a one-year term as required by RCW 35.61.120 and shall continue in office until his or her successor is elected. Officers may, at the discretion of the Board, hold their respective offices for successive terms.

(b) Treasurer. The Treasurer must be experienced in financial or fiscal affairs. The Treasurer shall hold his/her office until the Board takes action to designate a new Treasurer.

Section 2.3 Powers and Duties. The officers of the Olympia Metropolitan Park District shall have the following duties:

(a) President. The President shall serve as the ceremonial head of the OMPD and shall preside over all Board meetings. The President shall, subject to the control of the Board, exercise general supervision, direction, and control of the business and affairs of the OMPD. On matters decided by the OMPD, unless otherwise required under Interlocal Agreement or by this Charter, the signature of the President alone is sufficient to bind the OMPD. The President of the Board, along with the Olympia City Attorney, shall be the OMPD's registered agents for purposes of service of process. The President shall not be the same person as the Mayor of the Olympia City Council.

(b) Vice President. The Vice President shall serve in the absence of the

President as the ceremonial head of the OMPD and shall preside over Board meetings in the President's absence and shall otherwise execute the President's powers and duties. The Vice President is also the Clerk of the Board.

(c) Treasurer. 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. The Treasurer shall also discharge such other duties as may be prescribed by the OMPD Board.

Section 2.4 Establishment of Committees.

(a) Committees of the Board. The Board may, by resolution, designate from among its members one or more committees, each consisting of at least two members, to represent the Board and, where consistent with these Bylaws, the Charter, and Chapter 35.61 RCW, act for and on behalf of the Board. The designation of any such committee and the delegation thereto of authority shall not operate to relieve any member of the Board from any responsibility imposed by law. All substantive actions of the OMPD require the vote of the Board.

(b) Citizen Committees. The Board may, by resolution, designate from outside its membership one or more committees, each consisting of at least two members, to advise the Board.

(c) 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 Board member from his or her duties as an officer whenever in its judgment the best interests of the OMPD will be served by such removal. An officer so removed shall continue to serve his/her term as a board member.

ARTICLE III MEETINGS

Section 3.1 Regular Board Meetings. Regular Board meetings shall be scheduled by the Board through resolution. At any regular meeting of the Board, any business may be transacted and the Board may exercise all of its powers.

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

Section 3.3 Notice of Regular Board Meetings. Notice of meetings shall be given in a manner consistent with the Open Public Meetings Act, Chapter 42.30 of the Revised Code of Washington, as supplemented or amended. In addition, the OMPD shall provide reasonable notice of meetings 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 Treasurer or by the person or persons authorized to call a special meeting by delivering personally, by mail, by fax, or by electronic 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 specifically requested

notice of such meetings. Notice shall be prominently displayed at least 24 hours prior to the meeting at the main entrance of the OMPD's principal location and the meeting site if the special meeting is not held at the OMPD's principal location, as provided in RCW 42.30.080. In addition, the District shall provide notice of special meetings to the City Manager of the City of Olympia and to any individual specifically requesting such notice 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 a special 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 OMPD 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 ordinance, statute, Charter or these Bylaws; provided, that with the concurrence of four (4) 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. Where consistent with the Statute, the procedures of the City of Olympia City Council will govern the procedures of the Board.

Section 3.7. Public Comment. Opportunity for public comment at Board meetings shall be required when the Board considers adoption of its annual plan and imposition of any tax, charge, or fee. The Board from time to time may, in its sole discretion, permit public comment regarding additional topics.

Section 3.8. Public Hearings. A public hearing will be held: (1) whenever required by law; (2) whenever required by contract with the City of Olympia; and (3) as desired by the Board.

Section 3.9. Proxies Prohibited. Votes may be cast at Board meetings only by members of the Board in attendance at the meeting either in person or by electronic means. Voting by proxy is prohibited.

ARTICLE IV AMENDMENTS TO BYLAWS

Section 4.1 Proposals to Amend Bylaws.

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 for which 15 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 is provided to members of the Board 15 days prior to any regular or special Board meeting, 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 15 days' advance notice has been given and information is provided to Board members. Changes to the proposed amendment that are 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 OMPD approving amendments to the Bylaws by affirmative vote of a majority of the Board membership may be implemented at such time as selected by the OMPD in the Resolution without further action. Copies of the all amendments to the Bylaws shall be filed with City of Olympia City Clerk as a public record.

ARTICLE V ADMINISTRATIVE PROVISIONS

Section 5.1 Books and Records. The OMPD shall keep current and complete books and records of account and shall keep any records of Board proceedings and its committees that are required by law.

Section 5.2 Principal Office. The principal office of the Olympia Metropolitan Park District shall be the same as the City of Olympia City Hall.

Section 5.3 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 of the District's creation to December 31, 2016.

Section 5.4 Policies Applicable to Board Members and Employees. The administrative policies of the City of Olympia shall be the policies of the OMPD Board.

ARTICLE VI BUDGET

Section 6.1 The annual budget shall be adopted each year by resolution.

ARTICLE VII APPROVAL OF BYLAWS

THESE BYLAWS WERE APPROVED BY RESOLUTION ____ ON MARCH 1, 2016.

OLYMPIA METROPOLITAN PARK DISTRICT

OMPD PRESIDENT