

RATEPAYERS ADVISORY BOARD

BYLAWS

ARTICLE I: GENERAL

1.1 Terminology

The Ratepayers Advisory Board (the "Board") was created by the City of Seattle (the "City") pursuant to Ordinance No. 121482, enacted on May 26, 2004 (as from time to time amended, the "Ordinance"). Exercising the authority granted to it by RCW ch. 35.87A (the "Act"), the City enacted the Ordinance in order to create a downtown parking and business improvement area to be known as the Metropolitan Improvement District (the "MID"). Capitalized terms used but not defined in these Bylaws shall have the meanings given such terms in the Ordinance or the Act.

1.2 Location of Principal Office

The principal office of the Board will be located at the offices of Downtown Seattle Association ("DSA"), which are currently at 1809 7th Ave, Suit 900, Seattle, WA 98101.

1.3 Statement of Purposes

The purposes of the Board are established by the Ordinance: to adopt policy guidelines and provide advice and consultation to the City and the agency or individual engaged by the City to manage the day-to-day operation of the MID on all matters related to the MID's work program; to recommend an annual work program and budget; to address and discuss Ratepayer concerns and questions regarding the MID and its program; to review all reports submitted to the City by the program manager; to conduct an annual Ratepayer's meeting at which the Ratepayers will take certain actions described in the Ordinance; and to perform such other functions (not inconsistent with the Ordinance or the Act) as may be described in these Bylaws.

1.4 Procedures for Amending the Bylaws

The Bylaws may be amended by a sixty percent (60%) vote of the Board, provided that written notice of any proposal to amend the Bylaws shall be sent by U.S. Postal Service and/or electronic mail to each Board member at least five (5) days prior to the Board meeting. Amendments shall be consistent with the provisions of the Ordinance and the Act.

1.5 Procedure for Dissolving the Organization

The Board shall be dissolved at the end of the term of the MID or when all assets have been allocated as stated in the Ordinance and the Act.

ARTICLE II: RATEPAYERS

2.1 Terminology

A "Ratepayer" is any person or entity meeting the definition of "Ratepayer" set forth in the Ordinance: the owners of businesses, multifamily residential properties (buildings containing more than four residential units) and mixed-

use properties (buildings with both multi-family residential and commercial units).

2.2 Annual Ratepayers Meeting

An annual meeting of the Ratepayers shall be held each year at such time and location as is determined by the Board and designated by notice to the Ratepayers. At the annual meeting, the Board shall present an annual report concerning the results of operations of the MID during the preceding year. The Board shall also submit for approval its proposed work plan and budget for the next year and its recommendation whether to continue with the current program manager, which items must be approved by a majority vote of the Ratepayers attending the meeting. To be eligible to vote, a Ratepayer must not be delinquent on assessment payments. Each eligible Ratepayer at the meeting shall have one vote.

2.3 Ratepayers Special Meeting

Upon a majority vote of the Board or upon request of the City, the Chair or, in his or her absence, a Vice Chair shall call a special meeting of the Ratepayers. Special meetings shall be held at such time and place as designated by the Board, and the notice shall state the date, time and place of the meeting.

2.4 Notice of Ratepayers Meeting

The Board shall cause to be sent, by U.S. Postal Service and/or electronic mail, a notice of each Ratepayers meeting, whether annual or special. Any Ratepayer who or which attends a Ratepayers meeting shall be deemed to have waived any objection related to the notice of the meeting.

ARTICLE III: BOARD MEMBERS

3.1 Powers

The Board shall have the powers that are provided in the Ordinance and the Act.

3.2 Duties and Responsibilities

Each person appointed to the Board pursuant to the Ordinance (a "Board member") shall attend meetings of the Board and of committees of the Board on which said member serves. A Board member shall perform his or her duties in a responsible, timely and competent manner.

3.3 Numbers

The Board shall consist of no fewer than ten (10) and no more than thirty (35) persons.

3.4 Qualifications for Board Membership

A member of the Board shall be a Ratepayer of the MID or a representative of a Ratepayer of the MID. Members of the Board must not be delinquent in

assessment payments. The City can appoint a Board representative who shall be an ex-officio member of the Board. The Board may also appoint as voting members up to five (5) non-Ratepayers to the Board who represent property owners in the MID who are making voluntary assessment payments.

3.5 Terms of Office and Term Limits

The term of each member shall be for three (3) years or until the selection of a successor, and a member's term shall commence on the date of the annual meeting of the Board. Board members may serve two (2) successive terms. Exceptions to the term limits must be recommended by the Board Development Committee and approved by the Board. The City reserves the right to appoint from the Ratepayer membership up to one third (1/3) of the Board.

3.6 Selection Process

The Board shall represent the geographic and type-of-use diversity of the Ratepayers, pursuant to the Ordinance. Subject to approval by the City, the Board shall make all appointments to the Board (except as provided in Section 3.5). Each year the Board will appoint a Board Development Committee to bring forth a slate of candidates for open Board member positions. The Board Development Committee will notify all Ratepayers of Board openings and solicit potential candidates. The Board Development Committee's communication to Ratepayers will include a current Board roster with terms, affiliations, attendance and committee participation.

3.7 Process for Filling Vacancies

The Chair shall fill vacancies caused by resignation or other reasons as promptly as possible with approval by an affirmative vote by a majority of the Board. A member elected to fill any vacancy shall hold office to the un-expired term of his or her predecessor and until a successor is elected.

3.8 Frequency of Meetings

The Board shall meet at least quarterly, and meetings shall be held at a time and date specified by the Board.

3.9 Quorum and Voting

A quorum of the Board for all regular and special meetings shall be a majority of the members of the Board. Each Board member shall have one vote.

3.10 Notice of Meetings

Notice of all regular meetings of the Board shall be sent by U.S. Postal Service and/or electronic mail to each Board member at least ten (10) business days in advance. Notice of all special meetings of the Board shall be mailed to each Board member at least five (5) business days in advance.

3.11 Action without Meeting

The Board may take action without meeting by consent resolution signed by a majority of members of the Board. A consent resolution may be signed in counterpart originals, and such originals shall be considered effective when delivered by personal delivery, U.S. Postal Service, facsimile transmission or by electronic mail. All Board members must be notified of a proposed consent resolution and given an opportunity to vote for or against it. Any action so taken shall have the same force and effect as any action taken by the Board at a meeting.

3.12 Committees

The Board will appoint members of the Board to the following five standing committees. Members of all committees of the Board and the chairs thereof shall serve for a term of one (1) year. The Chair shall appoint a chair of each committee.

Executive Committee

There shall be an Executive Committee, consisting of the Chair, the officers, the Immediate Past Chair and no more than three (3) members of the Board. The Executive Committee, prior to consideration by the Board, shall review policy matters, recommendations from other committees, and procedures, operations and fiscal affairs including regular and periodic review of the finances of the corporation. The Executive Committee shall meet at the call of the Chair, who shall serve as chair of the Executive Committee. The President of the corporation shall serve as a non-voting member.

Board Development Committee

There shall be a Board Development Committee, consisting of not less than three (3) and no more than seven (7) members appointed by the Chair. In addition to nominating not less than one (1) qualified person for each vacancy to be filled by the Board, the committee shall maintain and distribute a current Board roster that includes terms, affiliations, committee participation and attendance. A similar roster of prospective Board members shall be maintained and reviewed with the Board not less than twice annually. The committee shall also be responsible for planning and leading the on-going recruitment, orientating and training of new and prospective Board members in collaboration with the MID Vice President Operations.

Finance Committee

The Finance Committee will meet monthly to review the previous month's budget and will be responsible for the preparation of the yearly budget, and budget and finance recommendations to the Board.

Clean and Safe Downtown Committee

The Clean and Safe Downtown Committee will be responsible for the review of the Clean and Safe program. The committee will address issues relating

to public safety, public health and general streetscapes programs and activities.

Downtown Communications & Marketing Committee

The Downtown Communications and Marketing Committee will be responsible for the planning and implementation of promotional activities and events pertaining to downtown-wide destination and neighborhood programs as defined in the MID budget.

Other Committees and Task Forces

The Board may establish such other committees and task forces, from time to time, as it deems necessary or advisable to achieve the objectives of the Board. The Board may appoint its members to such a committee, and it may appoint its members and other persons to such task forces. All appointees shall serve a term of one (1) year. The Chair shall appoint the chair of each such committee and task force.

3.13 Compensation

No member shall receive compensation for services as a member.

3.14 Removal

The Board upon a two-thirds (2/3) majority vote of the Board may remove any member of the Board from office with or without cause. A simple majority of the Board may remove any member who has missed three (3) or more meetings in a twelve (12) month period or is delinquent on assessment payments.

ARTICLE IV: OFFICERS

4.1 Designation

The principal officers of the Board shall be a Chair and Vice Chair, whom the Board shall elect.

4.2 Qualifications for Holding Office

With the exception of the initial slate of officers, all officers shall have served one year on the Board prior to election to office.

4.3 Duties of the Chair

The Chair shall preside at all meetings of the Board and serve as an ex-officio member of all standing committees that may be created. The Chair may delegate any of his or her duties to any other elected officers.

4.4 Duties of the Vice Chairs

A Vice Chair shall perform the duties of the Chair whenever the Chair is absent or unable to act.

4.5 Process for Selecting or Appointing Officers

The Board at the last regular meeting of the fiscal year shall elect officers annually. Such officers shall hold office until their successors are elected and

qualify. The Chair shall fill vacancies caused by resignation or other reasons as promptly as possible with approval by an affirmative vote by a majority of the Board. A Board member elected to fill any vacancy shall hold office for the un-expired term of his or her predecessor and until a successor is elected.

4.6 Terms and Term Limits

The Board Chair and Vice Chairs shall be elected for terms of two (2) years. Officers may serve up to two (2) successive terms in each individual office.

4.7 Limitation of Activities

The officers of the Board shall have no power to execute agreements, contracts, deeds, leases, checks and other instruments on behalf of the Board, the MID or the City.

4.8 Circumstances under which an Officer may be Removed

The Board, upon a two-thirds (2/3) majority vote of the Board may remove any officer of the Board from office with or without cause.

ARTICLE V: MISCELLANEOUS

5.1 Liability

No member of the Board shall be liable to the City, the MID, any Ratepayer, the Board or any third party for any mistake in judgment, negligence or otherwise. The actions of the Board are solely advisory in nature and the Board and its members have no authority to take actions to bind the City, the MID or the person or agency engaged by the City to manage the MID program.

5.2 Fiscal Year

The fiscal year of the MID shall be from July 1 to June 30 inclusive.

5.3 Conduct of Meetings

The proceedings of the MID shall be governed by and conducted according to the latest edition of Roberts Rules of Order. All meetings are open.

CERTIFICATE OF SECRETARY

This is to certify that the foregoing is a true and correct copy of the Bylaws of the Ratepayers Advisory Board of the Metropolitan Improvement District and that such Bylaws were duly adopted by the Board at a meeting duly called at which a quorum was present held on _____, 20____, pursuant to City of Seattle Ordinance No. 121482.

Name: _____
Secretary

