

Kitsap Public Facilities District
Bylaws

Amended – October 26, 2020

ARTICLE I – PURPOSE

Section 1.1 Public Facilities District Board of Directors. The Kitsap Public Facilities Board of Directors, hereafter referred to as “the Board”, shall convene to aid in the creation of new public facilities for sports, entertainment and conventions as authorized by Kitsap County Resolution 93-2000, Kitsap County Resolution 139-2000, and state law.

Section 1.2 Bylaws and Rules. These Bylaws and Rules are for the governance of the Kitsap Public Facilities District, hereafter referred to as “the KPF.D.”

ARTICLE II – MEMBERS

Section 2.1 Board Tenure. For the purpose of determining a Board member’s (“Director”) tenure, new four (4) year terms shall begin on July 1 of each year.

Section 2.2 Conflicts of Interest. The Board shall, from time to time, establish by resolution a written policy on conflicts of interest. Any Board appointee must be able to fulfill his/her responsibility to the KPF.D. without creating irresolvable conflicts of interest that would preclude his/her from performing that duty.

Section 2.3 Vacancies. A vacancy(s) on the Board shall be deemed to exist in the case of the death, disability, resignation, or removal of any Director as provided in these Bylaws.

Section 2.4. Participation. Directors are expected to attend and participate in all regular meetings of the KPF.D. If in the judgment of the Chair, any board member has an irregular pattern of attendance, the Chair and the member will meet to discuss and resolve the issue, including removal. Removal of a Director shall be in accordance with the authorizing Charter of the KPF.D, as amended from time to time.

ARTICLE III – BUDGET

Section 3.1 Proposal. A budget for the operation of the KPF.D shall be proposed by the Chair by October 1 and submitted to the Board for approval by December 31 of each year.

Section 3.2 Execution. The Treasurer of the Board is assigned oversight responsibility for the proper implementation and spending of the approved budget.

Section 3.2 Revenue. The Treasurer of the Board is assigned oversight responsibility for the proper accounting of the KPFDD revenue.

ARTICLE IV – OFFICERS AND COMMITTEES

Section 4.1 Officers. A Chair, Vice-chair and Treasurer shall be elected from the members of the Board. Other officers and assistant officers, as deemed necessary by the Board, may be elected or appointed by the Board. 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 4.2 Election, Qualification and Term of Office. The officers shall be elected by the Board at the first regular meeting after the term of new or reappointed Directors commences, for a two-year term, and each officer shall hold office during said two-year term and until his or her successor is elected.

Section 4.3 Powers and Duties. The officers of the Board shall have the following duties:

- (A.) *Chair.* Subject to the control of the Board, the Chair shall have general supervision, direction and oversight of the business and affairs of the KPFDD. The Chair shall preside at all regular and special meetings, and act as a non-voting member of all committees.
- (B.) *Vice-chair.* The Vice-chair will preside at meetings in the absence of the Chair. The Vice-chair will oversee the maintenance of the public record and shall keep or authorize others to keep a full and complete record of the meetings of the Board and committees, when action on behalf of the Board, and to the extent that they are separate, the meetings of the officers with appropriate Minutes. He or she shall oversee use of the seal of the KPFDD and its application to such papers and such instruments as may be required in the regular course of business, shall oversee 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 KPFDD, and shall discharge such other duties as pertain to the officer as prescribed by the Board.

- (C.) *Treasurer.* The Treasurer shall oversee all funds of the KPFD and deposit same with the Kitsap County Treasurer in such bank or banks as may be designated by the County Treasurer. The Treasurer shall discharge other duties as prescribed by the Board. The Treasurer shall file a treasurer's surety bond at Board expense in an amount determined by the KPFD with the Vice-chair of the KPFD and shall continue in office only so long as such bond continues in effect.

Section 4.4 Removal from Office. Upon reasonable prior notice to all Directors of the alleged reason(s) for dismissal, the Board, by an affirmative two-third vote of the Directors present and voting, may remove any officer of the Board from said office whenever in its judgment the best interests of the KPFD will be served thereby.

Section 4.5 Vacancies. An election to replace an officer shall take place at the next regular meeting following the vacancy of the office, who shall hold office for the remainder of the unexpired term and until his or her successor shall have been duly appointed and qualified.

Section 4.6 Executive Director. The Board may, by resolution, establish the position of Executive Director, who shall have general supervision over the administrative affairs of the KPFD and who shall perform other duties as the Board may determine from time to time. The Executive Director shall not be a member of the Board.

Section 4.7 Committees.

(A.) *Establishment of Committees.* The Board may from time to time designate among its members one or more standing or ad hoc committees, each consisting of at least two (2) members, to advise or perform other duties on behalf of the Board, provided any final decisions or actions shall require Board approval. The formation of standing committees shall be by Board resolution.

Recommended Addition: (B.) *Executive Committee.* The Executive Committee of the District shall consist of the Chair, Vice-chair, and the Treasurer, which shall meet from time to time to facilitate the work of the Board. The Executive Committee has no authority to take any action which binds the District.

ARTICLE V -- MEETINGS

Section 5.1 Regular Board Meetings. Regular meetings of the Board shall be held a minimum of six times per year at a time and place to be set by the Board by resolution.

Section 5.2 Special Board Meetings. Special meetings of the Board may be held at any place at any time whenever called by the Chair or a majority of the Directors and in compliance with state law.

Section 5.3 Notice of Regular Board Meetings. No notice of the regular meetings 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 at least 24 hours prior to the time of the meeting by written communication including electronic mail to each Director. If mailed, notice shall be mailed by United States mail, postage prepaid or emailed, to the last known address of each Director. In addition, the KPFD shall endeavor to provide reasonable notice of meetings to any individual or member of the media who have requested such specifically in writing. The KPFD shall further make the agenda of each regular meeting of the governing body available online no later than twenty-four hours in advance of the published start time of the meeting, or as otherwise mandated by the Open Public Meetings Act. At any regular meeting of the Board, where a quorum is present, any business may be transacted, and the Board may exercise all of its powers as authorized by state law.

Section 5.4 Notice of Special Board Meetings. Notice of all special meetings of the Board shall be given by the Chair or by the person or persons calling the special meeting by delivering personally by mail, facsimile, or email written notice at least 24-hours prior to the time of the meeting to each Director and to members of the media who have requested notice as provided in RCW 42.30.080. In addition, the KPFD shall provide notice of special meetings to any individual specifically requesting to be notified in writing. The time and place of the special meeting and the business to be transacted must be specified in the notice.

Section 5.5 Waiver of Notice. Notice as provided in Sections 5.3 and 5.4 hereof may be dispensed with as to any Director who at or prior to the time the meeting convenes files with the Board of the KPFD 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.

Section 5.6 Quorum. A quorum shall be four Directors.

Section 5.7. Electronic Meetings.

(A.) *General Policy.* It is the policy of the District to comply with the requirements of the Open Public Meetings Act (OPMA) which generally requires “in person” meetings open to the public.

(B.) *Remote Participation by Board Members.* From time to time, one or more Board Members may participate remotely by conference call. Remote attendance is to be the exception rather than rule in instances where actual attendance not feasible or practicable, such as while traveling, as during a period of illness or disability, during inclement weather, and similar circumstances.

(C.) *Fully Remote Meetings.* In unusual circumstances (emergency state or local orders; inclement weather which would otherwise force a cancellation of a meeting, etc.) the Board may conduct a meeting remotely, using technology that allows the public to attend remotely by means such as a phone/conference call or real time streaming of the meeting online. Such meetings shall be conducted in accordance with the then current guidance from the Office of the Attorney General, including any published Attorney General Opinion.

ARTICLE VI – AMENDMENTS TO BYLAWS

Section 6.1 Proposal to Amend Bylaws.

(A) Proposals to amend the Bylaws shall be presented in an overstrike format that strikes over material to be deleted and underlines the new material.

(B) Any Director 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 6.2 Board Approval of Amendments to Bylaws. An amendment to the bylaws may be made by a two-third vote of the Directors present.

ARTICLE VII – ADMINISTRATIVE PROVISIONS

Section 7.1 Books and Records. The KPFD shall keep current and complete records of books and records, including accounts, and shall keep Minutes of the proceedings of its Board and its committees.

Section 7.2 Indemnification of Directors. The KPFD shall defend and indemnify its present and former Directors and officers, their successors, spouses and marital communities to the full extent authorized by law. In addition, the right of indemnification shall inure to each Director 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 Director

Kitsap Public Facilities District Bylaws

Adopted 6/25/2001. Amended 4/11/06; approved by Resolution 02-2006

Adopted 01/24/2011. Amended 12/06/2011; approved by Resolution 01-2011

Adopted 11/07/11. Amended 10/24/11; approved by Resolution 06-2011

Adopted October 26, 2020 approved by Resolution 01-2020

Page 5 of 7

or officer of the KPFD 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 7.3 Principal Office. The principal office of the KPFD shall be located in Kitsap County, Washington, as specified by resolution.

Section 7.4 Fiscal Year. The Fiscal Year of the KPFD shall begin January 1 and end December 31 of each year.

Section 7.5 Interpretation. These Bylaws are to be construed and interpreted consistent with the provisions of RCW Chapter 36.100. In the event of any conflict in interpretation, the provisions of RCW 36.100 control.

Section 7.6. Electronic Signatures.

(A.) *Declaration of Policy.* The KPFD Board has determined that it is in the interest of the PFD to use electronic signatures to the fullest extent allowed by law. Except where a law requires a “wet” (non-electronic) signature, an electronic signature may be used with the same force and effect as a “wet” (non-electronic signature.)

(B.) *Authorization.* All Board Members, and the Executive Director and legal counsel, may sign documents digitally if such option is available, using an industry standard electronic platform.

Section 7.7. Form of Documents. Certain documents of the KPFD shall require signatures beyond that of the Board Chair. These documents include Resolutions, Amendments to Bylaws, Interlocal Agreements, contracts with third party providers of services or goods, and other documents designated by the Board from time to time.

(A.) *Attestation.* The Vice Chair or the Treasurer may attest to the authenticity of the signature of the Board Chair.

(B.) *Approval of Form.* The signature of the District’s legal counsel indicates that a District document has been reviewed for the legality (not the substance) of the form and content of the document.

ARTICLE VIII – APPROVAL OF BYLAWS

Approved by Resolution 01-2001 adopted by the Kitsap Public Facilities District Board of Directors, June 25, 2001. Approval signed by Rick Smith/June 25, 2001.

Amended April 11, 2006. Approved by Resolution 02-2006 adopted by the Kitsap Public Facilities District Board of Directors, May 22, 2006.

Amended December 6, 2010. Approved by Resolution 01-2011 adopted by the Kitsap Public Facilities District Board of Directors, January 24, 2011.

Amended October 24, 2011. Approved by Resolution 06-2011 adopted by the Kitsap Public Facilities District Board of Directors, November 7, 2011.

Amended October 26, 2020. Approved by Resolution 01-2020, adopted by the Kitsap Public Facilities District Board of Directors, October 26, 2020.

APPROVED:

Daron Jagodzinske

Daron Jagodzinske, Chair

ATTEST:

Patrick Hatchel

Patrick Hatchel, Vice-Chair

APPROVED AS TO FORM:

Brian E. Lawler

Brian Lawler, Jameson Pepple Cantu PLLC
Legal Counsel