

CHARTER OF THE  
UNITED NATIVE AMERICAN OF SPOKANE  
PUBLIC DEVELOPMENT AUTHORITY

Article I NAME AND SEAL

Section 1.1 Name. The name of the authority shall be the UNITED NATIVE AMERICAN OF SPOKANE PUBLIC DEVELOPMENT AUTHORITY (Authority).

Section 1.2 Seal. The Authority's seal shall be a circle with the name "UNITED NATIVE AMERICAN OF SPOKANE PUBLIC DEVELOPMENT AUTHORITY" inscribed therein.

Article II AUTHORITY AND LIMIT ON LIABILITY

Section 2.1 Authority. The Authority is a public corporation organized pursuant to RCW 35.21.730 through 35.21.757, as amended (Act) and chapter 4.25A SMC (Ordinance) of the City of Spokane, Washington (City).

Section 2.2 Limit on Liability. All liabilities incurred by the Authority shall be satisfied exclusively from the assets, credit, and properties of the Authority, and no creditor or other person shall have any right of action against or recourse to the City, its assets, credit, or services, on account of any debts, obligations, liabilities or acts or omissions of the Authority.

Section 2.3 Mandatory Disclaimers. The following disclaimer shall be posted in a prominent place where the public may readily see it in the Authority's principal and other offices. It shall also be printed or stamped on all contracts, bonds, and other documents that may entail any debt or liability by the Authority.

The UNITED NATIVE AMERICAN OF SPOKANE PUBLIC DEVELOPMENT AUTHORITY is a public development authority organized pursuant to chapter 4.25A SMC and the laws of the State of Washington, and more particularly RCW 35.21.750, which provides, in part, as follows:

All liabilities incurred by such public corporation, commission or authority shall be satisfied exclusively from the assets and properties of such public corporation, commission, or authority and no creditor or other person shall have any right of action against the city, town, or county creating such corporation, commission, or authority on account of any debts, obligations, or liabilities of such public corporation, commission, or authority.

Article III DURATION

The duration of the Authority shall be perpetual except as provided in chapter 4.25A SMC.

## Article IV PURPOSE

The purpose of the Authority is to provide a legal entity organized under the Act and the Ordinance to undertake, assist with and otherwise facilitate or provide for the following activities (Chartered Activities):

1. to improve the general living conditions within the City;
2. to administer and execute federal grants and programs, receive and administer federal funds relating to the UNITED NATIVE AMERICAN OF SPOKANE PUBLIC DEVELOPMENT AUTHORITY;
3. to perform all manner and type of community services relating to the UNITED NATIVE AMERICAN OF SPOKANE PUBLIC DEVELOPMENT AUTHORITY; and
4. to provide and implement such municipal services and functions as the City of Spokane City Council may direct relating to the UNITED NATIVE AMERICAN OF SPOKANE PUBLIC DEVELOPMENT AUTHORITY.

To the extent appropriate and consistent with the needs and objectives of the City and to facilitate or provide for the Chartered Activities, the Authority will undertake and accomplish all activities necessary or convenient for the development, operation and implementation of the Chartered Activities. The Authority shall have no purpose other than the development, operation and implementation of the Chartered Activities.

For the purpose only of securing the exemption from federal income taxation for interest on obligations of the Authority, the Authority constitutes an authority and instrumentality of the City (within the meaning of those terms in regulations of the United States Treasury and rulings of the Internal Revenue Service prescribed pursuant to Section 103 of the Internal Revenue Code of 1986, as amended).

## Article V POWERS

Section 5.1 Powers. The Authority shall have and may exercise all lawful powers conferred by state laws, the Ordinance, this Charter and its Bylaws. The Authority in all of its activities and transactions shall be subject to the powers, procedures, and limitations contained in the Ordinance.

Section 5.2 Indemnification. To the extent permitted by law, the Authority shall protect, defend, hold harmless and indemnify any person who becomes a director, officer, employee or agent of the Authority, and 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 Authority, against judgments, fines, penalties, settlements and reasonable expenses (including attorneys' fees) incurred by him or her in connection with such proceeding, if such person acted in good faith and reasonably believed his or her conduct to be in the Authority's best interests and if, in the case of any criminal proceedings, he or she had no reasonable cause to believe 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 or by contract or by vote of the Board of Directors. The Authority may purchase and maintain appropriate insurance for any person to the extent provided by the applicable law.

## Article VI BOARD OF DIRECTORS

Section 6.1 Board of Directors Composition. Management of all Authority affairs shall reside in a seven-member board of directors (Board of Directors). All Directors shall be appointed by the Spokane City Council. The terms of the Directors shall be determined as follows:

6.1.1 Within two months of the issuance of this Charter, the initial Board of Directors shall by resolution divide the members of the Board of Directors into three classes (designated Class I, Class II, and Class III) containing two members each (except Class III, which shall contain three members).

6.1.2 The initial terms of those Directors that are in Class I shall be three years. The initial terms of those Directors that are in Class II shall be four years. The initial terms of those Directors that are in Class III shall be six years.

6.1.3 At the regular meeting of the Board of Directors that coincides most closely with the third anniversary of the issuance of this Charter, the terms of those Directors that are in Class I shall expire, provided that they shall continue in office until their successors are selected and qualified as provided in the Bylaws.

6.1.4 This re-appointment procedure shall continue annually as to successive classes, so that at the regular meeting of the Board of Directors that coincides most closely with each odd-numbered anniversary of the issuance of this Charter, a new class of Directors shall take office; provided, however, that each person so selected shall hold office for the six-year term for which he or she is selected and until his or her successor shall have been selected and qualified; and provided that there shall be no restriction on Directors serving successive terms.

Section 6.2 Board of Directors Concurrence and Quorum Defined. "Board of Directors concurrence," as used in this Article VI, may be obtained at any regular or special Board of Directors meeting by an affirmative vote of a majority of the Directors voting on the issue, provided that such majority equals not less than four votes.

A quorum to commence a Board of Directors meeting shall be no fewer than four Directors. The bylaws of the Authority may prescribe Board of Directors quorum restrictions that equal or exceed the quorum restrictions imposed in this Section 6.2. Directors present at a duly convened meeting may continue to transact business notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 6.3 Officers and Division of Duties. The Authority shall have four or more officers. The initial officers of the Authority shall be the President, the Vice President, the Secretary and the Treasurer, each of which shall be a different person. Such officers shall be appointed by the Board of Directors. Additional officers may be provided for in the Bylaws of the Authority. The President

shall be the agent of the Authority for service of process. The Bylaws may designate additional corporate officials as agents to receive or initiate process. The corporate officers shall manage the daily affairs and operations of the Authority and may delegate such tasks as the Board of Directors deems advisable to other officers, employees and agents of the Board of Directors. The Board of Directors shall oversee the activities of the corporate officers, establish and/or implement policy, participate in corporate activity in matters prescribed by City resolution, and shall have stewardship for management and determination of all corporate affairs.

Section 6.4 Committees. The appointment of other committees shall be provided for in the Bylaws.

## Article VII MEETINGS

Section 7.1 Board of Directors Meetings. The Board of Directors shall meet as necessary, but not less than every other month. Special meetings of the Board of Directors may be called as provided in the Bylaws. All such meetings shall take place within the City.

Section 7.2 Open Public Meetings. Notice of meetings shall be given in a manner consistent with the Open Public Meetings Act (RCW Ch. 42.30). In addition, the Authority shall routinely provide reasonable notice of meetings to any individual specifically requesting it in writing. At such meeting, any citizen shall have a reasonable opportunity to address the Board of Directors either orally or by written petition. Voting by telephone or by proxy is not permitted.

Section 7.3 Parliamentary Authority. The rules of Robert's Rules of Order shall govern the authority in all cases to which they are applicable, where they are not inconsistent with this Charter or with the special rules of order of the Authority set forth in the Bylaws.

Section 7.4 Minutes. The Secretary shall keep, or cause to be kept, minutes of all regular or special meetings of the Board of Directors. Such minutes shall be available to any person or organization that requests them as required by state law. Minutes with respect to closed executive sessions need not be made available. The minutes of all Board of Directors meetings shall include a record of individual votes on all matters requiring Board of Directors concurrence.

Section 7.5 Location of Records. The Secretary shall cause the original documents and records of the Authority to be kept in the office of the City Clerk of the City. In addition, the Secretary shall keep a duplicate set of such documents and records to be kept at the offices of the Authority.

## Article VIII BYLAWS

The initial Bylaws may be amended to provide additional or different rules governing the Authority and its activities as are not inconsistent with the laws of the State of Washington, chapter 4.25A SMC, this Charter. The Board of Directors may provide in the Bylaws for all matters related to the governance of the Authority, including but not limited to matters referred to elsewhere in this Charter for inclusion therein.

## Article IX AMENDMENTS TO CHARTER AND BYLAWS

### Section 9.1 Proposals to Amend Charter and Bylaws.

9.1.1 Proposals to amend this Charter or the Bylaws shall be presented in a format which strikes over material to be deleted and underlines new material.

9.1.2 Any Director may introduce a proposed amendment to this Charter or the Bylaws (which may consist of new Bylaws) at any regular meeting or at any special meeting of which ten days' advance notice has been given to members of the Board of Directors.

Section 9.2 Board of Directors Consideration of Proposed Amendments. If notice of a proposed amendment to this Charter or 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 of Directors 15 days prior to any regular Board of Directors meeting or any special meeting of which 30 days' advance notice has been given, then the Board of Directors 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 of Directors may not vote on the proposed amendment until the next regular Board of Directors 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 Directors. 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 9.3 Vote Required for Amendments to Charter or Bylaws. Resolutions of the Board of Directors approving proposed amendments to this Charter or to the Bylaws require an affirmative vote of a majority of the Directors voting on the issue, provided that such majority equals not less than four votes.

Section 9.4 City Council Approval of Proposed Charter Amendments. Proposed Charter amendments adopted by the Board of Directors shall be submitted to the City Council. This Charter may be amended only by an ordinance of the City Council as provided in the chapter 4.25A SMC.

## Article X COMMENCEMENT

The Authority shall commence its existence effective upon the issuance of its Charter, as sealed and attested by the Clerk.

## Article XI DISSOLUTION

Dissolution of the Authority shall be in the form and manner required by state law, chapter 4.25B SMC, and the Bylaws.

## Article XII APPROVAL OF CHARTER

APPROVED by Ordinance No. C-32933, adopted by the Spokane City Council, City of Spokane, Washington, on Oct. 22, 2001.