

**RULES AND REGULATIONS  
OF THE  
CAPITOL HILL HOUSING IMPROVEMENT PROGRAM  
(Restated Board Approved changes as of 01/13/2014)**

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**ARTICLE I**

**PDA BOARD**

**SECTION 1.**      **Term of Office.**

Subject to the limitations herein and in the Charter, Board members to the Capitol Hill Housing Improvement Program (the "Program" or "PDA") may hold office for up to four (4) successive terms, after which time the Board must approve any further term of office.

**SECTION 2.**      **Call for Nominations.**

The Program shall seek nominations of qualified board member candidates from the Capitol Hill Community annually through the broad circulation of a call for nominations and will maintain an active list of candidates for on-going consideration.

**SECTION 3.**      **Qualifications.**

In evaluating prospective members, the Board will be cognizant of the desirability of achieving a Board whose members reflect diversity in social, cultural, ethnic, racial, sexual orientation and economic backgrounds and perspectives. To ensure balanced responsiveness and competence, all candidates for the Board should meet the following criteria:

- a.      **Background.** (i) demonstrated leadership ability; and (ii) knowledge and skills from experience or training in one or more of the following areas: real estate development, property and asset management, special needs populations, community development, finance, budget, policy development, strategic planning, management/administration, capital development, corporate governance, marketing, negotiation, fundraising, grant-writing and accounting or such other skills as the Board may identify.
  
- b.      **Abilities and Characteristics.** (i) credibility with the professional community and government entities with which the Program works; (ii) reliability, sound judgment, flexibility and creativity, (iii) ability to work effectively and cooperatively with other Board members, staff, community individuals, and groups

with diverse backgrounds and philosophies; (iv) ability to make difficult decisions on behalf of the Program; and (v) ability to take a multi-cultural perspective and to support strategies that enhance a diverse, sustainable Capitol Hill Community.

c. Commitment. (i) willingness to commit time and personal resources; (ii) willingness to serve on Board committees; (iii) willingness to represent the Program at community functions; and (iv) commitment to the Program's express core purpose and values.

d. Conflict of Interest Statement. All candidates will be required to disclose any information concerning activities of the candidate or his/her immediate family that present a potential Conflict of Interest as a Board member. Candidates whose employment, financial interests, and/or other activities are determined by the Board to be in conflict with the interests of the Program are ineligible for Board membership. No employee of the Program or any member of an employee's immediate family member is eligible for Board voting membership.

**SECTION 4. Vacancies, Removal and Resignation of Board Members.**

a. If a member nominated by the Mayor resigns, or becomes ineligible or unable to serve, the Board shall request that the Mayor nominate a new member to serve the balance of the unexpired term of such member.

b. If a member nominated by the Board resigns, or becomes ineligible or unable to serve, the Board shall elect a successor to serve the balance of the unexpired term of such member.

**ARTICLE II**

**MEETINGS OF THE BOARD**

**SECTION 1. Regular Meetings.**

Regular meetings of the Board shall be held on the second Monday of each month at the principal place of business of the Program; provided, however, that the Board may alter such regular meeting time and place by resolution.

**SECTION 2. Special Meetings.**

Special meetings of the Board may be held at any place at any time whenever called by the Chair or any four (4) members of the Board. If twenty-five (25) days have elapsed since the previous Board meeting and no

future meeting has been scheduled, any member of the Board, upon five (5) days' notice, may call a special meeting of the Board to consider matters appropriate to a regular meeting.

SECTION 3. Quorum.

At least a majority of the voting members of the Board must be present at any regular or special meeting to constitute a quorum. The act of a majority of the members present at any meeting of the Board at which a quorum is present shall be the act of the Board, except for actions identified in Article VII, Section 3 of the Charter; amendments to the Charter under Article XI, Section 3 of the Charter, and amendments to the Rules and Regulations under Article XI, Section 4. Board members present at a duly convened meeting may continue to transact business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum. Board members may participate in a Board or Committee meeting through the use of conference telephone or other communications equipment so long as such equipment permits the Board members participating in such a meeting to hear one another, and such participation shall constitute presence in person at such meeting.

SECTION 4. Notice of Regular and Special 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 provided above. Written notice of such changed regular meeting, and notice of all special meetings, shall be delivered personally, by mail, by fax, or by electronic mail to each member of the governing body; and to each local newspaper of general circulation and to each local radio or television station which has on file with the governing body a written request to be notified of such special meeting or of all special meetings. Such notice must be delivered personally, by mail, by fax, or by electronic mail at least twenty-four (24) hours before the time of such meeting as specified in the notice. Notice shall also be given by posting it at the offices and on the website of the Program. The notice shall specify the time and place of such meeting and the business to be transacted. Final disposition shall not be taken by the Board on any other matter at such meeting. At any regular meeting of the Board, any business may be transacted and the Board may exercise all of its powers.

Delivery of Notice by E-mail. Notice delivered by e-mail is effective as to Board members who have previously (a) consented in writing or by e-mail to receive notices transmitted by e-mail; and (b) designated in the

consent the message format that is accessible to the recipient, and the address, location, or system to which these notices may be e-mailed. A member who has previously consented to e-mail notice may revoke consent by delivering (by mail or e-mail) a revocation to the person responsible for giving notice. Notice provided by e-mail to a member of the Board who has consented to receive notice by such means is effective when it is e-mailed to the address designated by the recipient for that purpose.

Delivery of Notice by Posting to Electronic Network. The Program may provide notice of the time and place of any regular or special meeting of the Board by posting the notice on an electronic network (such as a listserv), provided that the Program also delivers notice of such posting to the members of the Board by mail or e-mail (pursuant to the recipient's consent to receive e-mail notice).

SECTION 5. Waiver of Notice.

Notice of Board meetings as provided in Section 4 hereof may be dispensed with (i) as to any member of the Board who, at or prior to the time the meeting convenes, files with the Board a written waiver of notice or who is actually present at the meeting at the time it convenes, and (ii) 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. Notice, as provided in Article XI of the Charter concerning proposed amendments to the Charter or Rules and Regulations and votes on such amendments, may not be so waived.

**ARTICLE III**

**OFFICERS; STAFF AND COMMITTEES**

SECTION 1. Officers Designated.

The officers of the Program shall be a Chair, Vice Chair, Secretary and Treasurer, each of whom shall be elected by the Board from among its own members, and an Immediate Past Chair. The Board may elect such other officers, and assistant officers, as it may deem necessary or convenient and may grant them powers and duties in addition to those specified below and in the Charter.

SECTION 2.      Officers' Election, Qualifications and Terms of Office.

The officers shall be elected by the Board for a two-year term at the first regular meeting of the calendar year. Subject to the terms of these Rules and Regulations, each officer shall hold office during said two-year term and until his or her successor is elected.

SECTION 3.      Officers' Powers and Duties.

a.      Chair. The Chair shall exercise the usual executive powers pertaining to the office of a chairperson. He or she shall preside at all meetings of the Board and the Executive Committee. He or she shall be one of the designated agents of the Program to receive service of process. When authorized by the Board, he or she shall have the power to sign and execute all deeds, bonds, contracts, and other obligations or instruments in the name of the Program. All such instruments shall be effective, valid, and binding upon his signature alone without the necessity of adding thereto the signature of any other officer of the Program unless otherwise required by the Charter. Such authority shall include the right to endorse for transfer in blank, or otherwise, any stock, bonds, securities, or evidence of indebtedness owned or standing in the name of the Program. He or she shall lead the process for the annual performance review of the Executive Director and shall report on this review to the Board in executive session.

b.      Vice Chair. The Vice Chair shall act in the place of the Chair upon the absence, disability or refusal to act of the Chair. The Vice Chair shall have such other duties as the Chair and Board shall designate.

c.      Secretary. The Secretary shall be responsible for seeing that notices are given for all meetings of the Board, that minutes are taken of Board and Executive Committee meetings for proper custody of the Program's seals and records, and for affixing the corporate seal and signing with the Chair such instruments as require the seal or the Secretary's signature. In general, he or she shall make such reports and perform such other duties as are incident to the office of Secretary.

d.      Treasurer. The Treasurer shall oversee the financial concerns of the Program, including management of all funds and investments of the Program, the provision of appropriate audit and accounting records, the submission of regular reports to the Board concerning financial transactions and the development of operating and capital budgets for review and approval by the Board. He or she shall cause all funds and other valuable effects to be deposited in the name of the Program in such depositories as may be required by law, or, if

not required, as designated by the Board. In general, he or she shall perform such other duties as are incident to the office of Treasurer.

e. Immediate Past Chair. For a period of one (1) year immediately following his or her term, the Chair, if willing, shall serve as the Immediate Past Chair. The Immediate Past Chair shall advise the Chair and Vice Chair and shall be available to perform other duties as requested by the Board. This office may be vacant if the immediately preceding Chair is unavailable to serve.

f. Chief Executive Officer. The Board shall select an Executive Director who shall serve as the Chief Executive Officer of the Program. The duties of the Executive Director and the terms and conditions of employment shall be stated in an employment agreement mutually satisfactory to the Executive Committee and the Executive Director. Compensation for services will be set by the Executive Committee. The Executive Director carries out the policies of the Board, directs the staff of the Program and is otherwise the sole employee of the Program directly responsible to the Board for the administration of the Program. The Executive Director shall have the responsibility for the selection, appointment, assignment and release of paid and volunteer personnel. The Executive Director shall be an ex-officio, non-voting member of the Board and all committees (including the Executive Committee) and shall, at the discretion of the Board, attend all Board and committee meetings.

SECTION 4. Officers' Removal, Resignation and Vacancy.

Provided that reasonable prior notice of the alleged reasons for dismissal is given to all Board members, a majority of the Board members entitled to vote shall have the right to remove any officer from his or her office (but not, under this Section, from his or her position on the Board) whenever in its judgment the best interests of the Program will be served thereby. Any officer may resign by giving written notice to the Chair, effective upon receipt of such notice or such later date as is specified in the notice. If a vacancy shall occur in any office for any reason, the Board may elect a replacement to serve for the unexpired term of such office.

SECTION 5. Appointment of Committees; Executive Committee.

The Board may designate an Executive Committee and other committees, each consisting of at least three (3) Board members to advise the Board or to act for and on behalf of the Board (except for matters identified in Article VII, Section 3 of the Charter requiring specific Board concurrence), as determined by the Board. The designation of any such committee and any delegation of authority thereto shall not operate to relieve any

member of the Board of any responsibility imposed by law. Committees may include non-voting Board members as well as persons who are not Board members. Only voting members of the Board may vote in committee. Pursuant to Article VII of the Charter, the Executive Committee shall consist of the Chair (who also serves as chair of the Executive Committee), Vice-Chair, Treasurer, Secretary and such other members of the Board as the Chair may select. The Executive Committee shall have at least initial responsibility for addressing all issues of Program administration, policy and procedure with the Executive Director. Any matter pertaining to the operation of the Program, to the extent relating to financial propriety or compliance with the Charter or other policies or law, shall be referred, at least initially, to the Executive Committee. The Executive Committee shall have and exercise such additional powers of the Board as the Board shall from time to time provide by resolution (except for matters identified in Article VII, Section 3 of the Charter requiring specific Board concurrence).

#### **ARTICLE IV**

##### **FISCAL POLICY**

###### **SECTION 1. Annual Budget.**

The Board shall present the Annual Budget of the Program, and an annual statement for the previous year's fiscal affairs, at the Annual Meeting, as described in the Charter.

###### **SECTION 2. Bank Accounts.**

- a. The Treasurer shall establish and maintain necessary savings and checking accounts.
- b. All checks and withdrawals from any Program account in excess of an amount set from time to time by the Board by resolution must be signed by two of the following: the Chair, Vice Chair, Treasurer, Secretary, Executive Director, the Chief Operating Officer or Director of Real Estate. All other such checks or withdrawals must be signed by one of the above. However, no person to whom a check or withdrawal is payable may sign that check or withdrawal.

###### **SECTION 3. Donations.**

The Board may accept, on behalf of the Program, donations of monies, property, securities, stock, and tangible and intangible assets.



SECTION 4.      Treasurer's Report.

The Treasurer shall be prepared to give the Board an accounting of Program accounts at any regular Board meeting.

**ARTICLE V**

**ADMINISTRATIVE PROVISIONS**

SECTION 1.      Books and Records.

The Program shall keep current and complete books and records of account and shall keep minutes of meetings of the Board and any committee exercising the authority of the Board.

SECTION 2.      Robert's Rules of Order.

The rules contained in Robert's Rules of Order (Revised) shall govern the Program in all cases to which they are applicable where they are not inconsistent with the Charter or any special rules of order set forth in these Rules and Regulations.

SECTION 3.      Indemnification of Board Members.

The Program elects to defend and indemnify its present and former officials and their successors to the full extent authorized by the Charter. In addition, the right of indemnification shall inure to each Board member or officer upon his/her appointment to the Program and in the event of his/her death shall extend to his/her heirs, legal representatives and estate. Each person who shall act as Board member or officer of this Program shall be deemed to do so in reliance upon such indemnification and such rights shall not be exclusive of any other right which he/she may have.

SECTION 4.      Public Accountability.

a.      Public Communication. To promote continuous communication both with and from the Capitol Hill community and other members of the public, the Program shall observe the following policies:

(i)      The Program will include on or post to its website the following:

1.      A current schedule of upcoming Program meetings and events.
2.      A link to facilitate messages from the public to Board members.
3.      Copies of the Program Charter, the Rules and Regulations, and the Current

Annual Budget.

4. The agendas, including related reports and other public materials, and minutes of all committee and Board meetings.

5. Periodic electronic newsletters issued by the Program, and periodic letters to the community from the CEO.

(ii) Additional notification of meetings and events.

1. Program staff will maintain an electronic network (such as a listserv or database) of persons and businesses who have expressed an interest in the Program by providing an e-mail address to the Program.

2. Electronic notice of the date, location and time for the annual meeting and other public events will be provided to network e-mail addresses as appropriate throughout the year and to the broader community through current public media such as local community blogs and social media vehicles.

(iii) Community Involvement and Communication.

1. The Program will involve the community and seek community input to the extent practical and as appropriate in the development of programs and projects through public meetings, charrettes, public committees, open forums, focus groups and other similar means.

2. The Program will implement measures to routinely consult Program residential tenants to ensure that concerns of residential tenants are heard and to seek input on programs and activities as appropriate.

3. The Program will produce a periodic newsletter and report to the community which will be disseminated widely to the community.

4. The Program will produce and disseminate an Annual Report to the community that will include an overview of program activities and statement of financial condition.

5. The Program, through staff and board leadership, will be engaged within the Capitol Hill community through community organizations.

(iv) Information shall be available to the public consistent with the Public Records Act (RCW ch. 42.56).

b. Annual Report. Within three (3) months of the end of its fiscal year, the Program will file an annual report with the City Clerk, the City Board, and the Mayor's designee containing (i) a Board-certified statement of assets and liabilities, income and expenditures, and changes in its financial position during the previous year; (ii) a summary of significant accomplishments; (iii) a list of depositories used; (iv) a projected operating budget for the current fiscal year and a separate capital budget when annual capital expenditures are expected to exceed one hundred thousand dollars (\$100,000); (v) a summary of projects and activities to be undertaken during the current year; (vi) a list of Program officials; and (vii) a list of officers bonded pursuant to Seattle Municipal Code 3.110.240(c). Within six (6) months of the end of its fiscal year, the Program will file an audited and Board-certified statement of assets and liabilities, income and expenditures, and changes in financial position.