

ASOTIN COUNTY PUBLIC FACILITIES DISTRICT

BOARD OF DIRECTORS GOVERNANCE POLICY

I. ORGANIZATIONAL STATEMENT

- Section 1. Asotin County Public Facilities District was formed by Asotin County Board of Commissioners by their Resolution No. 13-25 and the Initial Board and Terms established by the Asotin County Board of Commissioners Resolution No. 13-29.
- Section 2. That the Public Facilities District was and is established pursuant to Chapter 36.100, Public Facilities District, and is governed thereby.
- Section 3. The main office of the District is located at 1603 Dustan Loop, Clarkston, Washington.
- Section 4. The Public Facilities District is a municipal corporation, an “independent taxing authority” within the meaning of Article VII, Section 1 of the State Constitution and a “taxing district” within the meaning of Article VII, Section 2 of the State Constitution.
- Section 5. The Public Facilities District constitutes a body corporate and possesses all the usual powers of a corporation for public purposes as well as all other powers that may now or hereafter be specifically conferred by statute, including, but not limited to, the authority to hire employees, staff, and services, to enter into contracts, including contracts with public and private parties, to acquire, own, sell, transfer, lease, and otherwise acquire or dispose of property, to grant concessions under terms approved by the public facilities district, and to sue and be sued.
- Section 6. The Public Facilities District further has all powers and obligations as conferred in Chapter 36.100.010(6)(7) and (8).

II. MEETINGS

- Section 1. Regular Board Meetings. Regular meetings of the Board shall be held at least once every month on the 3rd Tuesday of each month at 6:00 p.m. at the District office, provided, however, that the Board may alter such regular meeting time and place by resolution.
- Section 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 members of the Board, in compliance with the Revised Code of Washington as currently enacted or amended.

Section 3. Notice of Regular Board Meetings. No notice of the regular meeting shall be required, except of the first regular meeting and 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 by the Secretary or by the person or persons calling the meeting by personal communication over the telephone to each Board member at least 24 hours prior to the time of the meeting or by at least three days' notice by mail, telegram or written communication. If mailed, notice shall be mailed by US mail, postage prepaid, to the last known address of each Board member. In addition, the District shall routinely provide reasonable notice of meetings to any individual specifically requesting it in writing. At any regular meeting of the Board, any business may be transacted and the Board may exercise all of its powers.

Section 4. Notice of Special Board Meetings. Notice of all special meetings of the Board shall be given by the Secretary or by the person or persons calling the special meeting by delivering personally or by 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 requested notice as provided in RCW 42.30.080. In addition, the District shall provide notice of special meetings to any individual specifically requesting it in writing.

The time and place of the special meeting and the business to be transacted must be specified in the notice.

Section 5. Waiver of Notice. Notice as provided in Sections 3 and 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 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.

III. GOVERNANCE

Section 1. Governance. This Public Facilities District must be governed by a Board of Directors consisting of five members pursuant to County Resolution 13-29 and RCW 36.100.020(a).

Section 2. The Directors shall govern the District in a manner consistent with authorizing statutes as actually enacted or hereafter revised and the general body of law pertaining to municipal corporations and other general bodies of law based of Washington State.

IV. PURPOSE AND AUTHORITY OF BOARD OF DIRECTORS

- Section 1. The Board of Directors of the Asotin County Public Facilities District is both the legislative body of the District and the management and administrative board and body of the District, pursuant to RCW 36.100.020 (a), (b), (c), (d)(1-5).

V. BOARD OF DIRECTORS

- Section 1. Composition of the Board. For the purpose of determining Board composition, the anniversary of County Resolution 13-29, July 31 of each year shall be the date.
- Section 2. Whereas, as provided in (c)(ii), Subsection (1), the largest city in the county has a population of less than forty percent of the total county population; the county legislative authority has established in its Resolution 13-29 creating the public facilities district, the Board of Directors of the Public Facilities District consisting of five members. The county legislative authority must appoint the members of the Board of Directors to reflect the interests of cities and towns in the county, as well as the unincorporated area of the county. Resolution 13-29 provides for one member from the City of Clarkston, one member from the City of Asotin, and three members from the unincorporated area of the county.
- Section 3. Members of the Board of Directors must serve four-year terms of office, except that two of the initial five Board members must serve two-year terms of office.
- Section 4. A vacancy must be filled in the same manner as the original appointment was made and the person appointed to fill a vacancy must serve for the remainder of the unexpired term of the office for the position to which he or she was appointed.
- Section 5. Any director may be removed from office by the entity that appointed such director for any reason or for no reason.

VI. OFFICERS AND COMMITTEES

- Section 1. Officers Designated. The officers of the District shall be a President, Vice President and Secretary, each of whom shall be elected by the Board. Such other officers and assistant officers as may be deemed necessary may be elected or appointed 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.
- Section 2. Election, Qualifications and Term of Office. The Board shall elect each of the officers from among its members. The officers shall be elected by the Board at the first regular meeting after the term of new or reappointed Board members commences each year, for a one-year term, and each officer shall hold office

during said one-year term and until his or her successor is elected. Nothing herein shall prohibit an officer from succeeding themselves provided no person shall serve more than two consecutive terms in any office.

Section 3. Powers and Duties.

- a. President. The President shall be the chief executive officer of the District and shall have general supervision over the business of the District, subject, however, to the control of the Board of Directors. The President shall preside at all meetings of the Board. The President may sign and execute, in the name of the District deeds, mortgages, leases, bonds, contracts and other instruments duly authorized by the Board, and generally shall perform all duties incident to the office of President and such other duties as may from time to time be assigned to such office by the Board.
- b. Vice-President. At the request of the President or in case of his or her absence or disability, the Vice-President shall perform all duties of the President and, when so acting, shall have all the powers of, and be subject to all restrictions upon the President. In addition, the Vice-President shall perform such other duties as may from time to time be assigned to that office by the Board or the President.
- c. Secretary. The Secretary shall:
 1. Certify and keep at the office of the District, or at such other place as the Board may order, the original or a copy of this Governance Policy, as enacted or amended;
 2. Keep at the office of the District, or at such other place as the Board may order, a book of minutes of all meetings of the Board, recording therein the time and place of holding, whether regular or special, and, if special, how authorized, the notice thereof given, and the proceedings thereat;
 3. Keep at the office of the District, or at such other place as the Board may order, a book of resolutions from meetings of the Board;
 4. See that all notices are duly given in accordance with the provisions of this Governance Policy or as required by law;
 5. Be custodian of the records and seal of the District;

6. Exhibit at all reasonable times to any director, upon request, the Governance Policy and minutes of the proceedings of the directors of the District; and
7. In general, perform all duties of the office of Secretary and such other duties as may from time to time be assigned to such office by the Board of Directors or the Chair.

Section 4. Removal. Upon reasonable prior notice to all Board members of the alleged reasons for dismissal, the Board by an affirmative vote of the majority of all the Board members may remove any officer from his or her office (but not from his or her membership on the Board) whenever in its judgment the best interests of the District will be served thereby.

Section 5. Vacancies. The Board shall fill any office that becomes vacant with a successor who shall hold office for the unexpired term and until his or her successor shall have been duly elected and qualified.

Section 6. Three of the five Board members shall constitute a quorum of the District Board for the transaction of business. One of the three may attend telephonically or by video, which attendance must be recorded as part of the minutes. No business shall be transacted except in the usual and ordinary course unless there are at least three members of the Board voting in concurrence of said action. The Board may create and fill such positions, affix salaries and bonds therefore as they may provide by resolution.

VII. TREASURER

Section 1. Pursuant to RCW 36.100.100, the Treasurer of the County in which a Public Facilities District is located, must be the ex officio Treasurer of the District. Such a Treasurer possesses all of the powers and responsibilities and duties of, and is subject to the same restrictions as provided by law for a County Treasurer with regard to District financial matters. Such Treasurer must be bonded for not less than \$25,000, proof of which must be furnished to the Board immediately and on the 1st of each succeeding year. It is the intention of the District that the Treasurer perform his or her duties in accordance with RCW 36.29. RCW 36.29 should be interpreted to mean Asotin County Public Facilities District, in place of County, it should mean the Board of Directors of the District, rather than County Commissioners.

VIII. INDEPENDENT LEGAL COUNSEL

Section 1. The Board shall provide Independent Legal Counsel by resolution to acquire an attorney or firm licensed to practice law in the State of Washington. The Board

may obtain Legal Counsel as either an employee or by contract. Legal Counsel shall be known as General Legal Counsel for the Asotin County Public Facilities District.

IX. BOARD OF DIRECTORS/COMPENSATION

- Section 1. Each member of the Board of Directors of the Public Facilities District may receive compensation of \$50 per day for attending meetings or conferences on behalf of the District, not to exceed \$3,000 per year. A Director may waive all or a portion of his or her compensation under this Section as to a month or months during his or her term of office by written waiver filed with the Public Facilities District. The compensation provided in this Section is in addition to reimbursement for expenses paid to the Directors by the Public Facilities District, all as provided by RCW 36.100.130, as currently enacted or hereafter amended.
- Section 2. The Board by resolution may set compensation, in addition to reimbursement, on a monthly basis to the President as Chief Executive Officer, which compensation shall not exceed \$250 per month.

X. AMENDMENTS TO GOVERNANCE POLICY

- Section 1. Proposals to Amend Governance Policy.
- a. Proposals to amend the Governance Policy shall be presented in a format that strikes over material to be deleted and underlines new material.
 - b. Any Board member may introduce a proposed amendment to the Governance Policy at any regular meeting or at any special meeting of which 30 days' advance notice has been given.
- Section 2. Board Consideration of Proposed Amendments. If notice of a proposed amendment to the Governance Policy and information including the text of the proposed amendment and a statement of its purpose and effect, is provided to members of the Board 15 days prior to any regular Board meeting or any special meeting of which 30 days' advance notice has been given, 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 30 days' advance notice has been given and at least 15 days prior to which meeting such notice and information is provided to Board members. 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 3. Vote Required for Amendment to Governance Policy. Resolutions of the Board approving proposed amendments to the Governance Policy or approving amendments to the Governance Policy require an affirmative vote of a majority of the Board members then in office.

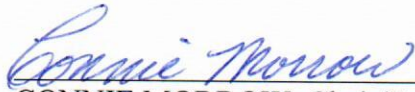
XI. ADMINISTRATIVE PROVISIONS

- Section 1. Books and Records. The District shall keep current and complete books and records of account and shall keep minutes of the proceedings of its Board and its committees having any of the authority of the Board.
- Section 2. Indemnification of Board Members. The District elects to defend and indemnify its present and former Board members and officers and their successors, spouses and marital communities to the full extent authorized by law. In addition, the right of indemnification shall inure to each Board member 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 Board member or officer of the District shall be deemed to do so in reliance upon such indemnification and such rights shall not be exclusive of any other right that he or she may have.

These rights are deemed to be in addition to any rights granted under RCW 36.100.150.

- Section 3. Principal Office. The principal office of the District ^{initially} ~~initially~~ shall be located in the Administrative Offices of the County.
- Section 4. 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 creation of the District by County Ordinance #13-29, which is July 29, 2013.

Adopted by Resolution No. 14-17 the 31 day of October, 2014.


CONNIE MORROW, Chair/President