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3 RESOLUTION NO. 529

4 A RESOLUTION amending and restating District Resolution
5 No. 363 adopted on March 20, 2006, establishing the authority of
6 the Board of Directors, setting regular meeting rules, time and
7 location, indemnifying Board members, employees and officers of
8 the District, establishing the Board reimbursement policy, and
9 establishing rules for District meetings during an emergency.
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11 WHEREAS, pursuant to the provisions of chapter 36.100 RCW, as amended, the
12 Washington State Major League Baseball Stadium Public Facilities District, hereinafter referred
13 to as the “District,” has been created, with the boundaries coextensive with the boundaries of
14 King County, Washington, by King County Ordinance No. 12000; and

15 WHEREAS, chapter 42.30 RCW, the Open Public Meetings Act, requires public
16 agencies, including the District, to establish certain policies and procedures with respect to
17 meeting times, days and location; and

18 WHEREAS, the Board has previously established policies, rules and procedures in
19 furtherance of chapter 42.30 RCW pursuant to Resolution No. 1 adopted on December 19, 1995
20 (“Resolution No. 1”); and

21 WHEREAS, the Board previously amended and restated these policies, rules and
22 procedures in Resolution 363 adopted on March 20, 2006; and

23 WHEREAS, current technology and business norms have evolved to the point that
24 attendance at meetings via video conferencing software is considered an acceptable substitute for
25 in-person attendance; and

26 WHEREAS, notwithstanding the above, the Board recognizes the value of in-person
27 participation and desires that the clarification of this policy not replace or disincentivize in-
28 person participation at meetings.

29 WHEREAS, the Board now desires to amend and restate such policies, rules and
30 procedures as provided herein;

31 NOW, THEREFORE BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE
32 WASHINGTON STATE MAJOR LEAGUE BASEBALL STADIUM PUBLIC FACILITIES
33 DISTRICT:

34 SECTION 1. GOVERNING BODY OF DISTRICT. The District is governed by its
35 seven member Board.

36 A. Term of Office. The terms of the members of the Board is four (4) years, expiring
37 at the end of the calendar year.

38 B. Filling Vacancies. Vacancies occurring on the Board for any reason whatsoever,
39 will be appointed in the same manner in which the underlying member's position was appointed.

40 C. Officer Election. The Board will elect yearly, at its regular meeting closest to
41 January 2, a chair and vice-chair from among its members. The chair will preside over all
42 meetings, and in his/her absence, the vice-chair will preside. If a quorum exists in the absence of
43 the chair and vice-chair, the remaining members may select an acting chair and vice-chair.

44 SECTION 2. POWERS AND DUTIES. The Board has all of the powers specifically
45 conferred by State law.

46 A. Voting. There is no voting by proxy on any question before the Board. The
47 individual votes of Board members will be recorded on all questions put to a vote. All votes by
48 the Board will be deemed unanimous by Board members physically present at the meeting unless
49 recorded otherwise in the minutes. Any action on a matter coming before the Board requires an
50 affirmative vote of a majority of the total membership of the Board. Any standing resolution of
51 the Board may be rescinded or changed by a majority vote of the membership of the Board.

52 B. Board Actions. The Board may, from time to time, formulate and adopt written
53 statements of policy under which the District will function. Formal actions of the Board will be
54 by resolution.

55 C. Duties of the Chair. The chair is responsible for setting the agenda for all
56 meetings. The chair may also, from time to time, establish committees or task forces of the
57 Board and assign membership, as required. The chair may also sign and execute, in the name of
58 the District, deeds, mortgages, leases, bonds, contracts, and other instruments duly authorized by
59 the Board, unless such signatory authority is delegated by Board resolution. In absence of the
60 chair, the vice-chair is responsible for carrying out the functions of the chair.

61 SECTION 3. MEETINGS. The Board will hold a regular meeting on at least a quarterly
62 basis, on dates scheduled by the Board in advance, consistent with chapter 42.30 RCW, the Open
63 Public Meetings Act. Subject to change and prior notice, all regular meetings of the Board will
64 be held at the District's offices at 1250 First Avenue South, Seattle, Washington. All regular

65 meetings will commence at 2:30 p.m., or as soon as possible thereafter. The Board may hold
66 additional meetings, including special meetings, as deemed necessary by the chair or a majority
67 of the Board, as provided for in chapter 42.30 RCW. All meetings are open to the public, except
68 as provided for in chapter 42.30 RCW. The Board may hold executive sessions as permitted in
69 RCW 42.30.110.

70 A. Meeting Rules. The rules of Robert’s Rules of Order (revised) will govern the
71 District in all cases to which they apply and where they are not inconsistent with specific
72 procedural rules adopted by resolution of the Board.

73 B. Meeting Notice. No notice of a regular meeting is required. Notice of special
74 meetings will be provided as required in chapter 42.30 RCW. Notice of committee meetings will
75 be as provided by State law.

76 C. Quorum. A quorum, consisting of a majority of the total membership of the
77 Board, is necessary to take official action. Four members are authorized to call the Board to
78 meet upon due notice to all members of the Board.

79 D. Telephonic Participation. Members of the Board may participate in a regular or
80 special meeting through the use of any means of communication by which all members
81 participating can hear each other during the meeting (e.g., by speakerphone). Any Board
82 member participating in a meeting by such means is deemed to be present in person at the
83 meeting for all purposes other than for establishing a quorum for purposes of taking official
84 action pursuant to Section 3.C. Members participating by telephone may vote on all matters
85 pursuant to Section 2.A.

86 E. Video Conferencing Participation. Members of the Board may participate in a
87 regular or special meeting through the use of any means of communication by which all
88 members participating can hear and view each other during the meeting (e.g., by video
89 conferencing software). Any Board member participating in a meeting by such means is deemed
90 to be present in person at the meeting for all purposes, including for establishing a quorum for
91 purposes of taking official action pursuant to Section 3.C., or for voting on matters pursuant to
92 Section 2.A.

93 F. Minutes. The Clerk of the District or his or her designee will record the minutes
94 of all regular and special meetings, except executive sessions of the Board. The minutes of such
95 meetings will indicate which Board members were physically present at such meeting and which,

96 if any, Board members participated in such meeting by video conferencing or by telephonic
97 means. Meeting minutes will be approved by the Board and open to public inspection.

98 SECTION 4. INDEMNIFICATION OF BOARD MEMBERS, EMPLOYEES AND
99 OFFICERS. To the extent permitted by law, the District will protect, defend, hold harmless and
100 indemnify any person who becomes a member of the Board, or employee of the District, and is a
101 party, or is threatened to be made a party, to a proceeding, by reason related to that person's
102 conduct as an officer or employee of the District, against judgment, fines, penalties, settlements
103 and reasonable expenses (including attorneys' fees), incurred by him or her in connection with
104 such proceeding, if such person acted in good faith and reasonably believed his or her conduct to
105 be in the District's best interests; and if, in the case of any criminal proceedings, he or she had no
106 reasonable cause to believe his or her conduct was unlawful. The indemnification protection
107 provided herein shall not be deemed exclusive of any other rights to which a person may be
108 entitled as a matter of law or by contract or by vote of the Board. The Board may purchase and
109 maintain appropriate insurance for any person to the extent provided by applicable law.

110 The District may grant a request by such person that the attorney of the District's
111 choosing be authorized to defend said claim, suit or proceeding; and the costs of defense,
112 attorneys' fees, and any obligations for payment arising from such action may be paid from the
113 District's funds: provided that costs of defense and/or judgment or settlement against such
114 person will not be paid in any case where the court has found that such person was not acting in
115 good faith or within the scope of employment or duties for the District.

116 This section on the indemnification of Board members, employees and officers is
117 amended and supplemented by District Resolution No. 47, adopted on April 1, 1996.

118 SECTION 5. COMPENSATION & REIMBURSEMENT. Any compensation received
119 by Board members will only be pursuant to authority provided by chapter 36.100 RCW, as
120 amended, and District Resolution No. 64. Board members who participate in a regular or special
121 meeting of the Board, whether in person, by telephonic means, or by video conferencing, are
122 entitled to compensation. Any such compensation is in addition to reimbursement for travel or
123 other business expenses incurred on behalf of the District and paid pursuant to District
124 Resolution No. 125 and RCW 36.100.110 - .120.

125 SECTION 6. DISTRICT BUSINESS DURING EMERGENCY OR DISASTER.
126 Whenever, due to an emergency or a disaster, it becomes imprudent, inexpedient or impossible

127 to conduct the affairs of the District at the regular or usual place or places, the Board may meet at
128 any place within or without the territorial limits of the District or exclusively by video and/or
129 teleconference at the direction of the chair or any two members of the Board. During the
130 pendency of that emergency, the affairs of the District will be lawfully conducted at such
131 emergency temporary location or by video or telephonic means.

132 SECTION 7. IMPLEMENTATION. Resolution No. 363 is hereby replaced and
133 rescinded upon adoption of this resolution.

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135 PASSED by a vote of 4 to 0 this 13th day of February 2023.

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BOARD OF DIRECTORS
WASHINGTON STATE MAJOR LEAGUE BASEBALL STADIUM
PUBLIC FACILITIES DISTRICT

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Carol Nelson, Chair

ATTEST:

Joshua Curtis, Clerk