

# **Tukwila Pool Metropolitan Park District**

**Resolution No. \_\_\_\_\_**

## **A RESOLUTION OF THE BOARD OF COMMISSIONERS OF THE TUKWILA POOL METROPOLITAN PARK DISTRICT PROVIDING FOR THE ORGANIZATION OF THE DISTRICT AND OTHER MATTERS PROPERLY RELATED THERETO.**

**WHEREAS**, the City Council of the City of Tukwila, Washington, by Resolution No. 1738, asked the voters to create a Metropolitan Park District whose boundaries would be coextensive with the boundaries of the City of Tukwila, including the authority to levy a general tax on property not to exceed 15 cents per thousand dollars of assessed valuation each year as statutorily provided, and providing for the City Council to serve as the Metropolitan Park District Commissioners; and

**WHEREAS**, on August 16, 2011, the voters of Tukwila approved the formation of a Metropolitan Park District as required and approved the City Council's governance of the Metropolitan Park District; and

**WHEREAS**, Chapter 35.61 RCW provides for the authority to create, manage, control, improve, maintain, and acquire parks and recreational facilities by a Metropolitan Park District; and

**WHEREAS**, the City Council of the City of Tukwila is authorized pursuant to RCW 35.61.050 to serve in an ex-officio capacity as the Board of Metropolitan Park Commissioners; and

**WHEREAS**, this City Council, acting in its ex-officio capacity as the Board of Metropolitan Park Commissioners, desires to provide for organizational details of the District and its relationship to the City of Tukwila;

**NOW, THEREFORE, THE CITY COUNCIL OF THE CITY OF TUKWILA, WASHINGTON, ACTING IN ITS EX-OFFICIO CAPACITY AS THE BOARD OF COMMISSIONERS OF THE TUKWILA POOL METROPOLITAN PARK DISTRICT, HEREBY RESOLVES AS FOLLOWS:**

**Section 1. Purpose.** This resolution addresses the governance of the Tukwila Pool Metropolitan Park District and the City Council acting in an ex-officio capacity as the Board of Metropolitan Park Commissioners, hereafter referred to as the "Park District Board."

**Section 2. Name.** The name of the Tukwila Pool Metropolitan Park District shall be the Tukwila Metropolitan Park District, hereinafter referred to as the "Park District."

**Section 3. Officers.** The officers of the Park District Board shall be a President and Clerk of the Board, elected from the City Council of the City of Tukwila as required by RCW 35.61.120. An Executive Director shall be appointed by the Park District Board.

**Section 4. Officers – Election.** At the last public meeting of the Park District in every odd-numbered year, the City Council, acting in its ex-officio capacity as the Park District Board, shall elect from among its members a President and another of its members a Clerk of the Board by majority vote of the quorum of the Park District Board in attendance at the meeting. In the event of a vacancy, the Park District Board shall elect a successor to serve the balance of the term of the vacant position.

**Section 5. Officers – Term.** The officers of the Park District Board shall serve until a successor is elected and the failure to elect a successor as provided herein shall not operate as a removal of the existing officers.

**Section 6. Officers – President.**

A. The President shall preside at all meetings of the Board. In the event of the President's absence or inability to preside, the Clerk of the Board shall assume the duties of presiding over the meetings of the Park District Board and such other duties prescribed by the Park District Board.

B. The President shall act as spokesperson for the Park District and shall act as its representative at meetings with other organizations, committees, and other such activities, unless another representative shall otherwise be authorized by the Park District Board. The President may delegate to any Board members the duty of being a spokesperson or representative. The Executive Director shall be the chief executive and administrative officer of the Park District.

**Section 7. Resolutions.** The business of the Park District shall be conducted by resolution or motion. Resolutions of the Park District Board shall be signed by the President and attested by the Clerk of the Board.

**Section 8. Competitive Bidding.** The Park District Board waives competitive bidding requirements of RCW 39.04.280 if an exemption contained within RCW 39.04.280 applies to the purchase or public work as provided in RCW 35.65.135.

**Section 9. Compensation.** RCW 35.61.150 authorizes the Park District Board to pay compensation to each of its Commissioners. The Park District Board, by this resolution, intentionally declines to provide compensation for the Commissioners.

**Section 10. Treasurer.** RCW 35.61.180 authorizes the City of Tukwila Finance Director to serve as the ex-officio treasurer of the Park District without compensation. The Park District Board hereby designates the Finance Director of the City of Tukwila to serve as the Park District Treasurer upon approval of the designation by the County Treasurer of the City of Tukwila Finance Director, subject to the requirements of a bond

from a surety company operating in the state that is sufficient to protect the Park District from loss.

**Section 11. Fund.** Pursuant to RCW 35.61.210, the Park District Board hereby designates the fund for operations of the Park District as the Tukwila Pool Metropolitan Park District Fund and directs that all tax levies and other funds payable to the Park District shall be deposited to such fund.

**Section 12. Meetings.** All meetings shall be conducted in accordance with the Open Public Meetings Act, Chapter 42.30 RCW. The meetings of the Park District Board shall be held on the second Monday of each month at 6:15 PM at Tukwila City Hall, unless otherwise noticed. If at any time any meeting falls on a holiday, the Commission shall meet on the next business day at the same hour.

**Section 13. Offices.** The offices of the Park District shall be at Tukwila City Hall, 6200 Southcenter Boulevard, Tukwila, Washington 98188.

**Section 14. Powers, Purpose, and Responsibilities.**

A. The Park District Board intends to exercise all powers, functions, rights, and privileges now or hereafter given or granted to a Metropolitan Park District.

B. The Park District Board authorizes the negotiation of an interlocal agreement with the City of Tukwila for the operation and management of the Tukwila Pool funded by the Park District.

**Section 15. Interpretation.** This resolution is not intended to limit the powers granted to a Metropolitan Park District and, therefore, should be literally construed to carry out the intent of any grant of power to the Park District and its exercise provided for herein.

**Section 16. Powers and Duties of the Board.** The Park District Board intends to exercise all powers, functions, rights and/or purposes conveyed and delegated to a Metropolitan Park District pursuant to Chapter 35.61 RCW and other laws of the State of Washington.

**Section 17. Parliamentary Procedure.** Unless otherwise governed by the provisions of the laws of the state of Washington, Robert's Rules of Order shall govern the conduct of all Park District Board meetings.

**Section 18. Minutes of Meetings.** The minutes of the proceedings of the Park District Board shall be recorded and maintained by the Park District Executive Director or designee. The minutes shall reflect who attended the meeting. The minutes shall consist primarily of a record of the action taken. Prior to the adoption of the minutes, copies of the proposed minutes shall be forwarded to all Park District Board members prior to the next regular meeting for their reference and/or correction.

**Section 19. Committees.** The President may from time to time nominate Park District Board members or others to serve on committees. The Park District Board may also establish committees. Nominations to any committee shall be made by the

President and approved by a quorum of the Park District Board. The Park District Board may recommend people to the President for appointment to any committee.

**Section 20. Severability.** If any provision of this resolution or its application to any person or circumstances is held invalid, the remainder of the resolution or the application of the provision to other persons or circumstances shall not be affected.

**Section 21. Service of Process.** The President or Clerk of the Board shall receive on behalf of the Park District Board all pleadings commencing an action against the Park District. Service on the President or Clerk of the Board shall constitute service on the Park District.

**Section 22. Indemnification.**

A. **General.** The Park District, pursuant to RCW 36.16.138 and Chapter 48.62 RCW, as hereafter amended, shall indemnify any person who was or is an elected or appointed commissioner, officer (including committee members), or employee of the Park District that has been threatened or has been made a party to an action, claim, or other proceeding by a third party.

B. **Scope.** The Park District shall pay the reasonable and necessary expenses that are actually incurred and connected with the defense, settlement, or monetary judgments, including costs, disbursements, and reasonable attorneys' fees arising out of any action, claim, or other proceeding, within the standard of conduct contained in paragraph 22.C. herein and for which notice has been given pursuant to paragraph 22.D. The Park District Board shall be the sole judge of the reasonableness of expenses to be borne by the Park District. Indemnification shall not extend to any claim, action, or other proceeding against the Park District, either for indemnification or for other causes.

C. **Standard of Conduct.** Indemnification shall be limited to any action, claim, or other proceeding threatened, pending, or instituted against any person who was, or is, at the time of the alleged conduct, an elected or appointed commissioner, officer, or employee, and arising out of such person's performance, purported performance, or failure to perform in good faith the duties for, or employment with, the Park District.

D. **Determination of Conduct.** Unless ordered or adjudged by a court of competent jurisdiction, indemnification may be authorized only as follows:

1. To the extent that the person has been successful on the merits, or otherwise in defense, such person shall be indemnified.

2. With respect to any other determination of conduct, by a majority vote of all the commissioners not interested in or party to the action, claim, or other proceeding. In the event a majority vote cannot be obtained because of disqualification of commissioners, then the alternate or alternates of those disqualified shall be permitted to vote.

3. Indemnification shall not be authorized for any claim or action founded upon a statute, law, rule, or regulation punishable by fine, imprisonment, or both or for any claim or action against the Park District.

4. Every commissioner, officer, or employee who seeks or believes he or she may claim indemnification must give notice, in writing, to the President of his or her interest to seek indemnification before incurring any costs, disbursements, or attorneys' fees for which indemnification is sought, and provide a copy of any and all claims, pleadings, reports, or other written statements regarding the allegations.

5. Expenses prior to determination: Expenses actually incurred in defending any action, claim, or other proceeding may be paid as incurred, and prior to final determination of conduct, if the action, claim, or other proceeding makes no assertion that the person named acted outside the scope of his or her employment or authority and that the Park District makes no claim that the person's acts or failure to act were outside the scope of the person's employment or authority.

E. **Interpretation.** This article of the bylaws is intended to exercise the authority contained in RCW 36.16.138 and Chapter 48.62 RCW, and that it be construed in light of such statutes and laws as hereafter amended and interpretive case law. Failure of the Park District to obtain insurance for any claim, action, or other proceeding against the Park District shall not be construed to limit this indemnification.

**Section 23. Amendments.** This resolution, as adopted by the Park District Board, may be revised or amended at any regular meeting of the Park District Board

PASSED BY THE BOARD OF COMMISSIONERS OF THE TUKWILA METROPOLITAN PARK DISTRICT at a Regular Meeting thereof this \_\_\_\_\_ day of \_\_\_\_\_, 2011.

ATTEST/AUTHENTICATED:

\_\_\_\_\_  
Commission Clerk

\_\_\_\_\_, President,  
Board of Commissioners

APPROVED AS TO FORM BY:

\_\_\_\_\_  
Lisa M. Marshall, Commission Attorney

Filed with the Clerk: \_\_\_\_\_  
Passed by the Commission: \_\_\_\_\_  
Resolution Number: \_\_\_\_\_

