

# **TUKWILA POOL METROPALITIAN PARK DISTRICT**

## **BYLAWS**

### **ARTICLE 1**

#### **NAMES**

The name of this Metropolitan Park District is Tukwila Pool Metropolitan Park District ("TPMPD" or "District"). The name of the governing Board is the Tukwila Pool Metropolitan Park District Board of Commissioners ("Board"). All actions of the TPMPD may be performed using the name "TPMPD" or "Tukwila Pool."

### **ARTICLE 2**

#### **ROLE AND PURPOSE**

The role and purpose of the TPMPD is to discharge its responsibilities for providing pool facilities as a public service to the residents of the geographic areas included within the TPMPD's boundaries, which are also the boundaries of the City of Tukwila.

### **ARTICLE 3**

#### **ORGANIZATION**

The TPMPD is organized under and in conformity with the constitution and laws of the State of Washington, specifically Chapter 35.61 RCW (Metropolitan Park Districts) as now enacted or as it may hereafter be amended.

### **ARTICLE 4**

#### **GOVERNING BODY**

##### **Section 1 - Selection of Board Members**

Pursuant to RCW Chapter 35.61.50 (3) the City Council of the City of Tukwila is designated to serve as the ex-officio TPMPD Board of Commissioners.

##### **Section 2 - Compensation of Board Members**

Board Commissioners shall receive no compensation but may be reimbursed for actual expenses, as approved by a majority vote of the Board of Commissioners.

**Section 3 – Resolutions**

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

**ARTICLE 5  
APOINTED OFFICERS**

**Section 1 - Appointment of Officers**

Each year, at the last public meeting of the TPMPD Board, the Tukwila City Council, acting in its ex officio capacity as the TPMPD Board, shall appoint the incoming Council President as the President of the Board for the following year, and the subsequent incoming Council President as the Clerk of the Board for the following year, by majority vote of the quorum of the TPMPD Board in attendance at the meeting.

**Section 2 - Term of Officers**

The officers of the TPMPD Board shall serve until a successor is appointed by the TPMPD Board, and the failure to appoint a successor as provided herein shall not operate as a removal of the existing officers.

**Section 3 – Vacancy.** In the event the President or Clerk shall be unable to perform their duties, resigns or is otherwise removed from office the TPMPD Board shall declare a vacancy in such officer’s position and shall appoint a successor by majority vote to serve out the term of the office.

**Section 3 – President**

The President shall be the presiding officer at meetings of the TPMPD Board, and will assure that an agenda is provided for each meeting, and that the meeting will be conducted in accordance with the agenda. The President shall act as a spokesperson for the TPMPD Board, and can sign all resolutions, contracts and other instruments on behalf of the TPMPD Board and as authorized by the TPMPD Board. The President may vote on any issue that comes before the TPMPD Board, and must vote to break a tie.

**Section 4 – Clerk**

The Clerk shall assume the responsibilities and duties of the President in the absence or disability of the President.

**Section 5 – Treasurer:**

Pursuant to RCW Chapter 35.61.180 King County Treasurer serves as the TPMPD Treasurer without compensation.

**Section 6 – Attorney:**

The TPMPD Board shall appoint, at a regular meeting, an attorney who shall advise the Board and its appointed officers on legal matters and represent the TPMPD in all such matters.

**Section 7 – District Accountant:**

The TPMPD Board shall appoint, at a regular meeting, an accountant who shall advise the TPMPD Board, and serve in the role of TPMPD Accountant on financial matters and represent the TPMPD in all such matters.

**ARTICLE 7**

**POWERS AND DUTIES OF THE BOARD**

**Section 1 – Powers**

The TPMPD Board intends to exercise all powers, functions, rights, and privileges now or hereafter given or granted to a Metropolitan Park District, as authorized by RCW 35.61.

**Section 2 - Interpretation**

The TPMPD By-Laws are not intended to limit the powers granted to a Metropolitan Park District and, therefore, should be liberally construed to carry out the intent of any grant of power to the Park District and its exercise provided for herein.

**Section 3 - 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 TPMPD Board meetings.

**Section 4 - Minutes of Meetings**

The minutes of the proceedings of the TPMPD Board shall be recorded and maintained by the TPMPD 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 TPMPD Board members prior to the next regular meeting for their reference and/or correction.

## **Section 5 - District Goals and Objectives**

The TPMPD Board shall establish goals and objectives, which will establish a long-range plan in relation to the TPMPD's needs. In addition, the goals and objectives should consider programs and the financing necessary to achieve these goals. The goals and objectives shall be reviewed annually and modified by the TPMPD Board to reflect needed changes perceived in the TPMPD.

## **Section 6 - Levy and Levy Certifications**

The TPMPD Board may levy or cause to be levied a general tax on all the property located in said park district each year. The TPMPD Board shall include in its general tax levy for each year a sufficient sum to fund the approved TPMPD Budget and the interest on all outstanding bonds and may include a sufficient amount to create a sinking fund for the redemption of all outstanding bonds. The levy shall be certified to the proper county officials for collection the same as other general taxes and when collected, the general tax shall be placed in a separate fund in the office of the King County Treasurer to be known as the "Tukwila Pool Metropolitan Park District General Fund" and disbursed pursuant to the direction of the TPMPD Board.

## **Section 7 – Severability**

If any provision of the TPMPD bylaws or its application to any person or circumstances is held invalid, the remainder of the bylaws or the application of the provision to other persons or circumstances shall not be affected.

## **Section 8 - Indemnification**

1. **General:** The TPMPD, 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 TPMPD that has been threatened or has been made a party to an action, claim, or other proceeding by a third party
2. **Scope:** The TPMPD 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 Article 7, Section 8.3 herein and for which notice has been given pursuant to Article 7, Section 8.5. "Indemnification" The TPMPD Board shall be the sole judge of the reasonableness of expenses to be borne by the TPMPD.
3. **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 TPMPD.

4. **Determination of Conduct:** Unless ordered or adjudged by a court of competent jurisdiction, Indemnification may be authorized only as follows:
  - a. To the extent that the person has been successful on the merits, or otherwise in defense, such person shall be indemnified.
  - b. 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..
5. **Notice:** Every commissioner, officer, or employee who seeks or believes he or she may claim indemnification must give notice, in writing, to the Board 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.
6. **Expenses prior to determination:** Expenses actually incurred in defending an 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 TPMPD makes no claim that the person's acts or failure to act were outside the scope of the person's employment or authority.
7. **Settlement.** In the event the District agrees to provide the defense of the action or proceeding, the Board of the District shall have the discretion to determine whether the action or proceeding should be settled and the terms and conditions of the settlement.
8. **Reservation of Rights.** In the event the District shall have assumed defense of the action or proceeding, the Board may withdraw its defense if, in the conduct of the defense, it shall become aware of information showing that the acts or omissions of the individual were not, or in good faith did not purport to be, within the scope of the individual's official duties with the District.
9. **Payment of Judgment.** In the event a monetary judgment for non punitive damages is entered against the individual as a result of the action or proceeding, the Board may, in its discretion, appeal the judgment if an appeal procedure is available. When the monetary judgment for non punitive damages becomes final the Board shall satisfy the judgment at the expense of the District unless the damages are covered by the District's insurance coverage.
10. **Punitive Damages.** In the event a judgment for punitive damages is entered against the individual, the Board may, in its discretion, appeal the judgment if an appeal procedure is available. When the monetary judgment for punitive damages becomes

final the Board shall review the judgment with the District's attorney to determine if the judgment can be satisfied at the expense of the District unless the damages are covered by the District's insurance coverage.

11. **Interpretation:** This article of the bylaws is intended to exercise the authority contained in RCW 4.96.041, and that it be construed in light of such statutes and laws as hereafter amended and interpretive case law. Failure of the TPMPD to obtain insurance for any claim, action, or other proceeding against the TPMPD shall not be construed to limit this indemnification.

## ARTICLE 8

### MEETINGS OF THE BOARD OF COMMISSIONERS

#### Section 1: General Provisions.

The District is a Washington Municipal Corporation, and:

- RCW Chapter 42.30, The Open Public Meetings Act;
- RCW Chapter 42.23, the Code of Ethics for Municipal Officers; and
- RCW Chapter 42.56, the Public Record Act;

as each is now enacted or as it may hereafter be amended.

#### Section 2: Regular Meetings

All meetings shall be conducted in accordance with the Open Public Meetings Act (OPMA), RCW Chapter 42.30. Regular business meetings of the TPMPD Board will be held specified in a TPMPD Board meeting schedule resolution during the first regular meeting of each year. Meeting location will be published in accordance with the Washington State Open Public Meetings Act in RCW 42.30.

#### Section 3: Quorum:

A majority of the members of the TPMPD Board will constitute a quorum.

#### Section 4: Conflict of Interest:

1. The TPMPD Board shall not enter into any contract in which a TPMPD member has a financial conflict of interest as defined in Chapter 42.23 RCW as now enacted or as it may hereafter be amended.
2. Any TPMPD Commissioner who has an interest in a contract or other transaction with the TPMPD that is considered an exception to the conflict of interest rules under RCW 42.30.030 as now enacted or as it may be hereafter be amended. or a remote interest

under RCW 42.30.040 as now enacted or as it may be hereafter be amended., or who has any other type of situation vis-a-vis with the TPMPD, which would be construed by a judge or jury applying the "reasonable person" standard as a conflict including, but not limited, to family relationships, shall make a full, frank and prompt disclosure to the TPMPD Board prior to the discussion and vote in the matter at issue.

- a. Such disclosure shall include any relevant information and material facts known to the TPMPD Commissioner concerning the potential conflict of interest that might reasonably be construed to affect the person's participation in the matter at issue.

3. When any conflict of interest under Section 4.2 is relevant to a matter under consideration or requiring action by the TPMPD Board, or committee thereof, the TPMPD Commissioner shall call it to the attention of the TPMPD Board President and shall not participate during TPMPD Board or committee discussion or decision on the matter.

The minutes of the meeting of the TPMPD Board, or committee thereof, shall reflect that the conflict of interest was disclosed, that the TPMPD Commissioner did not participate during discussion or decision on the matter, and did not vote.

#### **Section 5: Special Meetings:**

Special meetings may be called according to the provisions of RCW 42.30.080 as now enacted or as it may hereafter be amended.

#### **Section 6: Executive Sessions:**

The Board may hold Executive Sessions for all purposes authorized by RCW 42.30.110 as now enacted or as it may hereafter be amended. The Board may also hold closed sessions when authorized by RCW 42.30.140 as now enacted or as it may be hereafter be amended.

## **ARTICLE 9**

### **DISTRICT OPERATIONS**

#### **Section 1: Offices of District:**

The District offices shall be at 4414 South 144th Street, Tukwila, WA 98168

#### **Section 2: District Policies and Rules:**

The Board shall adopt policies and rules as necessary for the operation of its facilities. These policies may include the following:

1. Rules of conduct for patrons of the District's facilities.

