

**RESOLUTION NO. TMPD 2019-001**

**A RESOLUTION** of the Tumwater Metropolitan Park District adopting Bylaws.

**WHEREAS**, on November 27, 2018, Thurston County certified voter approval of the Tumwater Metropolitan Park District (the "TMPD"), a district with boundaries coterminous with the boundaries of the City of Tumwater, with the Tumwater City Council serving as the ex officio board of park commissioners (the "TMPD Board"); and

**WHEREAS**, the TMPD is a metropolitan park district authorized under Chapter 35.61 RCW with statutory powers to acquire, maintain, operate and improve parks, trails, recreational facilities, and programs; and

**WHEREAS**, at this first meeting of the TMPD, the TMPD Board wishes to adopt Bylaws outlining its purposes and setting forth its structure and governance;

**NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF THE TUMWATER METROPOLITAN PARK DISTRICT:**

**Section 1. Adoption of Bylaws.** The Bylaws of the Tumwater Metropolitan Park District in the form attached hereto as Exhibit A are hereby approved and adopted.

**Section 2. Ratification.** Any act consistent with the authority and prior to the effective date of this Resolution is hereby ratified and affirmed.

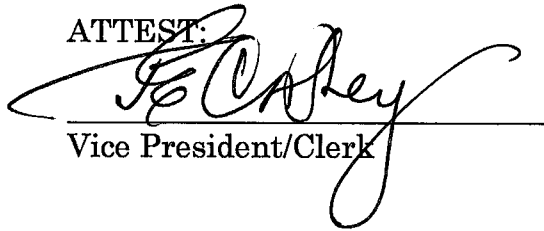
**Section 3. Severability.** The provisions of this Resolution are declared separate and severable. The invalidity of any clause, sentence, paragraph, subdivision, section, or portion of this Resolution or the invalidity of the application thereof to any person or circumstance, shall not affect the validity of the remainder of the Resolution, or the validity of its application to other persons or circumstances.

**Section 4. Effective Date.** This Resolution shall become effective immediately upon adoption and signature as provided by law.

RESOLVED this 1 day of October, 2019.

TUMWATER METROPOLITAN PARK DISTRICT BOARD

  
\_\_\_\_\_  
President

ATTEST:  
  
\_\_\_\_\_  
Vice President/Clerk

**BYLAWS OF THE  
TUMWATER METROPOLITAN PARK DISTRICT**

**ARTICLE I  
NAME**

**Section 1.1 Name.** The name of the district shall be the "Tumwater Metropolitan Park District" and hereafter may also be referred to as the District or the TMPD.

**ARTICLE II  
NATURE AND PURPOSE**

**Section 2.1 Nature of the District.** Voters approved formation of the Tumwater Metropolitan Park District with boundaries coterminous with the City of Tumwater. The TMPD is a municipal corporation organized under Chapter 35.61 RCW. Pursuant to RCW 35.61.040, its creation is effective immediately upon certification of the election results, which occurred on November 27, 2018.

**Section 2.2 Purpose.** The purpose of the TMPD is to acquire, construct, maintain, operate, and improve parks and recreation facilities and to supplement, not replace, existing City of Tumwater parks and recreation funding.

**ARTICLE III  
MEMBERSHIP AND BOARD POWERS**

**Section 3.1 Membership.** Each member of the City of Tumwater Council shall be an ex officio member of the Tumwater Metropolitan Board of Park Commissioners, hereafter referred to as the TMPD Board.

**Section 3.2 Board Powers.** All powers of the TMPD shall be exercised by and at the direction of the TMPD Board. The powers of the Board shall include any powers authorized by law, including but not limited to, the following:

a. To establish and implement the policies and programs of the TMPD, and the procedures for the management and administration of the TMPD's affairs by the TMPD Board or through contract, as provided by law;

b. To borrow money and incur indebtedness in accordance with law.

## ARTICLE IV TMPD BOARD

**Section 4.1 Officers Designated.** The officer of the TMPD Board shall be a President, Vice President and Treasurer. The Vice President shall also serve as the Clerk of the TMPD Board. No person may simultaneously hold more than one office. In addition to the powers and duties specified below, the officers shall have such power and perform such duties as the TMPD Board may prescribe.

**Section 4.2 Election, Qualifications and Terms of Office.** The President and Vice President shall be elected by the TMPD Board from among its members. Pursuant to RCW 35.61.180, the TMPD Board designates the City of Tumwater Finance Director to serve as the TMPD's Treasurer. Except for the Treasurer, the officers shall be elected by the TMPD Board at the first regular meeting each year, for a one year term, and each officer shall hold the office until his or her successor is elected. The first officers of the TMPD Board shall be elected by the TMPD at its first meeting. Officers may, at the discretion of the TMPD Board, hold their respective offices for successive terms. A Board member may be removed from service on the TMPD Board only when removed from his or her office as a councilmember. Any vacancy shall be filled automatically by the appointment or election of a new city councilmember.

**Section 4.3 Powers and Duties.** The officers of the TMPD Board shall have the following duties:

a. **President.** The President shall serve as the ceremonial head of the TMPD and shall preside over all TMPD Board meetings. The President shall, subject to the control of the TMPD Board, exercise general supervision, direction, and control of the business and affairs of the TMPD. On matters decided by the TMPD, unless otherwise required under the Interlocal Agreement with the City of Tumwater, the signature of the President alone is sufficient to bind the TMPD. The President of the TMPD Board, along with the Tumwater City Clerk, shall be the TMPD's registered agents for purposes of service of process.

b. **Vice President.** The Vice President shall serve in the absence of the President as ceremonial head of the TMPD and shall preside over TMPD Board meetings in the President's absence and shall otherwise execute the President's powers and duties. The Vice President is also the Clerk of the TMPD Board.

c. **Treasurer.** The Treasurer shall receive and faithfully keep all funds of the TMPD and deposit the same in such bank or banks as may be designated by the TMPD Board. The Treasurer shall also discharge such other duties as may be prescribed by the TMPD Board.

**Section 4.4 Conflict of Interest.** TMPD Board members shall comply in all respects with the conflict of interest guidelines and prohibitions of Chapter 42.23 RCW.

## ARTICLE V COMMITTEES

**Section 5.1 Committees.** The TMPD Board, consistent with these Bylaws and Chapter 35.61 RCW, may from time to time designate advisory committees consisting of at least two members from either among its members or from outside its membership.

## ARTICLE VI MEETINGS

**Section 6.1 Regular TMPD Board Meetings.** Regular TMPD Board meetings shall be scheduled by the TMPD Board through resolution. At any regular meeting of the TMPD Board, any business may be transacted and the TMPD Board may exercise all of its powers.

**Section 6.2 Special TMPD Board Meetings.** Special meetings of the TMPD Board may be held at any place and at any time whenever called by the President or by a majority of the members of the TMPD Board.

**Section 6.3 Notice of TMPD Board Meetings.** Notice of meetings shall be given in a manner consistent with the Open Public Meetings Act, Chapter 42.30 of the Revised Code of Washington, as supplemented or amended. In addition, the TMPD shall provide reasonable notice of meetings to any individual specifically requesting such notice in writing.

**Section 6.4 Waiver of Notice.** Notice as provided in Section 6.3 hereof may be dispensed with as to any member of the TMPD Board who, at or prior to the time the meeting convenes, files with the TMPD 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 address 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 or severity of such injury or damage. Notice concerning proposed amendments to Bylaws, and votes on such amendments, may not be waived.

**Section 6.5 Parliamentary Procedure.** *Robert's Rules of Order* shall be final authority on all questions of procedure and parliamentary law not otherwise provided by statute or these Bylaws; Provided, that the concurrence of four (4)

members, such rules may be waived or modified. Provided further, that failure to follow said rules will not in itself constitute sufficient grounds for invalidating any TMPD Board action. Where consistent with the statute, the rules and procedures of the City of Tumwater City Council will govern the procedures of the TMPD Board.

**Section 6.6 Public Comment.** Opportunity for public comment at TMPD Board meetings shall be required when the TMPD Board considers adoption of its plan and imposition of any tax, charge, or fee. The TMPD Board from time to time may, in its sole discretion, permit public comment regarding additional topics.

**Section 6.7 Public Hearings.** A public hearing will be held: (1) whenever required by law; (2) whenever required by contract with the City of Tumwater; and (3) as desired by the TMPD Board.

**Section 6.8 Proxies Prohibited.** Votes may be cast at TMPD Board meetings only by members of the TMPD Board in attendance at the meeting either in person or by electronic means. Voting by proxy is prohibited.

## ARTICLE VII AMENDMENTS TO BYLAWS

**Section 7.1 Proposals to Amend Bylaws.** Any TMPD Board member may introduce a proposed amendment to the Bylaws (which may consist of new Bylaws) at any regular meeting, or at any special meeting for which 14 days' advance notice has been given.

**Section 7.2 TMPD Board Consideration of Proposed Amendments.** If notice of a proposed amendment to the Bylaws, and information including the text of the proposed amendment, is provided to members of the TMPD Board 14 days prior to any regular or special Board meeting, 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 TMPD Board may not vote on the proposed amendment until the next regular TMPD Board meeting, or special meeting of which 14 days' advance notice has been given and information is provided to the TMPD Board members. Changes to the proposed amendment that are within the scope of the original amendment will be permitted at the meeting at which the vote is taken.

**Section 7.3 TMPD Board Approval of Amendments to Bylaws.** Resolutions of the TMPD approving amendments to the Bylaws by affirmative vote of a majority of the TMPD Board membership may be implemented at such time as selected by the TMPD in the Resolution without further action. Copies of all

amendments to the Bylaws shall be filed with the City of Tumwater City Clerk as a public record.

## ARTICLE VIII ADMINISTRATIVE PROVISIONS

**Section 8.1 Books and Records.** The TMPD shall keep current and complete books and records of account and shall keep minutes of the proceedings of the TMPD Board.

**Section 8.2 Principal Office.** The principal office and mailing address of the Tumwater Metropolitan Park District shall be the same as the City of Tumwater City Hall, 555 Israel Road SW, Tumwater, WA 98501.

**Section 8.3 Fiscal Year.** The Fiscal Year of the TMPD shall begin January 1 and end December 31 of each year, except the first fiscal year which shall run from the date of formation to December 31, 2019.

**Section 8.4 Policies and Rules Applicable to the TMPD and TMPD Board Members.** Except as specifically required by Chapter 35.61 RCW or other state laws pertaining to metropolitan park districts, the TMPD Board adopts as its polices, City of Tumwater administrative policies including, City Council Rules and Procedures, Personnel Policy, Comprehensive Financial Policies, and Contracting and Purchasing Policies.

**Section 8.5 Competitive Bidding.** The TMPD Board waives the competitive bidding requirements of RCW 35.61.135 pursuant to RCW 39.04.280 if an exemption contained within RCW 39.04.280 applies to the purchase or public work.

## ARTICLE IX BUDGET

**Section 9.1 Budget.** The budget shall be adopted by resolution.

**ARTICLE X  
LIMITATIONS ON LIABILITY**

**Section 10.1 Mandatory Disclaimers.** A disclaimer in substantially the following form shall be printed or stamped on all contracts, bonds and other documents that evidence or create any obligation which, by its terms, is not payable from a special or limited source of funds:

The Tumwater Metropolitan Park District is a metropolitan park district established pursuant to Chapter 35.61 of the Revised Code of Washington. All debts, liabilities and other obligations incurred by the District shall be satisfied exclusively from the revenues, assets and properties of the District. No creditor, claimant or other person shall have any right of action against or recourse to the City of Tumwater, the State of Washington, or any other political subdivision of the State of Washington on account of or with respect to any debts, liabilities or other obligations of the District, or otherwise on account of or with respect to any acts or omissions of the District or its officers, employees or agents.

**ARTICLE XI  
INDEMNIFICATION**

**Section 11.1 Indemnification.** To the extent permitted by law, the TMPD shall protect, defend, hold harmless and indemnify any director, officer, employee or agent of the TMPD who is a party or threatened to be made a party to a proceeding by reason related to that person's conduct as a director, officer, employee or agent of the TMPD, against judgments, fines, penalties, settlements and reasonable expenses (including reasonable attorneys' fees) incurred by him or her in connection with such proceedings, if such person acting in good faith reasonably believed his or her conduct to be in the TMPD's best interests and if, in the case of any criminal proceedings, he or she had no reasonable cause to believe that his or her conduct was unlawful. The indemnification and protection provided herein shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law, by City ordinance, or by contract or by vote of the TMPD Board. The TMPD Board shall purchase and maintain appropriate insurance to cover such risk of liability.



**ARTICLE XII  
DISSOLUTION**

Section 12.1 Dissolution. The TMPD shall exist until dissolved in accordance with the requirements of RCW 35.61.310 or other applicable law.

**ARTICLE XIII  
APPROVAL OF BYLAWS**

**ADOPTED** by the Tumwater Metropolitan Park District Board of Park Commissioners by Resolution No. TMPD 2019-001 on October 1, 2019.

TUMWATER METROPOLITAN PARK DISTRICT

  
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TMPD President