

RESOLUTION NO. MPD 001-10

A RESOLUTION OF THE NORMANDY PARK METROPOLITAN PARK DISTRICT
PROVIDING FOR THE ORGANIZATION OF THE DISTRICT AND OTHER MATTERS
PROPERLY RELATED THERETO.

WHEREAS, the City Council of the City of Normandy Park, Washington, by Resolution No. 817 asked the voters to create a metropolitan park district whose boundaries would be coterminous with the boundaries of the city of Normandy Park authorizing a property tax levy of up to 75 cents per thousand dollars of assessed valuation as statutorily provided and providing for the City Council to serve as the Park District Commissioners; and,

WHEREAS, on November 3, 2009, the voters of Normandy Park 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 Normandy Park is authorized pursuant to 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 the metropolitan park commissioners desires to provide for organizational details of the district and its relationship to the City of Normandy Park; now, therefore,

IT IS HEREBY RESOLVED by the City Council, acting in its ex-officio capacity as the Board of Metropolitan Park Commissioners of Normandy Park, Washington, as follows:

1. PURPOSE. This resolution addresses the governance of the 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.
2. NAME. The name of the metropolitan park district shall be the Normandy Park Metropolitan Park District hereafter referred to as the Park District.
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 Normandy Park as required by RCW 35.61.120. An Executive Director shall be appointed by the Park District Board.

4. OFFICERS – ELECTION. At the last public meeting of the Park District of every odd-numbered year, the City Council acting in its ex-officio capacity as the Park District Board shall elect from amongst 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.
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.
6. OFFICERS – PRESIDENT. 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 Board and such other duties prescribed by the Park Board.

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.

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.
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.
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.
10. TREASURER. RCW 35.61.180 authorizes the County Treasurer to serve as the ex-officio treasurer of the district without compensation. The Park District Board hereby designates the Finance Director of the City of Normandy Park to serve as the district treasurer upon designation by the County Treasurer of the City of Normandy Park's

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.

11. FUND. Pursuant to RCW 35.61.210 the Park District Board hereby designates the fund for operations of the Park District as the Normandy Park Metropolitan Park District Fund and directs that all tax levies and other funds payable to the Park District shall be deposited to such fund.
12. MEETINGS. All meetings shall be conducted in accordance with the Open Meeting Law Chapter 42.30 RCW.
13. OFFICES. The offices of the Park District shall be at Normandy Park City Hall, 801 SW 174th Street, Normandy Park, WA 98166.
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 Normandy Park for the operation and management of parks and recreation activities funded by the Park District.
15. INTERPRETATION. This resolution is 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.
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.
17. PARLIAMENTARY PROCEDURE. Unless otherwise governed by the provisions of the laws of the state of Washington, Roberts' Rules of Order shall govern the conduct of all Park District Board meetings.
18. MINUTES OF MEETINGS. The minutes of the proceedings of the Park District Board shall be recorded and maintained by the district Executive Director or designee. The minutes shall reflect who attended the meeting. The minutes shall consist primarily of record of the action taken. Prior to the adoption of the minutes, copies of the proposed

minutes shall be forwarded to all Park Board District members prior to the next regular meeting for their reference and or correction.

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.
20. SEVERABILITY. If any provisions of this resolution or its application to any person or circumstances is held invalid, the remainder of the resolution or the application of the provisions to other persons or circumstances shall not be affected.
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.
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 c herein and for which notice has been given pursuant to Paragraph 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, 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) Notice to 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 interpretative 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.

23. AMENDMENTS. This Resolution, as adopted by the Park Board may be revised or amended at any regular or special meeting of the Park Board.

ADOPTED by the Normandy Park Metropolitan Park District Board at a special meeting held on the 12 day of January, 2010.

DATED this 12 day of January, 2010.



Doug Osterman, President

ATTEST:



Clerk