

Pike Place Market Constituency Bylaws

Approved April 19, 2022

BYLAWS OF THE CONSTITUENCY OF THE PIKE PLACE PUBLIC MARKET PRESERVATION AND DEVELOPMENT AUTHORITY

PREAMBLE

Let this guiding document serve as a reminder that it is the people of Seattle who saved the Market at the ballot box, through the legislative process and with their patronage. For more than one hundred years it has been the public who have sustained and preserved the Market. Accordingly, through this document and by other means, the public shall always have a hand in the Market's governance.

ARTICLE I

NAME AND AUTHORITY

Section 1.

The name of this organization shall be the Constituency of the Pike Place Public Market Preservation and Development Authority, and is referred to in these Bylaws as the Constituency. The Pike Place Market Preservation and Development Authority is referred to hereafter in these bylaws as the PDA.

Section 2.

The Constituency is an organ of the PDA established pursuant to the PDA Charter and Ch. 3.110 of the Municipal Code of the City of Seattle (SMC).

ARTICLE II

PURPOSES

Section 1.

The Constituency shall provide a forum for public participation in determination of PDA policy decisions that affect the interests of the general public and users of the Pike Place Market. This forum shall provide monitoring to promote transparency and accountability, and shall include both the reporting of PDA proposals, discussions, and actions to the Constituency and the communication of Constituency opinions to the PDA.

Section 2.

The Constituency shall also:

- a. Consider and concur with or withhold concurrence from proposed amendments to the PDA Charter.
- b. Consider and concur with or withhold concurrence from proposed amendments to the Rules and Regulations of the PDA dealing directly with matters being within the power and responsibility of the Constituency, or with provisions of the Rules and Regulations governing procedures for meetings of the Constituency.
- c. Consider and concur with or withhold concurrence from PDA Council decisions and actions which would fix the compensation of corporate officials and the nature and limit of expenses incurred by corporate officials that may be reimbursed.
- d. Consider and concur with or withhold concurrence from PDA Council decisions on the election or selection of an independent auditor.
- e. Select, by nomination and vote of its members, one member to the class of PDA Council membership expiring each year. Such a PDA Council member is referred to hereafter as a Constituency PDA Representative.

Section 3.

The Constituency shall also engage in all other activities permitted under SMC Section 3.110.180 and .210 or the PDA Charter which are deemed by the membership to be beneficial to the interest of the public and of consumers and other users of the Pike Place Public Market.

### ARTICLE III

#### MEMBERS

Section 1.

Constituency membership shall be open to all persons sixteen years of age or older who are interested in the Pike Place Public Market.

Section 2.

Dues shall be one U.S. dollar for a membership year or any fraction of a membership year.

Section 3.

The membership year shall be May 1 of one calendar year to April 30 of the next calendar year.

Section 4.

The rights of membership shall begin 30 days after the submission of a signed registration card and payment of dues. An invalid address will result in that member's name being dropped from the notification list until a valid address is provided, but will not result in removal of membership rights.

## ARTICLE IV

### OFFICERS

#### Section 1.

The officers of the Constituency shall be a Chair, a Vice-Chair, a Secretary-Treasurer, the four Constituency PDA Representatives, and four Officers-at-large.

#### Section 2.

No person shall hold more than one office of the Constituency at the same time.

#### Section 3.

A person must have been a member of the Constituency for 365 days before nominations close to be eligible to stand for election to the positions of Chair, Vice-Chair, or Constituency PDA Representative.

#### Section 4.

No employee, officer, or Council member of the PDA, or member of the Pike Place Market Historical Commission, shall be eligible to serve as Chair or Vice-Chair.

#### Section 5.

Constituency officers shall perform duties prescribed by these bylaws, by the membership, and by the parliamentary authority.

#### Section 6.

Chair, Vice-Chair, Secretary-Treasurer and Officers-at-large attendance requirements:

- a. Must attend eight Constituency General Membership or Special Meetings per year.
- b. Must attend eight Constituency Executive Committee Meetings per year.
- c. Attendance will be verified by Constituency sign-in sheet or equivalent at meetings.
- d. For the purposes of this section, a year is the period between one election and the next election.

The membership may be petitioned at a General Membership Meeting to waive attendance requirements to meet the officer's special circumstances.

#### Section 7. Constituency PDA Representatives to the PDA Council:

- a. Must attend six Constituency General Membership or Special Meetings per year.
- b. Must attend six Constituency Executive Committee Meetings per year.
- c. Attendance will be verified by Constituency sign-in sheet or equivalent at the meeting.
- d. For the purposes of this section, a year is the period between one election and the next election.
- e. The membership may be petitioned at a General Membership Meeting to waive attendance requirements to meet the Representative's special circumstance.
- f. Failure to meet attendance requirements will be grounds to request rescission of appointment from the Seattle City Council and Mayor of Seattle.
- g. A Constituency PDA Representative must be present at each Constituency General Membership Meeting and make a report as part of the meeting agenda on the activities of the PDA Council.
- h. If the Constituency PDA Representative does not uphold the Constituency Bylaws, the General Membership may recommend to the Seattle City Council and Mayor of Seattle rescission of the appointment provided that such recommendation follows a resolution for a vote on that subject by the Executive Committee or General Membership; 30-day published notice of the vote is given following the resolution; the meeting at which the vote is called is attended by 25 members or 20% of the membership (whichever is lower); and that the vote is passed by a 2/3 majority of members in attendance.

#### Section 8.

The officers shall be elected by ballot and shall serve until their successors are elected. In the case of a vacancy, officers shall be appointed by a majority of the Constituency members present and voting at the next regularly scheduled General Membership Meeting that occurs at least 30 days after the vacancy. Notification of an election to fill a vacancy shall appear on the meeting agenda.

#### Section 9. Terms of Office

Subject to the provisions of Sections 5, 6, 7, and 8 above the officers shall serve for the terms of office specified below or until their successors are elected:

- a. The term of office of the Chair and Vice-Chair shall be two years commencing in even-numbered years.
- b. The term of office of the Secretary-Treasurer shall be two years commencing in odd-numbered years.
- c. The term of office of Constituency PDA Representatives shall be as specified in Article VII of the PDA charter.
- d. The term of office of Officers-at-large shall be two years, with two commencing in odd-numbered years, and two commencing in even-numbered years

## ARTICLE V

### THE EXECUTIVE COMMITTEE

#### Section 1.

The eleven officers of the Constituency shall constitute the Executive Committee.

#### Section 2.

The Executive Committee shall have responsibility for administrative work of the Constituency, including maintenance of a current membership list, retention of financial records, recording and distribution of meeting minutes, and oversight of official communications. It shall also fix the hour and place and proposed agendas for Constituency meetings and shall perform such other duties as specified in these Bylaws.

Exercising their independent judgements for the best interests of the Market, Executive Committee members shall make recommendations to the Constituency General Membership.

Constituency Officers shall communicate actions of the Constituency, and views of the Market community as discussed in the General Membership Meetings, to the PDA Council, members of the Pike Place Market Historical Commission, and other persons interested in the affairs of the Pike Place Market.

Constituency Officers expressing opinions other than those expressed by resolution of the general membership or as discussed at a General Membership Meeting shall make clear that they are speaking as individuals and not as representatives of the Constituency. No Constituency Officer shall speak in an official capacity without authorization to do so.

The Executive Committee and its individual members shall be in service to the Constituency, and none of its/their official acts shall conflict with prior resolutions of the Membership. If Executive Committee members do not uphold the Bylaws, they may be expelled from the Executive Committee by an action taken by the General Membership. Such action shall include

prior resolution, 30 days published notice, and a 2/3 majority vote as specified in recommendation for rescission of council appointment in Article IV, Sec. 7.h.

### Section 3.

A regular meeting of the Executive Committee shall be scheduled monthly. Special meetings of the Executive Committee may be called by the Chair or upon the written request of three members of the Executive Committee. At least five Executive Committee members must be present at a meeting to conduct business.

### Section 4.

All meetings of the Executive Committee shall be open to the public unless the Chair or a majority of the Committee request an executive session to consider matters enumerated in RCW 42.30.110 or privileged matter recognized by law, and the Committee shall enter the cause therefor in its minutes. Before convening in executive session, the Chair shall publicly announce the purpose for excluding the public from the meeting place and the time when the executive session will be concluded. The executive session may be extended to a stated later time by announcement of the Chair.

### Section 5.

All actions by the Executive Committee shall be taken by adoption of a resolution by a majority vote of the Executive Committee members attending, provided that at least four affirmative votes shall be required.

## ARTICLE VI

### OTHER COMMITTEES

#### Section 1.

The Executive Committee or the Membership shall each have the authority to create committees as needed.

#### Section 2.

A Nominating Committee shall be formed annually in accordance with the PDA Rules and Regulations and Article VII of these Bylaws.

## ARTICLE VII

### ELECTIONS

#### Section 1.

Election of Constituency officers shall be held annually at the July General Membership Meeting of the Constituency. The Chair and Vice-Chair shall be elected in even-numbered years. The Secretary-Treasurer shall be elected in odd-numbered years. Two Officers-at-large shall be elected each year, in accordance with Article IV Section 9.

#### Section 2.

One Constituency Representative to the PDA Council shall be elected annually at the July General Membership Meeting of the Constituency, or per the PDA Rules and Regulations.

#### Section 3.

In addition to the nominees from the Nominating Committee, candidates may be nominated by petition submitted to the Nominating Committee, may be nominated from the floor, and write-in candidates will be allowed.

#### Section 4.

The duties of the Nominating Committee shall be as follows:

- a. To consider the needs of the Market community as a whole in seeking candidates.
- b. To prepare a candidates packet which shall include appropriate references to the candidates' responsibilities to the Constituency as well as the major concerns of the Market community.
- c. To report nominations to the general membership.

#### Section 5. Nomination by petition

To be nominated by petition, potential candidates must present to the Nominating Committee, at least seven days in advance of the election, a petition in support of their nomination signed by at least twenty members in good standing of the Constituency. The Election Officer, as defined in Section 6, will determine the validity of the names on the petition, and in advance of the election meeting, shall notify the potential candidates if they are eligible and will have their names on the ballot.

## Section 6. Election administration

Responsibility for conducting elections and monitoring Constituency membership records shall rest with an Election Officer consisting of the Vice-Chair in odd-numbered years and the Secretary-Treasurer in even-number years, together with one or more other Constituency members chosen by that officer with the concurrence of the Executive Committee. All methods of voting shall be permitted consistent with the PDA Charter, the PDA Rules and Regulations, and Constituency election procedures adopted by the general membership.

## Section 7. Election procedures

The Election Officer responsible for conducting an election shall present election procedures for approval by the Constituency membership at a General Membership Meeting, prior to the election meeting. The election procedures shall include but not be limited to the following:

- a. Provision of an accurate membership roster.
- b. Validation of signatures on petitions from candidates wishing to be nominated by petition.
- c. Guidelines for electioneering practices.
- d. The type of disclosure information, as defined by law, required of the candidates.
- e. Methods of voting in any given election.
- f. Provision to the membership of clear election instructions.
- g. Selection of an election monitor responsible for the vote count.

## Section 8.

An election shall be deemed complete upon completion of the vote count, the results of which shall be reported by the Election Officer. Electees shall take office upon completion of the election. Constituency PDA Representatives shall take office subject to PDA and City of Seattle procedures.

## Section 9.

The role of the PDA in Constituency elections:

- a. No officer, official, employee or volunteer of the PDA may use, or authorize the use of any facilities of the PDA, directly or indirectly, for the purpose of assisting a campaign for election or appointment of any person to the Constituency or the PDA Council. Facilities of the PDA include, but are not limited to, the use of supplies, postage and

equipment, the use of employees of the PDA during working hours, and the use of vehicles and office space.

- b. Publications of the PDA, clientele and/or organizations served by the PDA, shall be available equally, at cost, to all candidates. The officers, officials, employees, and volunteers of the PDA may respond to requests from the candidates for information relevant to the election process.
- c. Officers, officials, employees, and volunteers of the PDA shall conduct themselves during the election campaigns in accordance with Section 3.110.560 ("Prohibited Conduct") of the Municipal Code of the City of Seattle Public Corporations Ordinance, specifically, "no current corporate official or employee shall...engage in any transaction or activity which is, or would to a reasonable person appear to be, in conflict with or incompatible with the proper discharge of official duties...etc."
- d. No provision of this section shall be interpreted to restrict, proscribe, or preclude the free expression of opinion by any officer, official, employee or volunteer of the PDA, regarding any Constituency election.

## ARTICLE VIII

### MEETINGS

#### Section 1. Regular Meetings

Regular General Membership Meetings of the Constituency will be held at 6:00 P.M. on the third Tuesday of each month, whenever possible and at the discretion of the Executive Committee. In-person meetings shall be held at 6:00 P.M. within the Pike Place Market Historical District.

#### Section 2. Special Meetings

Special meetings of the Constituency may be called:

- a. At the discretion of the Chair of the PDA Council.
- b. At the discretion of the Constituency Chair.
- c. On petition of ten members of the Constituency.

Any request for a special meeting by the PDA Chair or the Constituency Chair, or any request by petition of ten Constituency members shall, under the authority of these Bylaws, result in a Special Meeting being called, with appropriate notification of members.

Section 3. An online component to all Constituency meetings shall be permitted.

#### Section 4. Authority to Chair Meetings

All meetings of the Constituency shall be chaired by the Constituency Chair, the Constituency Vice-Chair, by a person designated by the Constituency Chair or by nomination from the floor, in this order of priority.

#### Section 5. Open Meetings

All meetings of the Constituency and its Committees shall be open to any Constituency member and to any member of the public and will include opportunity for public comment.

#### Section 6. Voting Privileges

Only those members present at the meeting shall vote on any resolution.

### ARTICLE IX

#### PROCEDURES AND PARLIAMENTARY AUTHORITY

##### Section 1.

The Constituency shall operate procedurally within the terms of these Bylaws, the PDA Charter, the PDA Rules and Regulations, and SMC Ch. 3.110.

##### Section 2.

The parliamentary procedures of the Constituency shall follow the latest edition of Robert's Rules of Order, Newly Revised, in all cases not covered in Section 1, above.

##### Section 3.

At each meeting, the following shall be available:

- a. The PDA Charter and the PDA Rules and Regulations.
- b. The Constituency Bylaws and Rules.
- c. Seattle Municipal Code Chapter 3.110.
- d. The latest edition of Robert's Rules of Order Newly Revised.

Section 4.

The quorum required for General Membership Meetings shall be ten members. The voting requirement for decisions on the subjects covered by Article II, Section 2 of these Bylaws and any other decision on a subject specified by the PDA Charter shall be as specified in the Charter. The voting requirement for a decision on any subject specified elsewhere in these Bylaws shall be as specified therein.

ARTICLE X  
AMENDMENT

These Bylaws may be amended by a majority vote of the Constituency present and voting at any Regular or Special Meeting, provided that 30-day written notice shall have been sent to the membership. Notification shall include the current text as well as proposed amendments.

ARTICLE XI  
SEVERABILITY

The provisions of these Bylaws are declared to be separate and severable. The invalidity of any clause, sentence, paragraph, subdivision, section or portion of these Bylaws or the invalidity of the application thereof to any person or circumstance shall not affect the validity of the remainder of these Bylaws or the validity of their application to other persons or circumstances.

Approved by Constituency General Membership:

Date: \_\_\_\_\_

Secretary-Treasurer signature

Constituency Bylaws

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