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

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. The Pike Place Market Preservation and Development Authority is referred to hereafter in these bylaws as the PDA. This organization is referred to in these Bylaws as the Constituency.

Section 2.
The Constituency is an organ of the PDA established pursuant to the PDA Charter dated November 3, 1993 and Ch. 3.110 of the Municipal Code of the City of Seattle.

ARTICLE II
PURPOSES

Section 1.
The Constituency shall provide a forum for participation and oversight in all proceedings and decisions of the PDA Council and PDA Officers which affect the interests of the public and users of the Pike Place Market. This forum and oversight shall include the reporting to the Constituency of proposals, discussions, and actions of the PDA Council and Officers. Constituency Officers shall communicate actions of the Constituency and views of the Market community to the PDA Council and Officers, members of the Pike Place Market Historic commission, the Seattle City Council, and all other government officials and other persons interested in the affairs of the Pike Place Market.

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

Section 2.
The 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 first of one calendar year to April thirtieth of the next calendar year.

Section 4.
The rights of membership shall begin thirty days after the submission of a signed registration card and payment of dues. Invalid addresses 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 Chairperson, a Vice-Chairperson, a Secretary-Treasurer, the four Constituency Representatives to the PDA Council and four Officers at large.

Section 2.
No person shall hold more that one office of the Constituency at the same time.

Section 3.
A person must have been a member of the Constituency for the entire preceding year to be eligible to stand for election to the positions of Chair, Vice-Chair, or Constituency Representative to the PDA Council.

Section 4.
No employee, officer, or board member of the Pike Place Public Market Preservation and development Authority, the Pike Place Market Historical commission, the Pike Place Merchants Association or a recognized Special Interest Organization shall be eligible to serve as Chairperson or Vice-Chairperson.

Section 5.
The officers shall perform duties prescribed by these Bylaws, by the membership and by the parliamentary authority.
Section 6.
Chairperson, Vice-Chairperson, Secretary-Treasurer and Members-At-Large attendance requirements:

a. Must attend eight (8) Constituency General Membership or Special Meeting per year.
b. Must attend (8) Constituency Executive Committee Meetings per year.
c. Attendance will be verified by Constituency sign-in sheet at meeting.

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

Section 7. Constituency electees to Pike Place Public Market PDA Council attendance requirements.

a. Must attend six (6) Constituency General Membership or Special Meeting per year.
b. Must attend six (6) constituency Executive Committee Meetings per year.
c. Attendance will be verified by constituency sign-in sheet at the meeting.
d. Failure to meet attendance requirements will be grounds to request recision of Appointment from the Seattle City Council and Mayor of Seattle.
e. The Membership may be petitioned at a General Meeting to waive attendance requirements to meet the Member's special circumstance.
f. A Constituency PDA Council Appointee must be present at each Constituency General Meeting and make a report as part of the Meeting Agenda on the activities of the PDA Council on a rotating basis.
g. If the Constituency appointee to the PDA Council does not uphold the Constituency Bylaws, the General Membership may recommend to the Seattle City Council and Mayor of Seattle recision of the appointment provided that such recommendation follow a resolution for a vote on that subject by the Executive Committee or General Membership; 30 days 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 at a Constituency meeting and shall serve until their successors are elected. In the case of a vacancy officers shall be appointed by a majority of the Constituency present, and voting at its next regularly scheduled meeting.

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 chairman and vice-chairman 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 Representatives to the PDA Council shall be as specified in Article VII of the PDA charter.
ARTICLE V
THE EXECUTIVE COMMITTEE

Section 1.
The eleven (11) officers of the Constituency shall constitute the Executive Committee.

Section 2.
The executive committee shall have general supervision of the Affairs of the Constituency between its regular meetings and shall fix the hour and place of meetings of the Constituency. Each exercising their independent judgement for the best interests of the Market, Executive Committee members shall make recommendations to the Constituency General Membership, the PDA Council and other organizations, and shall perform other duties specified in these Bylaws. 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 this Bylaw, 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 2/3 majority vote as specified in recommendation for resolution of council appointment in Article IV, Section 6.g. (Should read Sec. 7.g.)

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 and shall be called upon the written request of three members of the Executive Committee.

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. An executive session may be held only 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 members attending, provided that at least four affirmative votes shall be required.

ARTICLE VI
COMMITTEES

Section 1.
The Executive Committee or the Membership shall each have the authority to create committees as needed.

Section 2.
At the regularly scheduled Constituency meeting during the second calendar quarter, a Nominating Committee shall be elected by the Constituency. It shall be the duty of this committee to nominate candidates for the offices to be filled at the last meeting of the membership year (held in the third calendar quarter usually in July). The Nominating Committee shall report at the regular meeting of the Executive Committee in May. Before the elections at the third calendar quarter meeting of the Constituency membership, additional nominations from the floor shall be permitted.
ARTICLE VII
ELECTIONS

Section 1.
Election of Constituency officers shall be held annually at the July regular meeting of the Constituency. The Chairperson and Vice-Chairperson 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.

Section 2.
One Constituency appointment to the Council of the Pike Place Public Market Preservation and Development Authority shall be made annually at the July regular meeting of the constituency.

Section 3.
Officers and the person selected for appointment to the PDA Council shall be elected from a list of nominees recommended by the Nominating Committee. Candidates may also be nominated by petition of the members of the Constituency, and nominations from the floor shall be permitted.

Section 4.
The duties of the Nominating Committee shall be as follows:
   a. 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.
   b. To consider the needs of the Market Community as a whole in identifying candidates.
   c. To consider the suggestions of the officer responsible for the election in identifying candidates.
   d. To validate signatures on petitions from candidates wishing to be nominated by petition.

Section 5.
To be nominated by petition a potential candidate must present to the Nominating Committee, at least one week in advance of the election, a petition in support of his or her nomination signed by at least twenty members in good standing of the Constituency.
   a. After determining the validity of the names on the petition, and in advance of the election meeting, the Nominating Committee shall notify the potential candidate that he or she is eligible to have their name on the ballot.

Section 6.
Responsibility for conducting elections and monitoring Constituency membership records shall rest with a two person team consisting of the Vice-Chairperson in odd numbered years and the Secretary-Treasurer in even number years, together with one other Constituent member chosen by that officer with the concurrence of the Executive Committee.

Section 7.
The officer responsible for conducting an election shall draft election guidelines for approval by the members of the Constituency at the regular meeting, prior to the election meeting. The guidelines shall include but not be limited to the following:
   a. The type of disclosure information, as defined by law, required of the candidates.
   b. Electioneering practices.
   c. Selection of an election monitor.
   d. Annual instructions to the Nominating Committee suggesting specific needs or criteria which should be considered in the choice of candidate.
Section 8.
The role of the Pike Place Public Market Preservation and Development Authority (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
SPECIAL INTEREST ORGANIZATIONS

Section 1.
A Special Interest Organization (SIO) shall be defined as any group of individuals, or an association, corporation, commission or other formally structured organization, which has an interest in the Pike Place Historical district.

Section 2.
In order to facilitate liaison and communication among organizations, any SIO may designate an observer whose purpose shall be to convey the SIO's viewpoint in proceedings of the Constituency, and to otherwise assist the officers of the SIO and the Constituency.

Section 3.
The executive committee shall have the power to recognize SIOs and encourage their establishment.

Section 4.
People designated as observers shall receive notice of all Constituency meetings and shall receive all Constituency publications.

Section 5.
The Executive Committee may designate an observer from the Constituency to attend meetings of SIOs and convey the Constituency's viewpoint.
ARTICLE IX
MEETINGS

Section 1. Regular Meetings
Regular meetings of the Constituency will be held on the third Tuesday of each month, whenever possible and at the discretion of the Executive Committee. Meetings shall be held at 6:00PM within the Pike Place Market Historical district.

Section 2. Special Meetings
Special meetings of the Constituency may be called according to any of the following:
   a. At the discretion of the Chairperson of the PDA council.
   b. At the discretion of the Constituency Chairperson.
   c. On petition of ten members of the constituency.

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

Section 3. Authority to chair meetings
All meetings of the Constituency shall be chaired by the Constituency Chairperson, the Constituency Vice-Chairperson, or by a person designated by the Constituency Chairperson or the Meeting, in this order of priority.

Section 4. 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 5. Voting Privileges
Only those members present at the meeting shall vote on any issue.

ARTICLE X
PROCEDURES AND PARLIAMENTARY AUTHORITY

Section 1.
The constituency shall operate procedurally within the terms of these Bylaws, the Market PDA Charter, the Rules and Regulations of the PDA, and the PDA Enabling Ordinance.

Section 2.
The parliamentary procedures of the Constituency shall be the Rules contained in 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 Charter and the Rules and Regulations of the Pike Place Public Market PDA.
   b. The Constituency Bylaws and Rules.
   c. The PDA Enabling Legislation (Ordinance #103387 of the City of Seattle).
Section 4.
The quorum requirements for decisions on the subjects covered by Article II, Section 2, Subparts b, c, and d, and any other decision on a subject specified by the PDA Charter shall be as specified in the Charter, this quorum being 25 members or 20% of the membership — whichever is lower. The quorum requirement for decision on any subject specified elsewhere in these Bylaws shall be as specified therein. The quorum required for and conduct of any other business at a membership meeting shall be ten members.

ARTICLE XI
AMENDMENT

These Bylaws may be amended by a majority vote of the Constituency present and voting at any Regular or Special Meeting, provided that thirty days written notice shall have been sent to the membership.

ARTICLE XII
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 per Article XI Pike Place Public Market Constituency Bylaws:

Date: ________________________________

Secretary-Treasurer signature

Constituency bylaws
Revised ________ 2003