BYLAWS
OF THE
OLYMPIA METROPOLITAN PARK DISTRICT
("OMPD")

ARTICLE I
MEMBERSHIP

Section 1.1 Membership. Each member of the Olympia City Council shall be an ex officio member of the Board of the Olympia Metropolitan Park District ("OMPD Board" or "Board").

ARTICLE II
OFFICERS AND COMMITTEES

Section 2.1 Officers Designated. The officers of the Board shall be a President, Vice President and Treasurer. The Vice President shall also be Clerk of the Board. Subject to approval of the Thurston County Treasurer as required by RCW 35.61.180, the Board Treasurer shall be designated by the Board. No person may simultaneously hold more than one office. In addition to the powers and duties specified below, the officers shall have such powers and perform such duties as the Board may prescribe, provided such powers and duties are consistent with applicable law.

Section 2.2 Election, Qualification, and Term of Office.

(a) President and Vice President. The President and Vice President shall be elected by the Board from among its members. They shall be elected by the Board at the first regular meeting each year for a one-year term as required by RCW 35.61.120 and shall continue in office until his or her successor is elected. Officers may, at the discretion of the Board, hold their respective offices for successive terms.

(b) Treasurer. The Treasurer must be experienced in financial or fiscal affairs. The Treasurer shall hold his/her office until the Board takes action to designate a new Treasurer.

Section 2.3 Powers and Duties. The officers of the Olympia Metropolitan Park District shall have the following duties:

(a) President. The President shall serve as the ceremonial head of the OMPD and shall preside over all Board meetings. The President shall, subject to the control of the Board, exercise general supervision, direction, and control of the business and affairs of the OMPD. On matters decided by the OMPD, unless otherwise required under Interlocal Agreement or by this Charter, the signature of the President alone is sufficient to bind the OMPD. The President of the Board, along with the Olympia City Attorney, shall be the OMPD's registered agents for purposes of service of process. The President shall not be the same person as the Mayor of the Olympia City Council.

(b) Vice President. The Vice President shall serve in the absence of the

President as the ceremonial head of the OMPD and shall preside over 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 Board.

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

Section 2.4 Establishment of Committees.

(a) Committees of the Board. The Board may, by resolution, designate from among its members one or more committees, each consisting of at least two members, to represent the Board and, where consistent with these Bylaws, the Charter, and Chapter 35.61 RCW, act for and on behalf of the Board. The designation of any such committee and the delegation thereto of authority shall not operate to relieve any member of the Board from any responsibility imposed by law. All substantive actions of the OMPD require the vote of the Board.

(b) Citizen Committees. The Board may, by resolution, designate from outside its membership one or more committees, each consisting of at least two members, to advise the Board.

(c) Removal From Office. Upon reasonable prior notice to all Board members of the alleged reasons for dismissal, the Board, by an affirmative vote of the majority of the quorum, may remove any Board member from his or her duties as an officer whenever in its judgment the best interests of the OMPD will be served by such removal. An officer so removed shall continue to serve his/her term as a board member.

ARTICLE III
MEETINGS

Section 3.1 Regular Board Meetings. Regular Board meetings shall be scheduled by the Board through resolution. At any regular meeting of the Board, any business may be transacted and the Board may exercise all of its powers.

Section 3.2 Special Board Meetings. Special meetings of the 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 Board.

Section 3.3 Notice of Regular 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 OMPD shall provide reasonable notice of meetings to any individual specifically requesting such notice it in writing.

Section 3.4 Notice of Special Board Meetings. Notice of all special meetings of the Board shall be given by the Treasurer or by the person or persons authorized to call a special meeting by delivering personally, by mail, by fax, or by electronic mail, written notice at least 24 hours prior to the time of the meeting to each Board member, and to each local newspaper of general circulation and to each radio or television station that has specifically requested

notice of such meetings. Notice shall be prominently displayed at least 24 hours prior to the meeting at the main entrance of the OMPD's principal location and the meeting site if the special meeting is not held at the OMPD's principal location, as provided in RCW 42.30.080. In addition, the District shall provide notice of special meetings to the City Manager of the City of Olympia and to any individual specifically requesting such notice in writing. The time and place of the special meeting and the business to be transacted must be specified in the notice. Final disposition shall not be taken at a special meeting on any matter not referenced in the notice.

Section 3.5 Waiver of Notice. Notice as provided in Sections 3.3 and 3.4 hereof may be dispensed with as to any member of the Board who, at or prior to the time the meeting convenes, files with the Board of the OMPD 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 3.6. Procedure. *Robert's Rules of Order* shall be final authority on all questions of procedure and parliamentary law not otherwise provided by ordinance, statute, Charter or these Bylaws; provided, that with 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 Board action. Where consistent with the Statute, the procedures of the City of Olympia City Council will govern the procedures of the Board.

Section 3.7. Public Comment. Opportunity for public comment at Board meetings shall be required when the Board considers adoption of its annual plan and imposition of any tax, charge, or fee. The Board from time to time may, in its sole discretion, permit public comment regarding additional topics.

Section 3.8. Public Hearings. A public hearing will be held: (1) whenever required by law; (2) whenever required by contract with the City of Olympia; and (3) as desired by the Board.

Section 3.9. Proxies Prohibited. Votes may be cast at Board meetings only by members of the Board in attendance at the meeting either in person or by electronic means. Voting by proxy is prohibited.

ARTICLE IV
AMENDMENTS TO BYLAWS

Section 4.1 Proposals to Amend Bylaws.

Any 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 15 days' advance notice has been given.

Section 4.2 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 Board 15 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 Board may not vote on the proposed amendment until the next regular Board meeting or special meeting of which 15 days' advance notice has been given and information is provided to 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 4.3 Board Approval of Amendments to Bylaws. Resolutions of the OMPD approving amendments to the Bylaws by affirmative vote of a majority of the Board membership may be implemented at such time as selected by the OMPD in the Resolution without further action. Copies of the all amendments to the Bylaws shall be filed with City of Olympia City Clerk as a public record.

ARTICLE V
ADMINISTRATIVE PROVISIONS

Section 5.1 Books and Records. The OMPD shall keep current and complete books and records of account and shall keep any records of Board proceedings and its committees that are required by law.

Section 5.2 Principal Office. The principal office of the Olympia Metropolitan Park District shall be the same as the City of Olympia City Hall.

Section 5.3 Fiscal Year. The Fiscal Year of the District shall begin January 1 and end December 31 of each year, except the first fiscal year which shall run from the date of the District's creation to December 31, 2016.

Section 5.4 Policies Applicable to Board Members and Employees. The administrative policies of the City of Olympia shall be the policies of the OMPD Board.

ARTICLE VI
BUDGET

Section 6.1 The annual budget shall be adopted each year by resolution.

ARTICLE VII
APPROVAL OF BYLAWS

THESE BYLAWS WERE APPROVED BY RESOLUTION 1 ON MARCH 1, 2016.

OLYMPIA METROPOLITAN PARK DISTRICT

OMPD PRESIDENT