

1 Sponsored by: Councilmember Dan Roach
2 Requested by: Executive/Community Connections

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9 **ORDINANCE NO. 2013-11**

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11
12 **An Ordinance of the Pierce County Council Amending the Charter of the**
13 **Pierce County Community Development Corporation.**

14
15 **Whereas**, the Pierce County Community Development Corporation (CDC) was
16 created to promote economic development activities by Pierce County Council
17 Ordinance No. 85-0151, passed on September 24, 1985; and

18
19 **Whereas**, the Pierce County Community Development Corporation Charter was
20 last amended under Ordinance No. 93-72 in June 1993; and

21
22 **Whereas**, the Pierce County Community Development Corporation Board, the
23 Department of the Community Connections, and the Department of Economic
24 Development wish to amend and update the Charter; and

25
26 **Whereas**, the purpose of the amending the Charter is to update the roles of the
27 Board members, update the voting requirements, and update language in the Charter to
28 better reflect the current County structure; **Now Therefore**,

29
30 **BE IT ORDAINED by the Council of Pierce County:**
31
32



1 Section 1. The Charter of the Pierce County Community Development
2 Corporation is hereby amended as set forth in Exhibit A, which is attached hereto and
3 by this reference incorporated herein.

4
5 **PASSED** this 21st day of May, 2013.

6
7 ATTEST:

PIERCE COUNTY COUNCIL
Pierce County, Washington

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9
10
11 Denise D. Johnson
12 **Denise D. Johnson**
13 Clerk of the Council

Joyce McDonald
Joyce McDonald
Council Chair

14
15
16 Pat McCarthy
17 **Pat McCarthy**
18 Pierce County Executive
19 Approved Vetoed _____, this
20 3 day of June,
21 2013.

22
23 Date of Publication of
24 Notice of Public Hearing: May 1, 2013

25
26 Effective Date of Ordinance: June 13, 2013

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AMENDED CHARTER

OF

THE PIERCE COUNTY

COMMUNITY DEVELOPMENT

CORPORATION

A Public Corporation

Passed: 24 September 1985

Amended: 25 April 1989

Amended: July 1992

Amended: June 1993

Amended: January 2013



1
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3 ARTICLE IV

4 PURPOSE OF THE CORPORATION

5 The purpose of the Corporation is to carry out programs (including but not limited to programs
6 financed in whole or in part by federal grants) to rebuild or revitalize blighted areas; to expand
7 housing, job, and income opportunities; to develop housing programs including home
8 rehabilitation, counseling and maintenance training services; to stimulate economic development
9 through the use of all available resources; to improve educational facilities and programs; to
10 combat disease and ill health; to reduce the incidence of crime and delinquency; to enhance
11 recreational and cultural opportunities; to establish better access between homes and jobs; and,
12 through the most effective and economical concentration and coordination of Federal, State, and
13 local public and private efforts, to improve the quality of life, particularly for the socially and
14 economically disadvantaged in Pierce County (the "County").

15
16 ~~Said~~The Corporation is organized exclusively for charitable, religious, education and scientific
17 purposes including for such purposes, the making of distributions to organizations that qualify as
18 exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the
19 corresponding section of any future federal tax code.

20
21 The Corporation shall assure that liabilities it creates in carrying out its purposes shall be limited
22 to the Corporation's assets and properties and that the Corporation's creditors shall not have
23 recourse to the credit or assets of Pierce County.

24
25 ARTICLE V

26
27 POWERS OF THE CORPORATION

28
29 The Corporation, and its board of directors (the "Board of Directors") on its behalf, shall have
30 and exercise all powers necessary or convenient to effect the purposes for which the Corporation
31 is organized, including the power to:

- 32
33 1. Own, lease, acquire, dispose of, exchange, and sell real and personal property.
34
35 2. Contract for any corporation purpose with individuals, associations and corporations,
36 municipal corporations, any agency of the State government or its political subdivisions,
37 and the State and the United States or any agency or department thereof.
38
39 3. Sue and be sued in its corporate name.
40
41 4. Lend and borrow money.
42
43 5. Purchase, lease, exchange, improve, use or otherwise transfer real or personal property or
44 any interest therein; grant or acquire options on real and personal property; and contract
45 regarding the income or receipts from real property.
46



- 1 6. Issue negotiable bonds, notes, and other evidence of indebtedness, in conformity with
2 applicable provisions of the Uniform Commercial Code and State law, in such principal
3 amounts, with such covenants, interest rates, maturities and options of redemption, as in
4 the discretion of the Corporation shall be necessary or appropriate to provide sufficient
5 funds for achieving any corporation purposes or to secure financial assistance from the
6 United States or other sources, for corporation projects and activities.
7
- 8 7. Contract for, lease and accept transfers, gifts or loans of funds or property from, the
9 United States, the State, and the County, including property acquired by any such
10 governmental unit through the exercise of its power of eminent domain; and from
11 corporations, associations, individuals or any other source; and to comply with the terms
12 and conditions thereof.
13
- 14 8. Lend its funds, property, credit or services for corporation purposes, or act as a surety or
15 guarantor for corporation purposes, to the extent that the Corporation may lawfully
16 exercise such powers and insofar as the exercise of such powers does not violate Article
17 VIII, Section 7 of the Washington State Constitution.
18
- 19 9. Provide advisory, consultative, training, educational and community services or advice,
20 to individuals, associations, corporations or governmental agencies, with or without
21 charge, to the extent that the Corporation may lawfully exercise such powers and insofar
22 as the exercise of such powers does not violate Article VIII, Section 7 of the Washington
23 State Constitution.
24
- 25 10. Donate money, property or services on such terms and conditions as the Corporation may
26 in its discretion deem advisable, to individuals, associations or corporations, for
27 Corporation purposes to the extent that the Corporation may lawfully exercise such
28 powers and insofar as the exercise of such powers does not violate Article VIII, Section 7
29 of the Washington State Constitution.
30
- 31 11. Control the use and disposition of corporation property, assets and credit.
32
- 33 12. Invest and reinvest its funds.
34
- 35 13. Fix and collect charges for services rendered or to be rendered, and establish the
36 consideration for property transferred.
37
- 38 14. Conduct the Corporation's affairs, carry on its operations, use its property, its charter, and
39 its rules and regulations as allowed by law; name Corporation officials, designate agents,
40 and engage employees; secure the services of consultants for professional services,
41 technical assistance, or advice; and prescribe the duties and qualifications of, and
42 compensation for, such persons and services.
43
- 44 15. Perform and undertake all manner and type of community services and activities in
45 furtherance of the carrying out of the purposes or objectives of any program or project
46 heretofore or hereafter funded in whole or in part with funds received from the United
47 States or any agency or department thereof, or any other program or project which the



1 Corporation is authorized to undertake by Federal or State law, County ordinance, Pierce
2 County Council resolution, by agreement with Pierce County, or as may otherwise be
3 authorized by Pierce County.
4

5 16. Exercise any power granted to the Corporation by Ordinance 85-151 of the Pierce County
6 Council (The "County Council") as the same now exists or may hereafter be amended,
7 except as expressly limited by the terms of this Charter.
8

9 17. Exercise and enjoy such additional powers as may be authorized by general law.
10

11 ARTICLE VI

12 LIMITS ON CORPORATION POWERS

13 The Corporation in all activities and transactions shall be limited in the following respects:
14

15 1. No part of the net earnings of the Corporation shall inure to the benefit of, or be
16 distributable to, the trustees or officers of the Corporation or other private persons, except
17 that the Corporation is authorized and empowered to:
18

19 a. Compensate corporation officials and others performing services for the corporation a
20 reasonable amount for services rendered, and reimburse reasonable expenses actually
21 incurred in performing their duties;
22

23 b. Assist corporation officials as members of a general class of persons to be assisted by a
24 project or activity of an approved program to the same extent as other members of the
25 class and as long as no special privileges or treatment accrue to such corporation official
26 by reason of their status or position in the Corporation;
27

28 c. Return to corporation officials any fees, dues, or service charges originally contributed by
29 them and surplus to the purposes for which collected;
30

31 d. Defend any corporation official, or former corporation official, in any legal action
32 proceeding in which he/she is made a party by reason of their corporation position or
33 former corporation position; to indemnify, at the corporation's option, such corporation or
34 former corporation official for expenses actually and necessarily incurred by them in
35 connection with such defense, except as to matters on which they shall be adjudged in
36 such action or proceeding to be liable for an act or omission performed without capacity
37 or power, or for willful misconduct in the performance of duty; and
38

39 e. Purchase insurance to protect and hold personally harmless any of its officials (including
40 its employees and agents) from any action, claim, or proceeding instituted against the
41 foregoing individuals arising out of the performance, purported performance, or failure of
42 performance, in good faith, of duties for, or employment with, the Corporation and to
43 hold these individuals harmless from any expenses connected with the defense,
44 settlement, or monetary judgments from such actions, claims or proceedings.
45
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47



1 The purchase of such insurance and its policy limits shall be discretionary with the Board
2 of Directors, and such insurance shall not be considered to be compensation to the
3 insured individuals. The powers conferred by this subsection shall not be exclusive of
4 any other powers conferred by law to purchase liability insurance.

- 5
- 6 f. Sell assets for a consideration greater than their reasonable market value or acquisition
7 costs, or charge for services more than the expense of providing them, or otherwise
8 secure an increment in a transaction as long as such gain is not the objective or purpose
9 of the Corporation's transactions or activities and is applied to, or expended upon,
10 community services and projects and activities as aforesaid.
- 11
- 12 2. No part of the activities of the Corporation shall be the carrying on of propaganda, or
13 otherwise attempting to influence legislation, and the Corporation shall not participate in,
14 or intervene in (including the publishing or distribution of statements), any political
15 campaign on behalf of any candidate for public office.
- 16
- 17 3. The Corporation shall have no power of eminent domain nor any power to levy taxes or
18 special assessments.
- 19
- 20 4. The Corporation may not incur or create any liability that permits recourse, by any
21 contracting party or members of the public, to any assets, services, resources or credit of
22 Pierce County.
- 23
- 24 5. The Corporation shall not issue shares of stock, pay dividends, make private distribution
25 of assets, make loans to corporate officials, or otherwise engage in business for profit.
- 26

27 ARTICLE VII

28 ORGANIZATION OF THE CORPORATION

29 Section 1. Board of Directors

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31

32

33 The management of all corporation affairs shall reside in a Board of Directors. The Board of
34 Directors shall be eight (8) members, to be appointed by the Pierce County Executive, subject to
35 confirmation by the County Council.

36

37 Wherever possible, one member shall have experience in the legal profession as an attorney; one
38 member shall have experience in commercial banking and finance; two members shall have had
39 ~~experience~~ experience in the construction industry; one member shall have experience as a
40 ~~Certified Public Accountant in accounting~~; two members shall have had experience for three
41 ~~years or more as~~ as a licensed real estate brokers or agent; and one member shall have experience
42 in mortgage banking.

43

44 Women and minorities shall be aggressively recruited for memberships on the Board of
45 Directors.

46

47 Section 2. Tenure of Board Members



1
2 With this amendment, members of the Board of Directors shall be appointed or reappointed to
3 allow for staggered terms. Thereafter, appointments to the Board shall be for four-year terms.
4 Members of the Board of Directors shall be limited to two (2) consecutive terms.

5
6 When the Board of Director's membership is increased pursuant to amendment to the Charter,
7 the term of office for any such new position shall commence at the time such charter amendment
8 becomes effective, and every reasonable effort shall be made to obtain appointment of new
9 members to fill such positions no later than thirty (30) days after the effective date of such
10 amendment.

11
12 Section 3. Vacancy on Board of Directors.

13
14 Vacancies on the Board of Directors shall be filled through appointment by the Pierce County
15 Executive, subject to confirmation by the County Council. A vacancy or vacancies on the Board
16 of Directors shall be deemed to exist in case of the death, disability, resignation, or forfeiture of
17 office of any members, as provided by in the Bylaws.

18
19 Section 4. Removal of Members of Board of Directors.

20
21 If it is determined for any reason that any or all of the members of the Board of Directors should
22 be removed from office, after a full public hearing and after selection of appropriate
23 replacements by the Pierce County Executive and County Council pursuant to this section, the
24 Pierce County Executive and County Council may by resolution remove any or all members of
25 the Board of Directors from office.

26
27 The term of any member removed pursuant to this section shall expire when the member
28 receives a copy of the resolution removing the member from office and a letter signed by the
29 Pierce County Executive advising the member of their removal pursuant to this section.
30 Any person appointed to the Board of Directors pursuant to this section shall be appointed by the
31 Pierce County Executive and confirmed by the County Council in the same way other persons
32 appointed to positions requiring County Council approval are appointed and confirmed.

33
34 The term of any person appointed and confirmed pursuant to this section shall begin at the
35 expiration of the term of the person being replaced and shall continue until the regular expiration
36 of the term of the position being filled.

37
38 Section 5. Meetings of the Board of Directors.

39
40 Regular meetings of the Board of Directors shall be held at least once each month. The Board
41 of Directors shall prescribe in the Bylaws the method by which regular or special meetings may
42 be called.

43
44 Section 6. Voting Requirements.

45
46 Resolutions of the Board of Directors must be passed by a vote representing a majority of the
47 members present at a regular or special meeting. Proxy voting shall not be allowed.



1
2 Section 7. Quorum.

3
4 At least five members must be present at any regular or special meeting to constitute a quorum
5 and no business may be transacted without a quorum.
6

7 Section 8. Duties of Board Members.

8
9 The general or particular concurrence of the members shall be necessary for any of the following
10 transactions:

- 11
12 a. Transfer or conveyance of an interest in real estate other than a release of a lien or
13 satisfaction of a mortgage after payment has been received, and the execution of a lease
14 for a current term of less than one year;
15
16 b. The contracting of debts, issuance of notes, debentures, or bonds, and the mortgaging or
17 pledging of corporate assets to secure the same;
18
19 c. The donation of money, property or other assets belonging to the Corporation as
20 authorized by this chapter and by law;
21
22 d. An action by the Corporation as a surety or guarantor;
23
24 e. All transactions in which the (1) consideration exchanged or received by the Corporation
25 exceeds ~~ten~~ fifteen thousand dollars (\$15,000.00), (2) the performance by the
26 Corporation shall extend over a period of one year from the date of execution of an
27 agreement therefor, or
28 (3) the Corporation assumes duties of Pierce County, the State of Washington, or the
29 United States;
30
31 f. Any project or activity outside the limits of Pierce County;
32
33 g. Adoption of an annual budget;
34
35 h. Certification of annual reports and statements to be filed with the Pierce County Council
36 and the Washington State Auditor as true and correct in the opinion of the Corporation
37 and of its members except as noted;
38
39 i. The adoption of credit and accounting policies and any amendments thereto.
40
41 j. Proposed amendments to the Charter; and
42
43 k. Such other transactions, duties and responsibilities as the Charter shall repose in the
44 members, or may require the Corporation's participation by resolution.
45

46 ARTICLE VIII
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1
2 Section 4. Incapacity of Officers.
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4 In the event the Secretary is unable to perform the duties of the office due to illness, death, or
5 other incapacity, the Chair of the Corporation is authorized to perform such duties without
6 further authorization. If the Chair is similarly unavailable, the Treasurer is authorized to perform
7 such duties without further authorization. If the Treasurer or the Chair is the officer who is
8 incapacitated, the Secretary shall be authorized to perform such duties without further
9 authorization. The Treasurer is not authorized to perform the duties of the Chair, nor is the Chair
10 authorized to perform the duties of the Treasurer.

11
12 ARTICLE IX

13
14 COMMENCEMENT OF THE CORPORATION
15

16 The Corporation shall come into existence and be authorized to take action at such time as the
17 initial Board of Directors take office in accordance with Article VII.

18
19 ARTICLE X

20
21 RULES AND REGULATIONS (BYLAWS)
22

23 The Corporation shall adopt Rules and Regulations (the "Bylaws") to provide such rules for
24 governing the Corporation and its activities as are not inconsistent with this Charter. The
25 adoption of the Bylaws, and any amendments thereto, require a majority vote of the members.
26 Among other things, the Corporation shall provide in the Bylaws for the following:

- 27
28 1. The existence of committees of the Corporation and the duties of any such committees.
29
30 2. The manner in which special meetings of the Corporation shall be called.
31
32 3. Suspension or removal of Corporation officials and conditions which would require such
33 suspension or removal.
34

35
36 ARTICLE XI

37
38 CONSTITUENCY

39 There shall be no constituency of the Corporation.
40

41
42 ARTICLE XII

43
44 AMENDMENTS TO CHARTER

45 Any board member may propose an amendment to the Charter at any regular meeting or special
46 meeting of which thirty (30) days advance written notice. Resolutions of the Corporation
47 approving amendments to the Charter require a two-thirds vote of the Board of Directors.



1
2 The proposed amendment to the Charter, together with a statement of reasons supporting the
3 proposed amendment, shall be filed within three (3) days of its adoption with the Pierce County
4 Council to be considered by ordinance.

5
6 One copy of the proposed amendment shall be filed with the Director of the Department of
7 Community and Economic Development Connections (the "Director") for review and
8 recommendations. The Director shall, within thirty days (30) of receipt of the proposed
9 amendment, make a recommendation to the Pierce County Executive concerning the
10 acceptability of the amendment. Should the Director fail to do so, the amendment automatically
11 is deemed to have the concurrence of the Director and passes immediately to the Pierce County
12 Executive.

13
14 The Pierce County Executive shall thereupon either accept or reject the recommendation. If
15 accepted the Executive issues duplicate originals of the proposed amendment, each signed by the
16 Pierce County Executive and bearing the County Seal attesting by the County Council. One
17 original shall be retained by the County Council as a public record and the other shall be
18 delivered to the Corporation, which shall thereupon notify the Secretary of State.

19
20 ARTICLE XIII

21
22 MISCELLANEOUS

23
24 Section 1. Geographic Limitation.

25
26 The corporation may conduct activities outside Pierce County upon determination by the Board
27 of Directors that each such activity will further the purposes of the Corporation, subject however,
28 to the applicable limitations set forth in the Act.

29
30 Section 2. Public Records.

31
32 The public shall have access to records and information of the Corporation to the same degree
33 that the public enjoys access to the records and information of Pierce County.

34
35 Section 3. Public Meetings.

36
37 Meetings of the Corporation shall be open to the public as required by state law, and any special
38 meetings shall be called and held in accordance with Section 11, Chapter 250, Laws of 1971,
39 Extraordinary Session and any subsequent amendments thereto. The Pierce County Executive,
40 the Director, and all members of the County Council are entitled to appear in person or by
41 representative at any meeting of the Corporation called and held pursuant to law.

42
43 Notice of meetings and proposed agendas shall be transmitted to the Director. The books and
44 records of the Corporation, and agreements or contracts entered into by the Corporation shall be
45 available for inspection by the Director or other authorized officials of Pierce County. Such
46 documents shall be open for inspection by the public to the extent required and/or allowed by
47 applicable laws, or as may be directed by the Director.



1
2 Section 4. Dissolution of the Corporation.
3

4 The Corporation may be dissolved by the County Council if the Corporation: (1) has no property
5 to administer, other than funds or property, if any, to be paid or transferred to Pierce County; and
6 (2) all its outstanding obligations have been satisfied. Such a dissolution shall be accomplished
7 by the County Council adopting an ordinance providing for the dissolution.
8

9 Upon the dissolution of the corporation, assets shall be distributed for one or more exempt
10 purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the
11 corresponding section of any future federal tax code, or shall be distributed to the federal
12 government, or to a state or local government for a public purpose. Any such assets not so
13 disposed of shall be disposed of by a Court of Competent Jurisdiction in the county in which the
14 principal office of the corporation is then located, exclusively for such purposes or to such
15 organization or organizations, as said court shall determine, which are organized and operated
16 exclusively for such purposes.
17

18 Section 5. Nonexclusive Charter.
19

20 This charter is nonexclusive and does not preclude the granting by Pierce County of other
21 charters to establish additional public corporations in order to perform any lawful public purpose
22 or public function.
23
24

25 Section 6.
26

27 Unless directed otherwise by Pierce County, or directed in writing by the Director, the
28 Corporation shall ~~on a monthly basis pay Pierce County interest income received from funds~~
29 ~~held in the bank all net income received by the Corporation, except for funds of any kind,~~
30 ~~including generated from fees, interest, and late charges, received from the administration of, or~~
31 ~~in connection with, federal, state or restricted funds which prohibit such payments.~~
32

33 The Director, in consultation with the Corporation shall define guidelines for accounting for
34 payment of net Corporation income to Pierce County, as such may be required by this section.
35

36 The requirements of Section 6 shall not preclude the Corporation from requesting financial
37 assistance from Pierce County for any purpose permitted by this charter.
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