

**PROCEDURES AND BYLAWS
FOR
PROJECT LONGVIEW**

As originally authorized by
City of Longview Resolution No. 1913

Longview, Washington

**PROCEDURES
OF
PROJECT LONGVIEW**

TABLE OF CONTENTS

**ARTICLE I
NAME**

Section 1.01 Name

**ARTICLE II
CREATION**

Section 2.01 Creation

**ARTICLE III
DURATION**

Section 3.01 Duration

**ARTICLE IV
PURPOSE**

Section 4.01 Purpose

**ARTICLE V
POWERS**

Section 5.01 Powers

ARTICLE VI

PROJECT LONGVIEW SELECTION AND COMPOSTION

Section 6.01 Project Longview Selection Process

Section 6.02 Composition

Section 6.03 Term of Service

Section 6.04 Vacancies

Section 6.05 Attendance Requirement.

Section 6.06 Executive Committee

Section 6.07 Committees

Section 6.08 Removal of Members

ARTICLE VII
MEETINGS

- Section 7.01 Project Longview Meetings
- Section 7.02 Open Public Meetings
- Section 7.03 Parliamentary Procedure
- Section 7.04 Minutes

ARTICLE VIII
PROCEDURES AND BYLAWS

- Section 8.01 Procedures and Bylaws

ARTICLE IX
AMENDMENT TO PROCEDURES AND BYLAWS

- Section 9.01 Proposals to Amend Procedures and Bylaws
- Section 9.02 Consideration of Proposed Amendments
- Section 9.03 Vote Required for Amendments to Procedures and Bylaws

ARTICLE X
DISSOLUTION

- Section 10.01 Dissolution

ARTICLE I
NAME

Section 1.01 Name. The name of this body shall be hereinafter referred to as Project Longview

ARTICLE II
CREATION

Section 2.01 Creation. Project Longview is a public entity organized pursuant to Resolution 1913 of the City of Longview, Washington, (the “Resolution”).

ARTICLE III
DURATION

Section 3.01 Duration. The duration of Project Longview shall be perpetual except as otherwise provided by Ordinance or Resolution.

ARTICLE IV
PURPOSE

Section 4.01 Purpose. Project Longview will focus on the continued stimulation of the local economy and tourism for the benefit of the businesses and citizens of the City and surrounding communities as set forth in the Action Plan prepared by the Kelso-Longview Chamber of Commerce (the “Action Plan”).

ARTICLE V
POWERS

Section 5.01 Powers. Project Longview shall assist, guide, and make recommendations to the City Council as follows:

(1) Powers and Duties:

- (a) Project Longview shall serve as the primary group to process and make recommendations for implementation of the Action Plan;
- (b) Project Longview shall provide recommendations for activities to further the economic growth and tourism of the City;
- (c) Project Longview shall encourage, conduct, sponsor or co-sponsor, for the benefit of the citizens of the City, public programs to further the development and public awareness of and interest in the economic growth and tourism of the City;
- (d) Project Longview shall be a central body to whom parties interested in the Action Plan may come for information or assistance;
- (e) Project Longview shall conduct all meetings in compliance with Chapter 42.30 RCW, Open Public Meetings Act, to provide for adequate public participation, and shall adopt standards in its rules to guide its action to the extent proceedings of Project Longview are governed by such Act;
- (f) Project Longview shall perform other related functions assigned to Project Longview by the City Council.
- (2) Compensation. All members shall serve without compensation.
- (3) Rules and Officers. Project Longview shall establish and adopt its own rules of procedures and by-laws, and shall select from among its membership a chair and such other officers as may be necessary to conduct Project Longview's business.
- (4) Staff. The City Manager shall be responsible for and may designate administrative and staff services of the City to assist Project Longview in any assigned duties.

ARTICLE VI

Project Longview Selection and Composition

Section 6.01. Project Longview Selection Process There is hereby authorized an advisory group comprised of diverse and interested representatives from the local community as described herein, known and designated as the "Project Longview" for the City of Longview ("City").

2. Meetings of Project Longview: Project Longview shall meet at least once a month at a place and time determined by the City. If a member of Project Longview has two (2) unexcused absences fails to attend two (2) meetings within a three (3) month period, then Project Longview the Selection Committee may replace the member with a new person.

Section 6.02.Composition. Project Longview shall consist of members that meet the following criteria. A minimum of eight (8) and a maximum of 16 members shall be appointed.:
1.) City Council Member:

At least one member shall be and remain during their tenure a city council member of the City.

~~2.) Kelso-Longview Chamber of Commerce;~~ 2) A representative of the Chamber

At least one member shall be and remain during their tenure a person employed by the Kelso-Longview Chamber of Commerce.

~~3.) Downtown Businesses/Residents;~~ 3) A representative of downtown, nominated by the Downtowners

At least one member from the Downtown business area in each category:

- a.) One retail store;
 - b.) One resident;
 - c.) One service provider;
 - d.) One property owner;
 - e.) One professional office; and
 - f.) One that does not own a business.
- 4.) Longview Downtown Partnership;

At least one member shall be and remain during their tenure a member of the

~~Longview Downtown Partnership Board:~~

~~5.) Downtown Advisory Committee:~~

~~At least one member shall be and remain during their tenure a member of the Downtown Advisory Committee.~~

~~4.) City Executive Department:~~

At least ~~one~~^{two} members shall be and remain during their tenure employed in an executive position with the City.

~~7.) Lower Columbia College: Education~~

At least one member shall be and remain during their tenure employed by Lower Columbia College ~~(or partner university) or the Longview School District.~~

~~8.) PeaceHealth Hospital:~~

At least one member shall be and remain during their tenure employed by PeaceHealth Hospital.

~~9.) Longview School District:~~

At least one member shall be and remain during their tenure employed by the Longview School District.

~~10.) Hotel/Motel Owner/Manager:~~

At least one member shall be and remain during their tenure an owner or manager of a hotel or motel.

~~11.) Realtors Association:~~

At least ~~two~~^{one} members shall be and remain during their tenure a member of the local Realtors Association.

~~12.) Major Cowlitz County Employer~~

At least one member shall be and remain during their tenure a representative of a major Cowlitz County employer.

~~13.) Retail Store (Not Downtown — Ocean Beach Highway):~~ ~~Business at-large~~

At least one member shall be and remain during their tenure an owner or employee of retail store located on Ocean Beach Highway.

~~14.) Retail Store (Not Downtown — Washington Way):~~

At least one member shall be and remain during their tenure an owner or employee of a retail store located on Washington Way.

~~15.) Organized Recreational Activity:~~

At least two members shall be and remain during their tenure affiliated with an organized recreational activity.

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10-16.) Organized Arts Group:

~~At least one member shall be and remain during their tenure affiliated with an organized arts group.~~

11-17.) Historic Preservation Commission:

~~At least one member shall be and remain during their tenure a member of the City's Historic Preservation Commission.~~

12-18.) Citizens:

At least ~~four~~ **two** members shall be and remain during their tenure, residents of the City of Longview at large as follows:

- a.) ~~One resident from the Highlands neighborhood;~~
- b.) ~~One resident from the hillside area;~~
- c.) ~~One resident from the east area; and~~
- d.) ~~One resident from the west area.~~

13-19.) Parks and Recreation:

~~At least one member shall be and remain during their tenure affiliated with the City's parks and recreation activities.~~

20.) Student Body of High School and/or College:

~~At least one member shall be and remain during their tenure a member of the student body of any high school or college.~~

21.) Tourism Association:

~~At least one member shall be and remain during their tenure affiliated with a local tourism association.~~

15-22.) Senior Community:

~~At least one member shall be and remain during their tenure a member of the Longview Senior Center or represent an organization representing senior interests in the community.~~

Section 6.03. Term of Service. Each member shall serve for a term of three years, except this Section 6.03 does not apply to a city council member serving on Project Longview. As each member completes his or her term of service, an appointee to fill Project Longview position so vacated shall be appointed for a term of three years. There shall be no limitation on re-appointments of members to Project Longview. All terms of appointment shall expire on December 31; appointees shall assume their membership on January 1.

Section 6.04 Vacancies. If any member is no longer able to fulfill the duties of Project Longview, the position of said member shall be deemed to be vacant. A replacement member will be sought by Project Longview members.

Section 6.05 Attendance Requirement. There shall be an attendance requirement established in the bylaws for Project Longview.

Section 6.06 Executive Committee. The bylaws may provide for an Executive Committee, which shall be appointed and/or removed by Project Longview, and shall have and exercise such authority of Project Longview in the management between meetings of Project

Longview, as may be specified in the bylaws.

Section 6.07 Committees. The appointment of other committees may be provided for in the bylaws.

Section 6.08 Removal of Members. In addition to trusteeship and termination or dissolution, respectively, if it is determined for any reason that any or all of Project Longview members should be removed, with or without cause, and after selection of appropriate replacements Project Longview and approved by the City Council, the City Council may by resolution remove any or all members. The term of any member removed pursuant to this section shall expire when the member receives a copy of the resolution removing him or her and a letter signed by the Mayor advising him or her that he or she has been removed pursuant to this section.

A vacancy or vacancies on Project Longview shall be deemed to exist in case of the death, disability, resignation, removal, or forfeiture of membership. Vacancies on Project Longview shall be filled by appointment in the same manner in which members of Project Longview are regularly appointed. Any person selected to fill a vacancy on Project Longview shall serve the balance of the term of the person being replaced.

ARTICLE VII

MEETINGS

Section 7.01 Project Longview Meetings.

Project Longview shall meet at least once a month at a place and time determined by the City.

Section 7.02 Open Public Meetings. Notice of meetings shall be given in a manner consistent with the Open Public Meetings Act, Chapter 42.30 RCW. In addition, Project Longview shall routinely provide reasonable notice of meetings to any individual specifically requesting it in writing. At such meeting, any citizen shall have a reasonable opportunity to address Project Longview either orally or by written petition. Voting by telephone or by proxy is not permitted.

Section 7.03 Parliamentary Procedure. The rules of *Robert's Rules of Order* (revised) shall govern Project Longview in all cases to which they are applicable, where they are not inconsistent with the special rules of order of Project Longview set forth in the bylaws.

Section 7.04 Minutes. Copies of the minutes of all regular or special meetings of Project Longview shall be available to any person or organization that requests them as required by state law. The minutes of all meetings shall include a record of individual votes on all matters requiring concurrence.

ARTICLE VIII

PROCEDURES AND BYLAWS

Section 8.01 Procedures and Bylaws. The initial procedures and bylaws may be amended to provide additional or different rules governing Project Longview and its activities as are not inconsistent with these Procedures and Bylaws. Project Longview may provide in the procedures and bylaws for all matters related to the governance of Project Longview, including but not limited to matters referred to elsewhere in these Procedures and Bylaws for inclusion therein.

ARTICLE IX

AMENDMENT TO PROCEDURES AND BYLAWS

Section 9.01 Proposals to Amend Procedures and Bylaws.

1. Proposals to amend the Procedures or Bylaws shall be presented in a format which strikes over material to be deleted and underlines new material.

2. Any Project Longview member may introduce a proposed amendment to the Procedures or to the Bylaws (which may consist of new Procedures or Bylaws) at any regular meeting or at any special meeting of which ten (10) days' advance notice has been given to members of Project Longview.

Section 9.02 Consideration of Proposed Amendments. If notice of a proposed amendment to the Procedures or to the Bylaws, and information, including the text of the proposed amendment and a statement of its purpose and effect, is provided to members of Project Longview fifteen (15) days prior to any regular meeting or any special meeting of which thirty (30) days' advance notice has been given, then Project Longview 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, Project Longview may not vote on the proposed amendment until the next regular meeting or special meeting of which thirty (30) days' advance notice has been given and at least fifteen (15) days prior to which meeting such notice and information is provided to Project Longview members. Germane amendments to the proposed amendment within the scope of the original amendment will be permitted at the meeting at which the vote is taken.

Section 9.03 Vote Required for Amendments to Procedures and Bylaws. Resolutions of Project Longview approving proposed amendments to the Procedures or Bylaws require an affirmative vote of a majority of Project Longview members voting on the issue, provided that such majority equals not less than four (4) votes.

ARTICLE X

DISSOLUTION

Section 10.01 Dissolution. Dissolution of Project Longview shall be in the form and manner required by state law, City ordinance, and the Procedures and Bylaws. Upon dissolution of Project Longview and the winding up of its affairs, title to all remaining property or assets of Project Longview shall vest in the City of Longview for use for public purposes.

BYLAWS
OF
PROJECT LONGVIEW

ARTICLE I

Quorum

Section 1.01 Quorum. At least a majority of the appointed members of Project Longview must be present at any regular or special meeting to comprise a quorum. A lesser number in attendance at such a meeting may adjourn the meeting and reconvene it within forty-eight (48) hours of the adjourned meeting without further notice.

ARTICLE II

Officers and Committees

Section 2.01 Officers Designated. The officers of Project Longview shall be a Chair, Vice-Chair, and Secretary-Treasurer. Such other officers as may be deemed necessary may be created by resolution of Project Longview. 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 Project Longview may prescribe.

Section 2.02. Election Qualifications and Term of Office. The Chair, Vice-Chair and Secretary-Treasurer shall be elected by Project Longview at the first regular meeting of each year, for a one-year term, and each Elected Officer shall hold office during said one-year term and until his or her successor is elected. The first Elected Officers of Project Longview shall be elected by Project Longview at its organizational meeting or as soon as practicable following Project Longview's creation of such Elected Office.

Section 2.03. Powers and Duties.

a. Chair. The Chair shall be the chief executive officer of Project Longview and shall have general supervision over the business of Project Longview, subject, however, to the control of Project Longview Officers. The Chair shall preside at all meetings of Project Longview Officers. The Chair may sign and execute, in the name of Project Longview, deeds, mortgages, leases, bonds, contracts and other instruments duly authorized by Project Longview Officers, and generally shall perform all duties incident to the office of Chair and such other duties as may from time to time be assigned to such office by Project Longview Officers.

a.b. Vice-Chair: The Vice Chair~~i~~ shall assist the Chair in performance of their duties and, in the absence of the Chair, or when the position of Chair is vacant, shall perform the duties assigned to the Chair.

c Secretary-Treasurer. The Secretary-Treasurer shall:

1. Certify and keep at the office of Project Longview, or at such other place as Project Longview Officers may order, the original or a copy of the Bylaws, as amended or otherwise altered;
2. Keep at the office of Project Longview, or at such other place as Project Longview Officers may order, a book of minutes of all meetings of the Officers and of the resolutions of Project Longview, recording therein the time and place of holding such meetings, whether regular or special, and, if special, how authorized, the notice thereof given, and the proceedings there at;
3. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
4. Be custodian of the records and seal of Project Longview;
5. Exhibit at all reasonable times to any Officers, upon application, the Bylaws and minutes of the proceedings of the Officers of Project Longview;
6. Receive and have charge of all funds of Project Longview and shall disburse such funds only as directed by Project Longview Officers;
7. Perform all duties incident to the office of Chief Financial Officer; and
8. In general perform such other duties as may from time to time be assigned to such office by Project Longview of Officers or the President.

Section 2.04. Removal. Upon reasonable prior notice to all Project Longview members of the alleged reasons for dismissal, Project Longview by an affirmative vote of the majority of the whole Project Longview may remove any Elected Officer from his or her office whenever in its judgment the best interests of Project Longview will be served thereby.

Section 2.05 Vacancies. Project Longview shall fill any Elected Office which becomes vacant with a successor who shall hold office for the unexpired term and until his or her successor shall have been duly elected and qualified.

Section 2.06. Establishment of Committees. Project Longview, by resolution adopted by a majority of the full Project Longview, may designate from among its members one or more committees, each consisting of at least three or more members, to represent Project Longview and act for and on behalf of Project Longview. The designation of any such committee and the delegation thereto of Project Longview shall not operate to relieve any member of Project Longview of any responsibility imposed by law.

Section 2.08. Project Longview may from time to time establish advisory committees to report on possible projects or activities and shall fill such committees by appointment of suitable persons.

ARTICLE III

Meetings

Section 3.01 Regular Meetings. Regular meetings of Project Longview shall be held at such place and time or shall be fixed by resolution of Project Longview.

Section 3.02 Notice of Special Meetings. Notice of all special meetings of Project Longview shall be given by the Secretary-Treasurer or by the person or persons calling the special meeting by delivering personally or by mail written notice at least ~~seven days~~ 24 hours prior to the time of the meeting to each member and to each local newspaper of general circulation and to each radio or television station that has requested notice as provided in the Open Public Meetings Act, Chapter 42.30 RCW, as now or hereafter amended. In addition, Project Longview shall provide notice of special meetings to any individual specifically requesting it in writing. If the Chair deems that an emergency exists, the chair may shorten the notice of a special meeting to not less than twenty-four hours.

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 on any other matter at such meetings.

Section 3.03 Waiver of Notice. Notice as provided in Section 3.04 hereof may be dispensed with as to any member of Project Longview who at or prior to the time the meeting convenes files with Project Longview of Project Longview 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 deal with an emergency involving injury or damage to persons or property of the likelihood of such injury or damage, where time requirements of such notice would make notice impractical and increase the likelihood of such injury or damage. Notice, as provided in Article IX of the Procedures concerning proposed amendments to the Procedures or Bylaws and votes on such amendments, may not be waived.

Section 3.04 Notice to the City Council of the City of Longview. Notice of all meetings and minutes of such meetings Of Project Longview shall be given to the Clerk of the City Council of the City of Longview.

Section 3.05 Attendance. If a member of Project Longview has two (2) unexcused absences within a three (3) month period then Project Longview may replace the member with a new person.

ARTICLE IV

Administrative Provisions

Section 4.01 Books and Records. Project Longview shall keep current and complete books and records of account and shall keep minutes of its proceedings and of its committees.

Section 4.03 Principal Office. The initial principal office of Project Longview shall be the City Manager's Office, 1525 Broadway, Longview, Washington 98632. Project Longview may establish by resolution a different location as its principal office.