

VANCOUVER'S DOWNTOWN ASSOCIATION
BY-LAWS
(A Washington Nonprofit Corporation)

ARTICLE I
NAME, PURPOSE AND FUNCTIONS

1.1 Name

The name of this corporation will be the Vancouver's Downtown Association, (Association) and its duration will be perpetual.

1.2 Purpose

To create a vital environment in downtown Vancouver by weaving together the perspectives of business, residents, culture, and history.

1.3 Functions

In support of this general purpose, the Association shall endeavor to accomplish the following:

- A. Organize and promote constructive relationships between local government bodies, private businesses, citizens and, the Association will represent the concerns of the downtown area where and when it is deemed appropriate: i.e. city, county, special district level, state or national level.
- B. Promote and sponsor discussion groups and will educate and inform citizens and members on topics of interest and concern to the downtown area. The Association will provide a forum for sharing knowledge, common experiences and problems. The Association will issue publications and information regarding its activities and other information relevant to downtown.
- C. Help educate and assist downtown business and property owners in matters of preservation, promotion, and finance. The Association will help support the recruitment of new businesses and residences to minimize the affects of vacancies and to diversify the retail mix.
- D. Advocate for the planning and coordinating design of improvements in, or adjacent to the downtown area. The Association will aid in providing design services for buildings and signage. It will promote and assist in city beautification projects and, will participate in the planning and development of public interest projects in the downtown area. The Association will promote effective redevelopment efforts and assist in planning for the sustainability of the downtown area. And, whenever possible, will recommend appropriate uses and design standards for downtown development compatible with historic preservation.
- E. To promote, sponsor, and bring about cultural, employment, and commercial revitalization within the downtown Vancouver area.

**ARTICLE II
PRINCIPAL OFFICE & BOUNDARIES**

2.1 Principal Office

The principal office of the Association shall be located in downtown Vancouver, WA.

2.2 Boundaries

The primary focus is Vancouver's city center.

**ARTICLE III
POWERS**

3.1 General Powers

The Association will have all powers granted by Washington law. It will also have the power to undertake, either alone or in cooperation with others, any lawful activity which may be necessary or desirable for the furtherance of any or all purposes for which the Association is organized.

3.2 Investment Powers

The Association may invest both assets secured by the Association, and services provided by the Association resulting in development, as program related investments. Any returns from such investment will be used by the Association for the furtherance of any or all purposes for which the Association is organized. No portion of the returns will inure to the benefit of any member, Director, Officer or staff member of the Association.

**ARTICLE IV
Membership**

4.1 Membership

Any individual, business, or organization interested in becoming a member of the Vancouver's Downtown Association can complete an application for membership. The Board of Directors will establish annual dues as it deems appropriate. And, this establishment will include method of payment. Each active member will be entitled to one vote on matters that come before the membership. Any member may resign from membership in the Association upon giving written notice to the Secretary or the Executive Director of the Association. Members who resign from membership will not be entitled to vote or receive refund of dues therefore paid.

4.2 Delinquency

The voting privileges of any member in default in payment of dues shall be suspended. If, after notice, payment is not made within a period of ninety (90) days, the membership shall automatically cease.

4.3 Removal

Any member, director, officer, agent or representative may be removed from office with an affirmative vote of two-thirds (2/3) of the Board of Directors whenever an offending member has committed specified acts or omissions which:

- A. Threaten the Association's financial security, or
- B. Are harmful to the Association's public image and/or its relationships with other organizations, agencies or individuals, or
- C. Are in direct conflict with the Association's primary objectives, or
- D. Frustrate or disrupt the Association's constructive effort to carry out its mission and achieve its goals.

4.4 Reinstatement

On written request signed by the former member and filed with the Board of Directors, the Board by the affirmative vote of two-thirds (2/3) of the members of the Board, may adopt a resolution reinstating such former member to membership on such terms as the Board of Directors may deem appropriate.

4.5 Transfer of Membership

Membership in the Association is not transferable or assignable.

ARTICLE V MEMBERSHIP MEETINGS

5.1 Annual Meeting

The Annual Meeting of the Association membership will be the first quarter of the year or such other time as the Board of Directors may direct. Members will be notified by either regular or electronic mail at the address listed on their membership application more than 30 days before the meeting convenes. The purpose of the annual meeting will be to complete the tallying and announce the Board of Directors of the Association for the following year, and such other business as the Board of Directors brings before the membership. Other interested parties will be given such notice of meetings as the Board of Directors deem appropriate.

5.2 Quarterly Membership Meetings

Quarterly Meetings (including the Annual Meeting held in January) will be opened to the entire membership and will be held in April, July, and October. The same protocols for notifying membership

of the Annual Meeting will be undertaken for the quarterly meetings. If for any reason a quarterly meeting is canceled, another meeting date will be set.

5.3 Proxies

At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his or her representative. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

ARTICLE VI BOARD OF DIRECTORS

6.1 Powers & Authority

The Board of Directors shall manage, set the policy for, and oversee the management of the affairs of the Association. They shall control its property, be responsible for its finances, formulate its policy, and direct its affairs. The Board of Directors has the authority to hire an Executive Director. The Board of Directors may enter into contracts necessary to accomplish the Association goals.

6.2 Number, Representation & Qualifications

- A. There shall be not less than five (5) nor more than seventeen (17) Directors of the Association.
- B. Any member, employee of a member business, or partner/associate in a member business may be a director.
- C. Although not mandatory, it is recommended there be at least one director from each of the following categories represented on the Board: retail business, non-retail business, real property owner, and other designated member categories.
- D. The City of Vancouver will provide a liaison position to serve on the Board. This shall be a non-voting position and is in addition to the number allocated for the Board.
- E. Directors shall be drawn from the active voting membership of the Association. Directors must be of sound mind and legal age. Prior to the nomination of an individual for election to the Board, a thorough process will be undertaken to determine that the individual meets the following criteria:
 - E.1 High ethical and moral standards consistent with those of Vancouver's Downtown Association;
 - E.2 Respected in their sphere of influence;
 - E.3 General broad understanding of economic/business development or community development and growth. It is desirable that the Board be thought of as partners, visionaries, and system thinkers;
 - E.4 Prior experience on other boards is highly desirable;
 - E.5 Willingness to dedicate the time necessary for education and preparation for meetings;

- E.6 Willingness to clarify their intent and their capacity to serve;
- E.7 Willingness to disclose potential, as well as actual, conflicts of interest and refrain from using VDA proprietary information for personal gain;
- E.8 Willingness to sign the Board of Directors Confidentiality Agreement;
- E.9 Willingness to sign the Conflict of Interest Policy;
- E.10 Acceptance of the obligation to maintain the confidentiality of information obtained while functioning in the capacity of a Board Member;
- E.11 Ability to think critically, participate actively in Board deliberations, and demonstrate the necessary interpersonal skills to interact effectively with other Directors and officers of the corporation;
- E.12 Ability to withstand the political pressure from groups within and outside the organization; and
- E. 13 Willingness and ability to actively promote and enhance the health and well being of downtown Vancouver through participation in committees and events.

6.3 Nominations, Election of Directors

The Executive Committee shall either serve as or appoint a nominating committee for the purpose of presenting a slate of potential candidates to be published and presented to the general membership at least 30 days prior to the election in January. A vote shall be taken by the general membership either in person or by proxy at the annual meeting. The general membership shall also be given the opportunity to vote for a Board of Directors by electronic mail and must be received by 5 p.m. on the last regular business day prior to the date of the election to be counted.

6.4 Length of Terms

Each Director shall hold office until his/her successor shall have been elected or appointed. Terms shall all be three (3) years. Directors shall be eligible for re-election to the Board after completion of their term.

6.5 Resignation.

Any director may resign at any time by giving written notice of such resignation to the Board of Directors.

6.6 Termination of Directors

Any director may be removed from office by a 2/3 vote of total Board of Directors members whenever, if in the judgment of the Board, the interests of the Association are jeopardized by that individual's actions. If a director misses more than three (3) board meetings in a row without notification, that director may be subject to termination.

6.7 Vacancies.

Vacancies in the Board of Directors, including a vacancy created by an increase in the number of Directors made by the Board of Directors, shall be nominated by the Nomination Committee

and filled by appointment made by a majority of the remaining Directors.

6.8 Board Meetings

Regular meetings of the Board of Directors shall be held the third Friday of the month at least 11 of the 12 months or at other times as designated by the Executive Committee. After each annual meeting, the newly elected and remaining Directors shall meet for the purposes of organization, the election of officers, and the transaction of any other business.

6.9 Quorum

A majority of all Directors in office shall constitute a quorum for the transaction of business at Board meetings. If a director abstains from a vote, his or her presence still qualifies as part of the quorum.

6.10 Special Meetings

Special meetings of the Board of Directors may be held at any time whenever called by the President or by the Secretary at the request of any two (2) or more Directors. Notice of the time and place of a special meeting shall be adequate if given at least forty-eight (48) hours prior to the meeting.

6.11 Action Without a Meeting

Any action that may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing or vote by email or fax, setting forth the action so taken, shall be approved by all the Directors in office. Any vote taken without a meeting shall be confirmed at the next Board of Directors meeting as an agenda item and shall be included in the minutes.

6.12 Compensation

Directors shall not receive any stated salary for their services as a Board or Committee member. The Board of Directors shall have power in its discretion to contract for and to pay to Directors rendering unusual or exceptional services to the Association, special compensation appropriate to the value of such services.

6.13 Powers

All corporate powers, except those for which provision is otherwise made in these Bylaws, and in the laws of the State of Washington, shall be and are hereby vested in and may be exercised by the Board of Directors. Such powers include, but are not limited to, the following:

- A. Power to Elect Officers. The Board of Directors shall select a President, Vice President, Secretary, Treasurer, and such other officers with such powers and duties not inconsistent with these Bylaws as may be appointed and determined by the Board of Directors. All officers must be current members in good standing with the Association in order to be a member of the Board.
- B. Power to Appoint other Officers and Agents. The Board of Directors shall have power to appoint such other officers and agents as the Board may deem necessary for transaction of the business of the Association,

C. Committees. The Board of Directors may, by general resolution, create committees of its own purpose and number, and delegate to such committees such powers as it may see fit.

D. Delegation of Powers. For any reason deemed sufficient by the Board of Directors, whether occasioned by absence or otherwise, the Board may delegate all or any of the powers and duties of any officer or Director to any other officer or Director, but no officer or Director shall execute, acknowledge or verify any instrument in more than one capacity.

6.14 Duties

The Board of Directors shall present at the annual meeting a report, verified by the President and Treasurer, or by a majority of the Directors, showing in appropriate detail, the assets and liability, the principal changes in assets and liability, including trust funds, the revenue or receipts of the Association, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report; and, the expenses or disbursements of the Association, both general and restricted purposes, for the year immediately preceding the date of the report. The annual report of Directors shall be filed with the records of the Association, and an abstract thereof entered in the minutes of the proceedings of the annual meeting of Directors.

6.15 Voting

Each member of the Board of Directors shall possess one (1) vote in matters coming before the Board. All voting at meetings of the Board of Directors shall be by each member in person and voting by proxy shall not be allowed.

ARTICLE VII EXECUTIVE COMMITTEE

7.1 Number

The Executive Committee of the Association shall be the President, Vice President, Secretary, Treasurer, and immediate Past President.

7.2 Election, Term of Office, Qualifications

The Board of Directors, at its first meeting following the annual election of Board members, will elect from their number the officers. The officers shall serve a one-year term, or until their successors have been elected and appointed, and shall be eligible for re-election.

The President, Vice President, Secretary and Treasurer, shall be elected annually by the Board of Directors from among its number

7.3 Vacancies

In case any office of the Association becomes vacant by death, resignation, retirement, disqualification,

removal, or any other cause, a quorum of the Board of Directors, may elect an officer to fill such vacancy, and the officer elected shall hold office and serve until the next annual meeting of the Board of Directors.

7.4 President

The President shall preside at all meetings of the Board of Directors. He or she shall have and exercise general charge and supervision of the affairs of the Association, and shall do and perform such other duties as may be assigned by the Board of Directors.

7.5 Vice President

At the request of the President, or in the event of his or her absence or disability, the Vice President shall perform the duties and possess and exercise the powers of the President; and to the extent authorized by law, the Vice President shall have such other powers as the Board of Directors may determine, including oversight of the Funding and Membership Development Sub-Committee and annual internal audit, and shall perform such other duties as may be assigned by the Board of Directors.

7.6 Secretary

The Secretary shall have charge of such books, documents, and papers as the Board of Directors may determine. The Secretary shall attend and keep the minutes of all the meetings of the Board of Directors of the Association. He or she may sign with the President or President-Elect, in the name of the Association, any contracts or agreements authorized by the Board of Directors. The Secretary shall, in general, perform all the duties incident to the office of Secretary, subject to the control of the Board of Directors, and shall do and perform such duties as may be assigned by Board of Directors.

7.7 Treasurer

The Treasurer shall have charge and be responsible for the financial records and affairs of the Association. He or she will present a monthly financial report to the Board of Directors and to the membership the fiscal state of affairs of the Association. The treasurer will notify the membership Committee of delinquent members.

7.8 Removal

Any officer may be removed according to the procedures set forth for board members.

**ARTICLE VIII
EXECUTIVE DIRECTOR, EMPLOYEES, AND REPRESENTATIVES**

8.1 Executive Director

The Board of Directors may employ an Executive Director, who shall be the principal paid staff person of the organization. The Executive Director shall be charged with the general supervision and management of the business affairs of the Association, and generally shall perform duties

as shall be determined by the Board of Directors.

8.2 Employees and Representatives.

The Board of Directors may appoint such employees and representatives of the Association with such powers and to perform such acts or duties on behalf of the Association as the Board of Directors may see fit, so far as may be consistent with these by-laws, to the extent as permitted by law.

**ARTICLE IX
COMMITTEES**

9.1 Executive Committee

An Executive Committee shall exercise the powers and duties of the Board of Directors in the management of the affairs of the Association, specifically authorized by the Board of Directors at the time of its creation.

9.2 Committees

Five committees, considered to be standing committees of the board, will carry out the primary responsibilities of the organization: Promotions, Design, Membership, Organization, Economic Restructuring. Committee Chairs shall be appointed by the President, subject to the approval of the Board of Directors and will adhere to the following:

- A. Committees shall be empowered to develop and conduct programs compatible with the objectives of the Association, within the limited of their appropriations.
- B. Reports of committees shall regularly be made to the Board of Directors in writing or in person by the committee chairperson. No committee shall make public formal action on a new program or make public any resolution or in any way commit the Association on a question of policy of the Association without first having received the approval of the Board of Directors.
- C. Non-members of the Association may serve on committees. Membership on each committee is appointed by the chair of that committee subject to approval of the executive committee unless otherwise directed by the Board of Directors.
- D. Each committee may adopt rules for its own government not inconsistent with these by-laws or with rules adopted by the Board of Directors.

ARTICLE X
CONTRACTS, CHECKS, DEPOSITS, AND GIFTS

The Board of Directors may accept financial aid and subscriptions for the maintenance and operation of the Association from sources other than the membership of the Association as long as the receipt of such funds does not affect its status as a nonprofit corporation pursuant to Title 24.03 of the Revised Code of Washington and the nonprofit corporation qualification provisions of the Internal Revenue Code. The Board of Directors may accept assistance from other organizations or individuals in the form of personal or professional services or goods.

10.1 Contracts.

The Association will maintain bank accounts only in the name of the Association. The Board of Directors, except as in these by-laws otherwise provided, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to a specific instance; and unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the Association by any contract or engagement, or pledge to its credit, or render it liable pecuniary for any purposes or to any amount.

10.2 Checks, Drafts, or Orders

All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Association, shall be signed by the Executive Director or members of the Board of Directors designated by the Board. There shall be two (2) signatures required on all checks.

10.3 Deposits

All funds received by the Association shall be deposited promptly to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

10.4 Gifts

The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, grant or device for any purpose of the Association.

ARTICLE X
FISCAL YEAR

10.1 Fiscal Year

The fiscal year of the Association shall be from January 1 through December 31.

ARTICLE XI
Finances and General Provisions

11.1 Authorization for Signing Checks/Bank Documents

Except as the Board of Directors may otherwise authorize, checks, drafts, and other instruments used for payment of money and all instruments of transfer of securities will be signed by the Treasurer and one Officer, or by the Treasurer and the Executive Director. In the absence of the Treasurer, any two Officers or one Officer and the Executive Director may sign in the place of the Treasurer.

11.2 Preparation of Annual Financial Report

Within three months after the close of the fiscal year, the Treasurer will prepare a year-end financial statement showing in reasonable detail the source and application of the previous year's funds and the financial condition of the Association. This statement will be presented to the Board of Directors at a regular board meeting.

ARTICLE XII
Corporate Seal

Vancouver's Downtown Association will have no corporate seal.

ARTICLE XIII
Indemnification

13.1 Indemnification of Officers/Directors

Vancouver's Downtown Association may indemnify any Officer or Director, or a former Officer or Director, their heirs or assigns, for any and all judgments, settlement amounts, attorneys fees and litigation expenses incurred by reason of his or her having been made a party to litigation due to his or her capacity or former capacity as Officer or Director of VDA. VDA may advance expenses where appropriate. Payments of Indemnification shall be reported at the next annual meeting. The provisions of this section apply to any cause of action arising prior to the adoption of these By Laws. The rights of indemnification set forth herein are not exclusive.

13.2 Ineligibility for Indemnification

An Officer or Director is not entitled to indemnification if the cause of action is brought by VDA itself against the Officer or Director, or if it is determined in judgment that the Officer or Director was derelict in the performance of his duties, or had reason to believe his action was unlawful.

13.3 Personal Liability

No Director, trustee or any uncompensated officer of the VDA will be personally liable to the corporation or its members for monetary damages for conduct as a Director, trustee, or any uncompensated officer provided that this Article will not eliminate the liability of a Director or any

uncompensated officer for any act or omission occurring prior to the date when this Article becomes effective and for any act or omission for which eliminated of liability is not permitted under the Washington Nonprofit Corporation Act.

ARTICLE XIV
Amendments

The Board of Directors shall have the power to alter, amend, or repeal the bylaws or adopt new bylaws by a quorum vote at a duly called meeting of the Board, provided that no such action will be taken if it would in any way adversely affect the VDA's qualifications under the Internal Revenue Code or corresponding provisions of any subsequent Federal tax law.

This document is a complete and correct copy of the VDA's bylaws, adopted by the Board of Directors on this date, September 15, 2011 and are now in effect.

Charlene Dahlen, Secretary
Board of Directors
Vancouver's Downtown Association