

BYLAWS OF THE PORT ANGELES DOWNTOWN ASSOCIATION

ARTICLE I. NAME

The name of this organization shall be the Port Angeles Downtown Association.

ARTICLE II. PURPOSE

The purposes for which the corporation is organized are as follows:

1. To encourage and assist in improvements, additions and enhancements to all real and personal property located within the downtown business area.
2. To provide for the management and promotion of business and retail trade activities within the downtown business area including special and public events.
3. To aid general economic development within the downtown business area,
4. To engage in both short and long range planning for the downtown business area.
5. To continually monitor zoning trends and needs in the downtown business area and recommend appropriate changes and improvements to zoning laws and ordinances to the City of Port Angeles.
6. To provide for the acquisition, construction, operations and maintenance of adequate parking facilities for the benefit of the downtown business area.
7. To assist in the procurement of both private and government funding for physical improvements to the downtown business area and when appropriate, assist in correlation of private and government resources for improvement purposes.
8. To assist and participate in the formation and operating of public corporations as authorized by the Public Corporations Ordinance No. 2725 of the City of Port Angeles.

ARTICLE III. BOUNDARIES

The downtown business area extends from Valley Street on the west to a line two hundred feet east of Lincoln Street and from the waterfront on the north to the bluff on the south and any additional area covered by the P.B.I.A. established by the City of Port Angeles (see Map 1).

ARTICLE IV. MEMBERS

1. Classes of members - The Association shall have four classes of members designated as follows:
 - A. P.B.I.A. MEMBER: Each firm, organization, or professional practitioner operating in the downtown business area, as defined in article III.

Non-PBIA members may choose to be become members in the following categories:

- B. Associate Member: Any property owner in the downtown business district as defined in Article III.
 - C. Patron Member: Any business organization or professional person operating outside the downtown business district as defined in article III.
 - D. Individual Member: Any person not eligible as a P.B.I.A. or Associate or Patron Member.
2. Dues - The Board of Directors shall establish annual dues as it deems appropriate. Such establishment of dues shall include method of payment and membership application procedure.
 3. Any business, organization or individual interested in supporting the purposes of the Association may become a member by filing an application in such forms as the Board of Directors shall prescribe, and subject to the payments of such dues as the Board of Directors may establish.
 4. Each member shall be entitled to one vote and shall include only those members not delinquent in payments of their dues or assessments.
 5. PBIA Members shall always constitute 2/3rds of the Association membership.
 6. Meetings - At least four meetings of the membership shall be held each year, one of which shall be held in January for the purpose of installing officers of the corporation. One also shall be held during the fourth quarter of the operational year to receive input from the membership.

ARTICLE V. BOARD OF DIRECTORS

1. Number of Directors - The business and property of the corporation shall be managed by a board of thirteen voting directors, no less than 2/3rds PBIA members, with the responsibilities of establishing general policies and managing the business property and affairs of the corporation. The Past President, if their elected term has expired, the Executive Director of the Association and the City Manager of the City of Port Angeles, or his/her appointee, shall also be ex-officio members of the Board of Directors.
2. The term of office shall consist of a three-year term for nine members, rotating one-third off the Board each year, and two-year positions for four members, rotating two members off the Board each year.
3. Maintaining membership - To be in good standing and to retain membership on the Board of Directors of the Association, a Director shall not miss two consecutive board meetings without just cause. If two consecutive meetings are missed, they may be notified by the

President that their term of office is in jeopardy and will be terminated if two more consecutive meetings are missed. If a Board member continues to be delinquent in attendance, the Board of Directors may replace the member.

4. Meetings - The Directors shall meet at least once a month at a time and place established by the Directors. Additional meetings may be convened as required, upon reasonable advance notice by the President or Vice President. The members of the Association should be notified of the time and place of all meetings of the Board of Directors and all such meetings shall be open to the members. A quorum of the board shall consist of a minimum of seven voting members.
5. Limitations - No more than one director may be employed by or a representative of the same member as described in Article IV Section 1.
6. Vacancies - If a vacancy occurs the nominating committee shall propose at least one name to the board, within 30 days, which will then vote to elect a member to fill the unexpired term. This member must receive at least a majority of the votes from the remaining Directors. This elected member will then fill the remaining time of the unexpired term.
7. Election of Directors - The voting members of the Association shall elect the Directors through the following procedure: In the fourth quarter of the operational year notice shall be sent to the voting members informing them of the Board positions coming up for election and informing them of the members of the nominating committee and the procedure for nominating members to the Board. In the first week of December of each year the nominating committee will then send a ballot to each voting member with room for write-in candidates. A procedure for opening the sealed ballots shall be outlined in the policy manual. The candidate receiving the most votes for a position will be declared the winner. The Board of Directors will choose the winner in case of a tie.

ARTICLE VI. OFFICERS

1. Names - The officers of the Association who shall be elected by the Board of Directors shall be a President, a Vice President, a Past President, a Secretary and a Treasurer, all of whom shall be members of the Board of Directors.
2. Duties - The duties of the officers shall be as follows:
 - A. The President shall preside at all meetings of the membership and the Board of Directors, and shall execute all necessary and proper instruments on behalf of the corporation, and shall have such other duties usually inherent in such office, and as may be assigned by the Directors. The President shall also serve as ex-officio member of all committees.
 - B. The Vice President shall act for the President in his/her absence, shall be the chair of the membership committee and shall have such other duties as may be assigned by

the President or Board of Directors. The Vice President shall also serve as President Elect.

- C. The Secretary shall keep all records of the Corporation, other than the financial record and shall have such other duties as may be assigned by the President or the Board of Directors.
 - D. The Treasurer shall be responsible for the review and reporting of the financial statements of the Association to the Board of Directors and shall have such powers and perform such other duties as may be prescribed by the Board of Directors and the by-laws. The Treasurer shall be the chairperson of the Budget Committee.
- 3. Election -The officers shall be elected by the Board of Directors at the first board meeting in January of each year. They shall be elected to a one year term in that office and no board member may serve more than two consecutive terms in the same office.
 - 4. Vacancies - Any vacancies in an officer position shall be filled by the Board of Directors at the first meeting following the vacancy of the position.

ARTICLE VII. COMMITTEES

- 1. Standing Committees -There shall exist the following standing committees:
 - A. Nominating/Membership Committee .The nominating committee shall propose a slate of directors and officers for the coming year, shall keep track of old and new members and keep the membership involved in the Association. The Vice President shall be the chair of the Nominating/Membership Committee. The committee shall be composed of at least one other board member and two non-board members.
 - B. Promotions Committee -The Promotions Committee shall schedule seasonal and ongoing promotions for the downtown core with special attention to promoting retail sales.
 - C. Economic Restructuring Committee -The Economic Restructuring Committee shall assess current and long range development needs of the Downtown business area and provide leadership in bringing about needed changes. At least one representative of the City of Port Angeles shall be a non-voting, ex-officio member of the Committee.
 - D. Budget Committee -The Treasurer shall be Chairman of the Budget Committee. The Committee shall prepare a proposed budget for the board to review in November and meet at least quarterly to review the adopted budget, preparing a report of the quarterly review for the Board. The committee will also review other financial matters as requested by the Board.
 - E. Design Committee -The Design Committee shall be responsible for the general appearance of the Downtown area, working through the City and the PADA membership to attain good maintenance of and enhancement and improvement

existing facilities. At least one representative of the City of Port Angeles shall be a nonvoting ex-officio member of the Design Committee.

- F. Parking Committee - the Parking Committee shall assess current and long range parking needs of the Downtown business area, oversee maintenance and improvement of existing facilities in the Parking Business Improvement Area, and provide leadership in bringing about needed changes to those facilities.
2. All committees will report to the Board of Directors at their regular or special meeting and receive authorization for their actions from the Board. All committees will consist of at least three members, at least one of whom is a member of the Board of Directors. The Board member on each committee will give the committee report at the Board meetings and communicate comments and authorizations from the Board to the committee. If the Board member is unable to make this report the Board may request that the committee chairperson speak to the Board.

ARTICLE VIII, DUES OR ASSESSMENTS

Annual dues shall consist of payments through the Parking and Business Improvement Area (P.B.I.A.), established by the City of Port Angeles (Ordinance # 2351) in the amount of the assessment in effect through the P.B.I.A. and/or such additional membership dues as determined by the Board of Directors. Voting members shall include only those not delinquent in payment of their assessments.

ARTICLE IX. RULES OF ORDER

Robert's Rules of order shall govern the meetings and organizational structure of this Association except where Robert's Rules of orders might conflict with these bylaws.

ARTICLE X. AMENDMENTS

Any proposed amendments to these bylaws will be mailed with a ballot to voting members of the Association by the Board of Directors at their own request or at the request of at least ten voting members. After allowing no less than ten days or more than fifteen days for the return of the ballots, the Board of Directors will open and count the ballots. At least two thirds of those voting members returning ballots must vote in favor of the amendment for it to be enacted.

ARTICLE XI. INDEMNIFICATION AGAINST LIABILITY

The Corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a Director or Officer of the Corporation from and against any and all claims and liabilities to which such persons shall become subject by reason of his/her having here to fore or hereafter been a Director or Officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him/her in connection with any such claims or liability, including claims of negligence; provided, however, that no such person shall be indemnified against, or reimbursed for, any expense incurred in connection with any claim or liability arising out of his/her willful misconduct; and provided further, that in the event any

claim or suit is compromised, it must be with the approval of the Board of Directors. The rights accruing to any person under the foregoing provisions of this section shall not exclude any other rights to which he/she may be lawfully entitled, nor shall anything herein contained restrict the right of the Corporation to indemnify or reimburse such a person in any proper case even though not specifically herein provided for. The Corporation, its directors, officers, employees and agents shall be fully protected in taking any action or making any payment under this section or in refusing so to do, in reliance upon the advice of counsel.

ARTICLE XII. EXECUTIVE COMMITTEE

There shall be an Executive Committee, which shall consist of the President, Vice President, Secretary, Treasurer and Past President (if the position is occupied). The President shall act as Chairperson of the Executive Committee. The Executive Committee shall report to the Board of Directors and shall operate at all times to the authority of the Board of Director. The Executive Committee shall adopt its own rules as to meetings, and other matters. A quorum shall be defined as three members of the committee. The Executive Committee must report its actions to the Board, for approval, at the next regularly scheduled meeting.

ARTICLE XIII. EXECUTIVE DIRECTOR

1. The Board shall employ an Executive Director of the Port Angeles Downtown Association.
2. The Executive Director shall devote full time to the operation of the Association. He/she shall perform the duties as spelled out in the agreed upon job description.

ARTICLE XIV. FISCAL YEAR

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