

# **Downtown Association of Yakima**

## **Restated By-Laws June 20, 2022**

### **Article I**

#### **Name, Incorporation, Place of Business**

The name of this corporation is Downtown Association of Yakima, hereinafter referred to as DAY. DAY is a nonprofit 501(c)(3) organization incorporated under the laws of the State of Washington. The principal place of business is the center of the City of Yakima, Washington, with a current mailing address of 14 S. First Street

### **Article II Purpose**

The purpose of DAY is to engage in educational and charitable activities that will encourage and strengthen the revitalization and health of the urban core of the City of Yakima, Washington. This shall include the preservation, development, marketing and promotion of Downtown Yakima through focused efforts to build and maintain public and private partnerships that will foster financial and creative investments in our future while embracing and celebrating our history.

This corporation also reserves the freedom and right to engage in other activities as allowed under the laws of the State of Washington and the provisions of Section 501 (c)(3) of the Internal Revenue Code.

### **ARTICLE III Annual Meeting**

*Section 1.* The annual corporate meeting to transact business shall be held each January in the City of Yakima's urban core on a date or place as set by the Board of Directors.

*Section 2.* A written notice about the annual meeting shall be provided to each person who has expressed an interest in being so notified at least 10 days prior to the meeting date. This notice shall be delivered via the United States Post Office or by transmission by electronic mail, and shall be deemed delivered upon transmission by electronic mail to the last known electronic mail address or when deposited in the United States Post Office addressed properly to the last known address with postage thereon prepaid.

### **Article IV Board of Directors**

*Section 1.* The business of the Corporation shall be managed by a Board of Directors composed of individuals with a common interest in the health and vitality of the City of Yakima, Washington's urban core.



*Section 2.* The number of Directors shall be not less than ten (10) nor more than thirteen (13) individuals. The elected directors are decided by majority vote of the Board Directors at a formal Director's meeting. Each elected director has a three-year term with 1/3 of the terms scheduled to expire each year.

*Section 3.* The Board of Directors shall be self-perpetuating. Any individual as defined in Section 1 of this Article may be declared eligible for election as a director, but said election will be made only by a simple majority vote of the currently elected Board of Directors.

*Section 4.* Each director is elected for a three-year term and may be re-elected to serve no more than two additional consecutive terms. Vacancies should be filled within two months after they occur if at all possible, by a vote of the Board of Directors. Nominations shall be submitted to the Nominating Committee.

*Section 5.* The Board of Directors shall meet no less than ten (10) times annually barring extenuating circumstances on a set schedule as determined by the President. Special and/or additional meetings may be called by the President, or by a majority vote of the Board of Directors, upon notification, either oral or written to all directors.

*Section 6.* Each director is expected to participate in all scheduled meetings of the Board of Directors. Directors who miss three (3) consecutive meetings without good cause and prior notification will be required to submit their resignation.

*Section 7.* Any director may be removed by a majority vote at a meeting specially called for this purpose.

*Section 8.* At least half or 50-percent of the directors shall constitute a quorum for the transaction of business at any meeting of the Board. If less than that number is present, a majority of the directors present may adjourn the meeting without further notice.

*Section 9.* The Board of Directors, by resolution, shall have the power and authority to appoint and compensate an executive officer for the corporation. This officer shall serve at the pleasure of the Board of Directors, and shall be an ex-officio non-voting member of the Board of Directors.

*Section 10.* Majority rule shall determine all questions.

## **Article V Officers**

*Section 1.* The Officers of DAY shall be a President, Vice-President (President-elect), Secretary, Treasurer,

*Section 2.* The officers shall be elected by, and from, the Board of Directors.

*Section 3.* Each officer shall serve a two-year term or until a successor is duly elected. All officers may be re-elected for a second or third two-year term. Any officer elected by the Board may be removed by the affirmative vote of a majority of the whole Board of Directors with or without cause. Vacancies may be filled upon the majority vote of the remaining Directors.



*Section 4.* The President shall preside at all meetings of the Board of Directors. He/she shall have general supervisory authority over the work of the other officers and shall see that all orders or resolutions of the Board are carried into effect. He/she shall appoint the members of all committees of the Board, , and shall serve as chairperson of the Executive Committee.

*Section 5.* In the absence of the President or in the event of inability or refusal to act, the Vice-President shall perform the duties of the President and when so acting shall have all the powers and be subject to all the restrictions upon the President. He/she shall serve as the chairperson of the Nominating Committee and shall perform other duties as from time to time may be assigned by the President or by the Board.

*Section 6.* The Secretary shall keep, or cause to be kept, the minutes of the meetings of the Board of Directors and in general perform all duties common and incidental to the office of Secretary.

*Section 7.* The Treasurer shall have charge and custody of and be responsible for, all funds and securities of Day and cause to be deposited all such funds and securities of the DAY in such depositories as shall be designated by the Board of Directors. He/she shall cause to be kept a true and accurate account of the finances of Day and shall report regularly to the Board of Directors on DAY's financial status; and in general, perform all duties common and incidental to the office of Treasurer.

## **ARTICLE VI Committees**

*Section 1.* There shall be the following standing committees of the Board of Directors, each responsible directly to the full Board of Directors:

A. Executive Committee The Executive Committee shall consist of the President, Vice-President, Secretary, Treasurer, and one At Large Member. The At Large Member shall be determined by the Executive Committee. The Executive Committee has the authority to transact the business of DAY as may be necessary between full Board meetings but must report its actions at the next meeting of the Board.

B. Nominating Committee The Nominating Committee is responsible for identifying and screening potential new directors when vacancies occur. The Nominating Committee shall also prepare a slate of officers for recommendation to the Board of Directors. The chair of the Nominating Committee shall be the Chair of the Organization Committee.

C. Washington State Main Street Program Committees

Standing committees shall be maintained consistent with the four pillars of the Washington State Main Street program and shall consist of:

- A) Economic Restructuring
- B) Design
- C) Organization
- D) Promotion

Each Main Street Program Committee, with approval of the Executive Committee, shall engage in the construction and implementation of work and action plans consistent with the goals and philosophies of the Washington State Main Street Program.

*Section 2.* The Executive Director shall serve as an ex-officio member of all committees.

*Section 3.* The President from time to time may appoint ad hoc committees to deal with short-term issues affecting the welfare of DAY.

*Section 4.* Committee Composition the President, in consultation with the chairperson of the committee, shall appoint all members of each standing and ad hoc committee. Non-directors and volunteers may be appointed. Committees may not exceed five persons unless specifically approved by the President.

## **ARTICLE VII**

### **Liability and Indemnification**

Directors shall not be liable to the corporation for monetary damages for conduct as a director. However, the directors shall be liable for acts or omissions that involve intentional misconduct and knowing violation of the law, and any transaction in which the Director will personally receive the benefit in money, property, or services to which the Director is not legally entitled, or gross negligence. All officers and directors shall have the right and privilege of indemnification as provided by the laws of the State of Washington under RCW 23A.08.025 and other provisions applicable thereto.

## **ARTICLE VIII**

### **Amendment of By-Laws**

These bylaws may be amended by a two-thirds (2/3) vote of the Board of Directors at any meeting for which ten (10) days advance notice has been given to all members of the Board of Directors. In all cases where bylaws amendments are proposed, a copy of the proposed changes must be available for review no less than 10 days prior to the meeting at which action to adopt will be taken.

### **ADOPTED BY THE BOARD OF DIRECTORS**

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary/Treasurer

\_\_\_\_\_  
Date

6/22/22