

SECOND AMENDED BYLAWS OF THE
CROSS DISTRICT ASSOCIATION OF TACOMA (CDA)

ARTICLE I - NAME

- 1.1 Name. The name of the organization shall be the Cross District Association of Tacoma (“CDA”).

ARTICLE II - PURPOSE

- 2.1 Purpose. The purpose of CDA shall be for the Members of the Tacoma business community to join together to promote, enhance and facilitate the economic viability of Tacoma’s Neighborhood Business Districts (NBD) for the betterment of the City and its businesses.
- 2.2 Achieving Goal. To achieve the above goal, CDA shall undertake to:
- (a) Maintain a successful partnership with the City of Tacoma that supports strategic goals of building vibrant commercial centers and sustaining healthy neighborhoods;
 - (b) Utilize the best practices of the National Main Street “Four Point Approach” which emphasizes “organization, design, promotion and economic restructuring” work plans to ensure the highest probability of success in revitalizing neighborhood business districts;
 - (c) Provide purposeful support of the independent small business community in Tacoma;
 - (d) Remain non-partisan and take no part in support of the election or appointment of any candidate for public office;
 - (e) Conduct fundraising; and,
 - (f) Engage in any other lawful activity which may be authorized from time to time by the Board of Directors; provided, however, that the purposes for which the corporation is formed shall at all times be consistent with RCW 24.03, as it now exists or is hereafter amended, and Section 501(c)(6) of the Code.

- 2.3 Mission Statement. The mission of CDA shall be to promote, enhance and facilitate the economic viability of Tacoma's Neighborhood Business Districts for the betterment of the City and its businesses.

ARTICLE III - OFFICE

- 3.1 Office of Record. The office of CDA shall be located at such location as from time to time determined by the Board of Directors. The initial office of record shall be: The PO Box rented by the Association.

ARTICLE IV - DURATION

- 4.1 Duration. The term of CDA shall be perpetual.

ARTICLE V – MEMBERSHIP AND DUES

- 6.1 Definition. The term "Neighborhood Business District" means:

- (a) An entity officially recognized as a business district within the City of Tacoma's Neighborhood Business District Program, outlined by the Tacoma Municipal Code 1.47.

- 6.2 Membership Categories. CDA shall consist of Members in the following categories:

- (a) Business District Membership: Business District Membership shall be available to any entity officially recognized as a business district within the City of Tacoma's Neighborhood Business District Program, outlined by the Tacoma Municipal Code 1.47. One Business District Membership shall be available per Business District designation by the City of Tacoma. Business District Members shall have the right to vote on various CDA affairs.
- (b) Associate Membership: Associate Membership shall be available to other interested businesspersons, entities, or business organizations that have an ownership interest in a Business located within the boundaries of a recognized Tacoma Neighborhood Business District, or an owner of property zoned commercial and located within a recognized NBD, or an organization that in whole or part serves the interests of a recognized NBD, or to those who by application have received approval for membership by the CDA Board. One Associate Membership shall be available per business or commercial property. In the event a Associate Member owns

multiple commercial properties in one or more NBD, the Associate Member shall have just one Associate Membership, regardless of the number of properties. Individuals and entities that qualify as a Business District Member may choose to join as Associate Members. Associate Members shall not have the right to vote on various CDA affairs.

6.3 Dues. Initially Membership Dues shall be as follows:

- (a) Annual Membership Dues for a Business District Membership shall be \$100.
- (b) Associate members are not required to pay membership dues as they have no voting privileges and receive no CDA funding.

The amount of Membership Dues may be changed from time to time by vote of the Board of Directors.

6.4 Calendar Year. Membership Dues for the coming year are due on December 1, and must be paid by December 31. The payment of dues shall not be pro-rated in the first year of Membership, but will be prorated in the second year of Membership. For example: a new Business District Member joining in July would pay the full price of Membership; however, that Member's dues for the following year would be reduced by 50%.

6.5 Termination of Membership. Membership may be considered terminated if dues are not paid by January 31 of each year.

6.6 Non-Transferable. Business District Memberships are not transferable or assignable. Associate Memberships may be transferable or assignable upon approval of the Board of Directors.

6.7 Application Process for Membership. Neighborhood Business District Associations seeking membership must submit a written request, detailing how their district meets the criteria set forth in the Tacoma Municipal Code (TMC) 1.47 and will meet the mission of the CDA.

- (a) The application must include a map of geographic boundaries for the neighborhood business district the association is concerned with, a current list of officers, a copy of the by-laws of that District, and a statement of goals and objectives.
- (b) The Executive Board of the Cross District Association will review the application and present recommendations to the full Cross District Association Board of Directors.
- (c) New Business District members will be required to designate an official representative to attend meetings on a regular basis, to

participate fully in all board discussions for a period of one year. An Associate member will have no voting privileges.

ARTICLE VII - VOTING

- 7.1 Voting Rights. Each Business Membership shall entitle the holder to one vote. Associate Memberships shall not be entitled to vote. Unless specified otherwise in these Bylaws, any decision requiring a vote of the Membership, shall be decided by a simple majority.
- 7.2 Member Voting by Electronic Transmission. Members may vote by electronic transmission on any matter called for herein

ARTICLE VIII – MANAGEMENT

- 8.1 General Powers. The power of CDA to act and the power to determine the direction of CDA is in the Directors, who shall oversee the Officers of CDA. The day-to-day management of the affairs of CDA shall be undertaken by the Officers, as further provided in Article XI below.
- 8.2 Number of Directors. The Board shall consist of not less than three (3) nor more than fifteen (15) Directors, the specific number to be set by resolution of the Board consistent with the number of Business Districts. The number of Directors may be changed from time to time by amendment to these Bylaws, provided that no decrease in the number shall have the effect of shortening the term of any incumbent Director.
- 8.3 Term of Directors. The term of office for each Director shall be two (2) years. The initial slate of Directors shall have staggered terms such that, one-half of the initial set of Directors shall serve a one (1) year term; and the other half shall serve a two (2) year term. After the respective initial terms of the Directors are completed, all terms of office for Directors shall be two (2) years.
- 8.4 Voting. Each Director shall be entitled to one vote on all matters coming before the Board of Directors at the annual or any regular or special meeting thereof.
- 8.5 Compensation. Directors shall not receive any stated salary for their services; however, nothing herein contained shall be construed to preclude any Director from serving the Association in any other capacity and receiving compensation therefore.
- 8.6 Indemnification. CDA shall indemnify any Director or former Director of the organization against expenses actually and necessarily incurred by him/her in connection with the defense of any action, suit, or proceeding in which he/she is

made a party by reason of being or having been such Director, except in matters as to which he/she shall be adjudged in such action, suit, or proceeding to be liable for misconduct in the performance of duty.

- 8.7 Powers of Board of Directors. The Board shall have the power from time to time to provide for the management of CDA as it sees fit, and, in particular, from time to time, to delegate any powers of the Board to any Committee or agent, and to appoint any person to be agent of CDA with such powers and upon such terms as they deem fit; however the Board shall not delegate matters of policy.
- 8.8 Board of Directors Service on Committees. All Directors are encouraged to be active or serve in an advisory capacity in at least one (1) or more Committees.

ARTICLE IX – ELECTION OF DIRECTORS

- 9.1 Establishing the Slate of Nominees. No later than October of each year the Board of Directors shall prepare a slate of nominees from among the Business District Members in good standing to fill each Director position that will be open in the following year. The Board shall then circulate the slate of nominees to the members and simultaneously invite the members to propose additional nominations.
- 9.2 Election Procedure. Before December 15, the Board shall cause the election to be held via electronic transmission. The Board shall ensure the Members have the opportunity to vote on the slate of candidates put forward by the Board as well any additional nominees provided by the membership. Each Business Member in good standing shall be entitled to cast one vote for each open Director position. The candidates receiving the greatest number of votes shall be deemed elected to the open Director positions. Directors so elected shall officially assume office January 1st of the following year.
- 9.3 Vacancy on Board. Any vacancy occurring on the Board of Directors by reason of death, resignation, or removal may be filled promptly by a majority vote of the remaining Members of the Board of Directors. Such appointee shall serve during the unexpired term of the Director whose position has become vacant.
- 9.4 Increases in the Number of Directors. From time to time the Board may increase the number of directors. Following any such increase in the number of Directors such new position(s) shall be filled by a majority vote of the current Board of Directors. Additional Board Members shall have to maintain staggered terms of one-half (1/2) of the Board standing for election each year. If two or more are simultaneously elected to such additional positions, terms shall be established by draw at lot.

ARTICLE X – REMOVAL OF DIRECTORS

- 10.1 Removal from Board. Any Director shall be subject to removal by a majority vote of the Business Members then entitled to vote.
- 10.2 Failure of Director to Attend Meetings. Any Director who shall miss, without a valid excuse, one-third or more of the regularly scheduled meetings of the Board of Directors during a one-year period (January 1 to December 31) shall be considered to have voluntarily resigned and shall be automatically removed from the Board.

ARTICLE XI - OFFICERS

- 11.1 Officers. The officers of CDA shall consist of the President, Vice President, a Secretary, and a Treasurer.
- 11.2 President. The President shall supervise all activities of CDA; shall execute all instruments and documents on its behalf; preside at all meetings of the Members and of the Board of Directors; shall call such meetings as shall be deemed necessary; shall appoint Committee chairs and Committee Members; shall establish committees as needed; and shall perform such other duties as are usually inherent in such office.
- 11.3 Vice President. The Vice President shall act for and on behalf of the President in his/her absence and shall perform such other acts and such other duties as the President may direct. The Vice President shall assume the duties of President in the event the President resigns, retires, dies, or is otherwise unable or unwilling to discharge the duties of their office.
- 11.4 Secretary. The Secretary shall keep all records of the Board of Directors and CDA's general records; shall keep a list of all Business Members and Associate Members which shall include a current mailing and/or e-mail address and telephone number for such members, and shall sign and execute in conjunction with the President, all instruments and documents in the name of CDA.
- 11.5 Treasurer. The Treasurer shall receive and be accountable for all funds belonging to CDA, pay all obligations incurred by CDA when payment is authorized by the Board of Directors or Executive Committee. Maintain bank accounts in depositories designated by the Board of Directors; and render periodic financial reports.
- 11.6 Vacancy of Officer Position. Any vacancy occurring in any office of CDA for reason of death, resignation or removal shall be filled within three months by a majority vote of the Board of Directors. The Members of the Board of Directors may be polled electronically or by mail or a special meeting of the Board may be

called for this purpose. The person so elected shall serve the remaining term of the officer whom he or she replaced.

ARTICLE XII – ELECTION OF OFFICERS

- 12.1 Election. The Officers of CDA shall be elected by and from the Board of Directors at the first regular meeting of the Board of Directors each year.
- 12.2 Term of Office. Each of the four Officer positions of CDA (President, Vice President, Secretary, Treasurer) shall hold office for a period of one (1) year, or until successors shall have been duly elected and qualified, or until replaced pursuant to Section 12.3. Any two or more officer positions may be held by the same person except the offices of President and Secretary.
- 12.3 Vacancy. Any vacancy occurring by reason of death, resignation, or removal may be filled promptly by a majority vote of the Directors. Such appointee shall serve during the unexpired term of the Officer whose position has become vacant.

ARTICLE XIII – REMOVAL OF OFFICERS

- 13.1 Removal from Office. Any Officer shall be subject to removal by a majority vote of the Business Members entitled to vote.

ARTICLE XIV- MEETINGS

- 14.1 Member Meetings.
- (a) Member Meetings. An annual meeting of the Members of CDA shall be held during the month of November of each calendar year on such date and at such time and place as the Board of Directors shall designate. In the event of the failure of the board of Directors to designate the date, time, and place thereof, such annual meeting shall be held on the second Thursday in November, commencing at 12:00 noon, in the principal office of CDA. Annual meetings shall be open to Members, their duly authorized representatives, and their invited guests.
 - (b) Special Meetings of Members. Special meetings of the Members may be called at any time for any purpose by a majority of the Board of Directors then in office, or by a majority of the Members of CDA in good standing. Special Meetings shall be closed to all but Members and the duly authorized representatives of Members.

- (c) Notice of Meetings. Notice stating the place, date, and hour of any meeting of the Members shall be delivered, either personally or by mail or via electronic transmission, to each Member not less than seven (7), nor more than fourteen (14) days before the date of such a meeting. In case of a special meeting, or when required by statute or by these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice.
- (d) Action Taken without Meeting. Any action required by law, the Articles of Incorporation, or the bylaws to be taken at a meeting of the Members may be taken without a meeting if the consent in writing setting forth the action so taken, shall be signed by all Members entitled to vote with respect to the subject matter thereof at such meeting had one been called and said consent is filed with the Secretary of CDA.
- (e) Quorum. A quorum at any meeting of the Membership of CDA shall consist of one-tenth (1/10) of the CDA Business Members in good standing and entitled to vote, provided that said quorum shall not consist of fewer than five (5) Business Members.
- (f) Majority Vote. A majority vote of the Business Members in good standing and entitled to vote at a meeting at which a quorum is present, shall at minimum, be necessary for any action.
- (g) Notices by Electronic Transmission. In order to reduce costs and benefit from the other efficiencies of e-mail and facsimile transmission, each Member of CDA shall be required upon joining the organization to provide an e-mail, and/or fax number, as well as a regular mailing address at which the Member consents to accept Notices by Electronic Transmission. Said consent shall provide that it is the Members obligation to keep this information current with the Secretary of CDA. This consent to notice may be revoked by notice in writing to the Secretary. The consent is revoked if CDA is unable to electronically transmit two consecutive notices given by CDA in accordance with the consent and this inability becomes known to the Secretary of CDA or other person responsible for giving the notice.
- (h) Parliamentary Procedure. In all matters of parliamentary procedure and the order of business at all meetings, the latest edition of "Robert's Rules of Order" shall be used as authority.

14.2 Board of Director Meetings.

- (a) Regular Board Meetings. The Board of Directors shall meet regularly. The purpose of the regular meeting shall be to act upon and to transact such other business as may properly come before the Board.
- (b) Special Meetings. Special meetings of the Board of Directors may be called by the President or by a majority of the Board of Directors then in office and may be held at such time, place, and date as shall be prescribed in the notice thereof.
- (c) Notice of Meetings. Notice of Meetings of the Board of Directors shall be given personally, by mail, telephone, or by Electronic Transmission. Notice of Annual Meetings must be delivered or transmitted at least seven (7) days in advance of the Annual Meeting. Notice of Regular and Special Meetings must be delivered or transmitted at least (5) days in advance of Regular and Special Meetings. In the event of an emergency, a meeting may be called on twenty-four (24) hours prior notice, provided that the time, place, date and purposes for such meeting are conveyed to all Board Members.
- (d) Notices by Electronic Transmission. In order to reduce costs and benefit from the other efficiencies of e-mail and facsimile transmission, each Director shall be required to provide an e-mail, and/or fax number, as well as a regular mailing address at which the Director consents to accept Notices by Electronic Transmission. Said consent shall provide that it is the Director's obligation to keep this information current with the Secretary of CDA. This consent to notice may be revoked by notice in writing to the Secretary. The consent is revoked if CDA is unable to electronically transmit two consecutive notices given by the corporation in accordance with the consent and this inability becomes known to the Secretary of CDA or other person responsible for giving the notice.
- (e) Meetings by Telephone. Members of the Board or any committee designated or appointed by the Board may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.
- (g) Action without Meeting. Any action of the Board of Directors may be taken without a meeting, if consent in writing for the action so taken shall be signed by all of the Directors then in office and filed with the Secretary of CDA.
- (h) Board Quorum. A majority of the Board of Directors then in office shall constitute a quorum at meetings of the Board of Directors.

- (i) Action by Quorum. Any action may be taken by a majority of those voting at any meeting of the Board of Directors at which a quorum has been established.
- (j) Proxy. At any meeting of the Board of Directors, a Director entitled to vote may vote by proxy executed in writing by the Director or his duly authorized attorney-in-fact. No proxy shall be valid for more than three (3) months subsequent to the date of its execution, unless otherwise provided in the proxy.
- (k) Parliamentary Procedure. In all matters of parliamentary procedure and the order of business at all meetings, the latest edition of “Robert’s Rules of Order” shall be used as authority.

ARTICLE XV- COMMITTEES

15.1 Committees

- (a) Formation. The Board of Directors shall create, authorize, define and terminate the powers and existence of all committees. The President shall appoint all committees and their chairs, subject to confirmation by the Board of Directors. Committee Chairs term of office shall be for a period of not to exceed the term of the appointing officer.
- (b) Committee Membership. The Committee Membership shall consist of one or more chair (who shall be the presiding officer of such Committee), any Director who joins such Committee, and all Members or affiliate in good standing.
- (c) Committee Function. It shall be the function of Committees to carry on such activities as may be delegated to them by the Board of Directors or they may originate and report to the Board such views as they deem proper for it to consider.
- (d) Entry into Contracts. No Committee or any Member thereof shall enter into any contract, incur any debt, or engage in any transaction on behalf of the Association without authority of the Board of Directors, except as otherwise provided by these Bylaws.
- (e) Quorum. At Committee meetings, a majority of the Committee Membership shall constitute a quorum.
- (f) Vacancies. Vacancies in the Chair of any Committee may be filled by appointment made in the same manner as provided in the case of original appointments.

ARTICLE XVI–AUTHORITY

- 16.1 Representation. No Committee, Member, or other person shall enter into any contract, incur any debt, engage in any transaction, or represent himself or herself on behalf of CDA without authority of the Board of Directors, except as otherwise provided in this Bylaws.

ARTICLE XVII – AMENDMENTS TO BYLAWS

- 17.1 Amendments. These Bylaws may be amended either by majority vote of the Board of Directors, or by majority vote of the Business Members. Notice and copies of the proposed Bylaw amendments shall be distributed no less than 15 days before the meeting at which the same shall be considered.

ARTICLE XVIII - POLICIES

- 18.1 Policies. The Board of Directors may adopt various policies to better achieve the purposes of CDA. Any such policies shall be adopted, amended, or terminated by majority vote of the Board of Directors.

ARTICLE XIX - MISCELLANEOUS

- 19.1 Severability. Any Article, Section or provision of these Bylaws, which if construed in the manner expressed herein, should be contrary to or inconsistent with any applicable provision of the law, shall be served from the remainder of these Bylaws, and shall not be in force so long as such revision of the law shall remain in effect without affecting the validity of the remainder of these Bylaws.

Adopted by the Board of Directors on this 16th day of September, 2014.