

**AMENDED AND RESTATED BYLAWS
OF THE UNIVERSITY DISTRICT DEVELOPMENT ASSOCIATION**

(Adoption Date: January 1, 2023)

ARTICLE 1. DEFINITIONS

1.1 Corporation

“Corporation” means the University District Development Association, a Washington non-profit corporation. It is incorporated under Chapter 24.03 RCW.

1.2 Electronic Transmission

“Electronic transmission” means electronic communication that indirectly transfers a record in a tangible medium so that the record may be directly reproduced in a tangible medium and may be retained, retrieved, and reviewed by the sender and the recipient.

1.3 Written Notice

Any “written notice” may be given by electronic transmission.

ARTICLE 2. OFFICES

The registered office of the Corporation in the state of Washington is 120 N. Pine Street, # 292, Spokane, WA 99202. The Corporation may have such other offices within or without the state of Washington as the Board of Directors may designate.

ARTICLE 3. BOARD OF DIRECTORS

3.1 Power

The Board of Directors shall manage the business and affairs of the Corporation at all times.

3.2 Number and Qualification

There shall be no fewer than thirteen (13) and no more than twenty-six (26) voting directors of the Corporation. All directors must be at least eighteen (18) years of age. None of the director positions are subject to residency requirements. Some of the directors are categorically appointed and some shall be elected by the Board.

3.2.1 **Appointed Directors.** The following director positions are perpetually appointed as ex officio directors or until these bylaws are otherwise amended:

- a. Mayor, City of Spokane
- b. City of Spokane Council President
- c. Spokane County Commissioner

- d. The highest-ranking local representative from the following institutions:
 - i. Community Colleges of Spokane
 - ii. Eastern Washington University
 - iii. Gonzaga University
 - iv. State designated Associate Development Organization (ADO) for Spokane County
 - v. Washington State University Health Sciences Spokane
 - vi. Whitworth University
 - vii. University of Washington

3.2.2 **Elected Directors.** Up to sixteen (16) director positions shall be elected by the Board.

3.2.3 **Voting Members.** Any reference to a quorum, simple majority and/or two-thirds vote herein, always implies *voting* members of the board. Non-voting members are not counted in establishing a quorum, votes, and actions.

3.3 **Tenure**

3.3.1 **Elected Directors.** Unless removed in accordance with these bylaws, each elected director shall hold office for the terms indicated in this section. The initial Board of Directors will serve staggered terms. Half of the elected directors of the Corporation will serve three (3) year terms, while the other half will serve two (2) year terms. Thereafter, elected directors will serve three (3) year terms. Elected directors may serve two (2) consecutive terms. Each director shall hold office for the term for which the director is elected or appointed and until the director's successor shall have been selected and qualified.

3.3.2 **Appointed Directors.** Unless removed in accordance with these bylaws, each appointed director shall hold office for an indefinite term.

3.4 **Duties of a Director**

Directors owe the Corporation several duties. First, directors must act in good faith, meaning act with good intentions. Second, directors must act in the best interest of the Corporation. Directors have a special fiduciary relationship with the Corporation and have the duty to act for the benefit of the Corporation, not for their benefit. Third, directors must act with due care. As a fiduciary, the Board is entrusted with the Corporation's money and must be careful with the use of those funds. Among other things, each director must evaluate existing programs to determine if they are run efficiently and examine financial statements to ensure the Corporation has adequate funds to pay its debts and that those funds are being used to further the organization's goals and mission. Fourth, each director must act as an ordinarily prudent person would act. Directors are

expected to use common sense and practical judgment, not necessarily be experts in every matter the Board considers. However, if a Board member has particular expertise, then this person will be expected to utilize this greater knowledge and be held to this standard in her/his conduct. Fifth, each director and proxy must sign and comply with the Corporation's Conflict of Interest Policy and the Confidentiality Policy upon election or appointment.

3.5 Annual and Other Regular Meetings

An annual meeting of the Board of Directors shall be held by the end of November at the principal office of the Corporation or such other place within or without the State of Washington designated by the Board. The Board of Directors may specify by resolution the time and place, either within or without the state of Washington, for holding any other regular meetings of the Board of Directors.

3.5.1 Parliamentary Authority. The rules of Robert's Rules of Order (revised) shall govern the Association in all cases to which they apply, where they are not inconsistent with the Charter or with the special rules of order of the Association set forth in the Bylaws.

3.6 Special Meetings

Special meetings of the Board of Directors may be called by the Chair or any director. Notice of special meetings of the Board of Directors stating the date, time, and place thereof shall be given at least twenty-four hours prior to the date set for such meeting by the person or persons authorized to call such meeting, or by the Secretary at the direction of the person or persons authorized to call such meeting. The notice may be oral or written. Written notice is effective upon dispatch if such notice is sent to the director's address, telephone number, electronic mail address, or other number appearing on the records of the Corporation. If notice of a regular or special meeting is provided by electronic transmission, it must satisfy the requirements of RCW 24.03.009. If no place for such a meeting is designated in the notice thereof, the meeting shall be held at the principal office of the Corporation. Unless otherwise required by law, neither the business to be transacted at, nor the purpose of, any regular or special meetings of the Board of Directors need be specified in the notice of such meeting.

Any director may waive notice of any meeting at any time. Whenever any notice is required to be given to any director of the Corporation pursuant to applicable law, a waiver thereof in writing signed by the director entitled to notice shall be deemed equivalent to the giving of notice. The attendance of a director at a meeting shall constitute a waiver of notice of the meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully convened.

3.7 Quorum

At all meetings, except as otherwise provided by law or these by-laws, a quorum shall be required for the transaction of any business which shall consist of a simple majority of the directors.

3.8 Manner of Acting

If a quorum is present when a vote is taken, the affirmative vote of a majority of voting directors present is the act of the Board of Directors unless the question is one upon which a different vote is required by express provision of law or the Articles of Incorporation or these Bylaws. The election of directors, amendment of the Bylaws, and the expansion of the Board shall be by a two-thirds vote of the Board. Any appointed director may elect to be represented in any and all matters before the board by a proxy, provided such representation is noted in writing to the UDDA Chair, and approved thereby, prior to any participation by said proxy, and further provided that said proxy need not be a current UDDA board member. Unless otherwise noted in the written proxy, the term of proxy service shall last through the current calendar year and may be renewed by the lead institutional appointed director for another calendar year via notice to the Chair.

3.9 Participation by Telecommunication

Directors may participate in a regular or special meeting of the Board by or conduct the meeting 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 and participation by such means shall constitute presence in person at a meeting.

3.10 Presumption of Assent

A director who is present at a meeting of the Board of Directors at which action is taken shall be presumed to have assented to the action taken unless such director's dissent shall be entered in the minutes of the meeting or unless such director shall file his or her written dissent to such action with the person acting as Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

3.11 Action by Board Without a Meeting and Electronic Voting for Regular or Special Meetings

Any action permitted or required to be taken at a regular or special meeting of the Board may be taken without a meeting by unanimous written or electronic consent (even if the type of approval typically requires a simple majority or two-thirds majority) of the voting directors (including proxies) given the action(s) are clearly set forth in a record accompanying or contained in the notice to voting directors of the action without a meeting, remain unchanged, and are approved by all the voting directors. A voting director may present a timely vote in writing or by electronic transmission. Action taken without a meeting by written or electronic unanimous consent is effective when the last director provides consent, unless the consent specifies a later effective date.

When a regular or special meeting has been called, and a board member is unable to attend the meeting in person or telephonically, written or electronic transmission of votes by directors or proxies is allowed before action is taken if the action(s) to be voted on are clearly set forth prior in a record accompanying or contained in the notice of the regular or special meeting, such as the meeting agenda, and the stated action remains unchanged during the actual meeting. In which case, written or electronic transmission of votes are counted for all purposes of quorum, count of votes, and fractions of total voting power present.

3.12 Board Committees

The Board of Directors may, by resolution adopted by a majority of directors, designate from among its directors one or more committees, each of which must have two (2) or more directors and shall be governed by the same rules regarding meetings, action without meetings, notice, waiver of notice, quorum, and voting as applicable to the Board of Directors. Each such committee shall have and may exercise only the authority specifically granted to it by the Board of Directors, these Bylaws, or the Articles of Incorporation. The designation of any such committee and the delegation thereto of authority shall not relieve the Board of Directors, or any directors thereof, of any responsibility imposed by law on the Board of Directors.

3.12.1 **Advisory Committees.** In addition to the Committees discussed in Section 3.12 above, the officers shall have the ability to appoint advisory committees to the Corporation.

3.12.2 **Executive Committee.** The Corporation is authorized to create an Executive Committee consisting of the officer positions described in Section 4.1 and the Chair of the Development Committee and the Chair of the Business Committee. The Executive Committee may include invited guests at any time.

3.12.3 **Nominating Committee.** By July 1st of each year, the Executive Committee of the Board of Directors shall appoint a nominating committee of five Directors. The committee shall consist of the Mayor, City Council President, and three other Directors. The committee shall nominate one (1) candidate for each director whose term is currently expiring. Additionally, the committee shall nominate one (1) candidate for each officer position according to the term limitations prescribed in Section 4.2.

The Nominating Committee shall ensure that representatives from the following business sectors fill a preponderance of the elected director positions: large business/property owner, small business/property owner, non-profit organization, real estate, development, healthcare, and transportation.

The Nominating Committee shall present its recommendation for officers and new members to the Executive Committee and the Board of Directors before or at the annual meeting. The Board will hold separate votes to a) approve or reject the nominating committee's recommended slate of officers and b) to approve or reject the nominating committee's recommendations for new and renewing directors.

3.12.4 **Development Committee.** The function of the Development Committee is to review and recommend matters regarding development in the University District to the full UDDA and/or UDPDA Board(s) for final decision-making. Any Board Member serving on the Development Committee may elect to be represented in any and all Development Committee matters by a proxy, provided such representation is noted in writing to the UDDA Chairman prior to any participation in the Development Committee by said proxy and further provided that said proxy need not be a current UDDA board member.

3.12.5 **Business Committee.** The function of the Business Committee is to review and recommend matters regarding business and property owner concerns around public safety, parking management, and urban beautification in the University District to the full UDDA and/or UDPDA Board(s) for final decision-making. Any Board Member serving on the Business Committee may elect to be represented in any and all Business Committee matters by a proxy, provided such representation is noted in writing to the UDDA Chairman prior to any participation in the Business Committee by said proxy and further provided that said proxy need not be a current UDDA board member.

3.13 Resignation

Any director may resign at any time by delivering written notice to the Chair, the Secretary, or the registered office of the Corporation, or by giving oral notice at any meeting of the directors. Any such resignation shall take effect at any subsequent time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.14 Removal

Any director, including the Chair, may be removed from office, with or without cause, by a two-thirds vote of the Board of Directors excluding the director being removed.

3.15 Vacancies

A vacancy on the Board of Directors may occur by the resignation, removal, or death of an existing director, or by reason of increasing the number of directors on the Board of Directors as provided in these Bylaws and may be filled by a two-thirds majority vote of the Board of Directors. Notwithstanding the foregoing, elections and appointments of board members to fulfill an unexpired term shall be undertaken consistent with the provisions of 3.2 herein. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. The fulfillment of an unexpired term shall not prejudice any director from subsequently fulfilling up to two, three-year terms on the board, as described in Paragraph 3.3.1 herein.

3.16 Compensation

No director shall receive any compensation, either by way of salary or fees for attendance at meetings or otherwise, nor shall any director be reimbursed for expenses, except pursuant to the authorization of the Board of Directors. This section shall not preclude any director from serving the Corporation in any other capacity or from receiving reasonable compensation for such services and reasonable reimbursement for related expenses.

3.17 Dissolution

Dissolution of the Corporation shall be in the form and manner required by state law and these Bylaws.

3.18 Chief Executive Officer

The board is authorized to engage the services of a Chief Executive Officer who shall serve at the pleasure of the Corporation. The Chief Executive Officer shall function as a representative of the board in the management of the Corporation, shall have the authority to operate the business

of the Corporation pursuant to guidelines established by the Corporation, and shall have full authority for direction of the employees of the Corporation.

ARTICLE 4. OFFICERS

4.1 Number and Qualifications

The officers of the Corporation shall be elected by the directors and shall include a Chair, a Vice Chair, a Secretary, and a Treasurer. The Past Chair is also an officer of the Corporation but takes that position without election and by way of finishing his or her term as Chair. Additional Officers, as deemed necessary by the Corporation, shall not vote, and shall exercise only such powers and perform such duties as specifically delegated to them by the Board of Directors. Furthermore, unless specifically authorized by the Board of Directors, no “Additional Officers” shall have authority to sign documents on behalf of the Corporation.

4.2 Appointment and Term of Office

The officers of the Corporation shall be elected by the end of November in an annual board meeting of the directors and shall hold office for one (1) year or until their successors are elected and have qualified. Any officer may be removed at any time, with or without cause, by a majority vote of the directors. No officer shall hold the same office position for more than two (2) terms in the same capacity. Vacancies in any office shall be filled by a majority vote of the directors for the unexpired term of the vacant office.

4.3 Resignation

Any officer may resign at any time by delivering written notice to the Chair, the Secretary, or the registered office of the Corporation, or by giving oral notice at any meeting of the directors. Any such resignation shall take effect at any subsequent time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4.4 Chairperson

The Chair shall preside at all meetings of the Corporation, shall have general supervision of the affairs of the Corporation, and shall perform such other duties as are incident to the office or are properly required of the Chair by the Corporation.

4.5 Vice-Chair

During the absence or disability of the Chair, the Vice-Chair shall exercise all the functions of the Chair. The Vice-Chair shall have such powers and discharge such duties as may be assigned to the Vice-Chair from time to time by the Corporation.

4.6 Treasurer

The Treasurer shall have the custody of all monies and securities of the Corporation and shall keep regular books of account. The treasurer shall oversee the disbursement of funds of the Corporation in payment of the just demands against the Corporation or as may be ordered by the

Corporation (taking proper vouchers for such disbursements) and shall render to the Corporation from time to time as may be required, an account of all transactions undertaken as Treasurer and of the financial condition of the Corporation. The treasurer shall perform such other duties as are incident to the office or are directed by the Chair or by the Corporation.

4.7 Secretary

The Secretary shall issue notices for all meetings, except for notices of special meetings of the directors and the Corporation which are called by the requisite number of directors, shall arrange and distribute minutes of all meetings, shall have charge of the seal and the corporate books, and shall make such reports and perform such other duties as are incident to the office, or are directed of the Secretary by the Chair or by the Corporation.

4.8 Past Chair

The Past Chair shall serve on the Corporation's Executive Committee, shall provide guidance and historic perspective to the Executive Committee during the one year after his or her term as Chair, and shall perform other such duties as the board shall require.

4.9 Temporary Transfer of Powers and Duties

In case of the absence or illness of any officer of the Corporation, or for any other reason that the directors may deem sufficient, the directors may delegate and assign, for a specified time, the powers and duties of any officer to any other director.

ARTICLE 5. CONTRACTS, LOANS, CHECKS, DEPOSITS

5.1 Contracts

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and that authority may be general or confined to specific instances.

5.2 Loans

No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors.

5.3 Checks, Drafts, Etc.

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by the officer or officers, or agent or agents, of the Corporation and in the manner as shall from time to time be prescribed by resolution of the Board of Directors.

5.4 Deposits

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in a Corporation-controlled financial account. The Board of

Directors may authorize any officer or officers, agent or agents, with signature rights to the account.

5.5 Loans to Directors and Officers

No loans shall be made by the Corporation to any officer or any director.

ARTICLE 6. MISCELLANEOUS PROVISIONS

6.1 Books and Records

The Corporation shall keep correct and complete books and records of account, minutes of the proceedings of the Board of Directors and, if desired, any committees designated by the Board of Directors, and such other records as may be necessary or advisable.

6.2 Fiscal Year

The fiscal year of the Corporation shall be the calendar year, or such other fiscal year as may be determined by a resolution adopted by the Board of Directors.

6.3 Copies of Resolutions

Any person dealing with the Corporation may rely upon a copy of any of the records of the proceedings, resolutions, or votes of the Board of Directors when such records are certified by the Secretary.

6.4 Amendments to these Bylaws

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted, by the two-thirds affirmative vote of the Board of Directors.

6.5 Form of Seal

The seal of the Corporation shall be in such form as the directors shall determine.

6.6 Voting Requirement

Unless specifically declared otherwise, all matters affecting the Corporation may be determined by a vote of the directors, voting either in person or by telecommunication in compliance with section 3.9, or by email with unanimous consent in compliance with section 3.11.

SECRETARY'S OR CHAIRPERSON'S CERTIFICATION

The undersigned, being the Secretary or Chairperson of the University District Development Association, hereby certifies that these bylaws are the bylaws of the University

District Development Association, adopted by resolution of the directors on the _____ day of _____, 2022 and become effective January 1, 2023.

DATED this _____ day of _____, 2022.

Signature