

**UNIVERSITY DISTRICT DEVELOPMENT ASSOCIATION
RESOLUTION NO. 2024 - 2**

Concerning Various Amendments To The Bylaws

WHEREAS, the Board of Directors of the University District Development Association finds it desirable for the efficient and effective governance of the corporation's affairs to update and amend its bylaws; and

WHEREAS, pursuant to Section 6.4 of the bylaws, the affirmative vote of 2/3^{rds} of the board members is required to adopt changes to the bylaws consistent with the Charter.

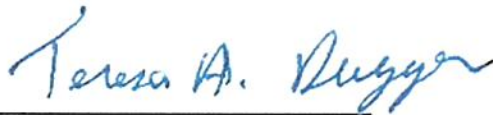
NOW, THEREFORE, BE IT RESOLVED, that pursuant to the authority provided in the bylaws, the Board of Directors hereby amends the bylaws as depicted by the redline version appended hereto as **Attachment 1**.

BE IT FURTHER RESOLVED, that the officers of the Corporation and the staff are hereby authorized and directed to take all action necessary and proper to effectuate the foregoing; and

BE IT FURTHER RESOLVED, any actions of the Board of Directors or staff of the University District Development Association prior to the date hereof and consistent with the terms of this resolution are ratified and confirmed.

ADOPTED by an affirmative majority vote of the Board of the University District Development Association on the 1st day of May, 2024.

UNIVERSITY DISTRICT DEVELOPMENT ASSOCIATION

Handwritten signature in blue ink, reading "Teresa A. Nugger".

BOARD CHAIR

CERTIFICATE

I, the undersigned, Secretary of the University District Development Association Board of Directors, a nonprofit corporation organized under the laws of the State of Washington, do hereby certify that the foregoing resolution was duly approved and adopted by the Board of Directors of the corporation at a meeting of the Board of Directors duly called and held on the 1st day of May, 2024, at which meeting a quorum was present; and that said resolution, as set out above, will appear in the minutes of said meeting in the corporation's minute book.

DATED this 17th day of MAY, 2024.



SECRETARY

ATTACHMENT 1

(Redline Version of Bylaw Changes)

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

(Adoption Date: ~~May 1, 2023~~, 2024)

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, # 2592, 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 ~~appointed~~ director positions are perpetually appointed as ex officio directors or until these bylaws are otherwise amended. The Mayor, Council President, and County Commissioner may authorize a non-voting representative to attend meetings on their behalf, who shall not otherwise be counted for purposes of establishing a quorum. The highest-ranking local official listed in (d) hereunder may authorize a voting representative that replaces him/her on the Board. Notwithstanding, the highest-ranking local official retains the responsibility to authorize or replace his/her voting representative at all times.:

- 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-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 ~~may will~~ serve two (2) consecutive, 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 voting 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.~~

As of January 1, 2022, and under revised statute RCW 24.03A.565, voting proxies are not allowed on the Board.

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, the actions remain unchanged, and the actions 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 live meeting by written or electronic unanimous consent is effective when the last director provides consent, unless the consent specifies a later effective date. A meeting counting live votes and previously emailed or written votes is not allowed.

~~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 standing 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~~may establish advisory or ad hoc committees ~~for~~the Corporation at any time and for any duration.

3.12.2 **Executive Advisory Committee.** The Corporation is authorized to create an Executive Advisory Committee consisting of the officer positions described in Section 4.1 and ~~any other directors and guests. the Chair of the Development Committee and the Chair of the Business Committee. The Executive Committee may include invited guests at any time. The purpose of the Executive Advisory Committee is to support the Board of Directors in the implementation of the -the current sStrategic pPlan and oversee the administration development, and business needs and provide admini- strative oversight offer of the organization. The Executive Advisory Committee also selects the Nominating Committee for approval by the Board.~~

3.12.3 **Nominating Committee.** By July 1st of each year, the ~~Executive Advisory~~ Committee of the Board of Directors shall appoint a ~~Nominating C~~ommittee of five Directors. The committee shall consist of the Mayor, City Council President, CEO, and three other Directors. The committee shall nominate one (1) candidate for each elected 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 meet the strategic plan objectives of sustainable and equitable community development and fill a preponderance of the elected director positions: large and small business/property owners, small business/property owner with a preference for those doing business in or within close proximity to the University District, non-profit organization, real estate and financing, development, healthcare, life sciences and /community health, and transportation and /mobility,; -workforce and business development, arts and cultural development, and energy, and construction and design industries. and sustainable equitable development.

The Nominating Committee shall present its recommendation for officers and newly elected members to the Executive Advisory 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 elected directors, and c) approve the UDDA representatives to the UDPDA board.

~~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 non-voting 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. Except for the Chair and Treasurer positions, the Secretary and Vice Chair positions may be filled by the same person.~~ 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

As needed, ~~t~~The Past Chair ~~shall~~may serve on the Corporation's Executive Committee, ~~shall~~to provide guidance and historical perspective to the Executive Committee during the one year after his or her term as Chair, and ~~shall~~may 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 ~~_____~~ first day of ~~May~~ _____, 202~~4~~2 and become effective ~~January 1,~~ 2023 _____.

DATED this _____ day of _____, 202~~4~~2.

Signature