

BY-LAWS
OF THE
EDMONDS DOWNTOWN BUSINESS IMPROVEMENT DISTRICT
MEMBERS ADVISORY BOARD

(Approved by the Alliance Board on July 13, 2017; Approved by City Council on August 15, 2017)

ARTICLE I

Section 1.1 **Definitions.** As used in these Bylaws, the following terms shall have the following meanings:

- (a) “Board” means the Edmonds Downtown Business Improvement District Members Advisory Board
- (b) “RCW” means the Revised Code of Washington.
- (c) “ECC” means the City of Edmonds Code.

ARTICLE II

PURPOSE OF THE BOARD

Section 2.1 **Advisory Capacity.** The Board shall serve in advisory capacity regarding the uses of Business Improvement District assessments collected under ECC Chapter 3.75.020 and 3.75.040 which shall include recommending annual business plans pursuant to ECC 3.75.120

ARTICLE III

NAME AND PURPOSE OF THE EDMONDS DOWNTOWN BUSINESS IMPROVEMENT DISTRICT

Section 3.1. **Name of Business Improvement District.** The name of the Edmonds Downtown Business Improvement District is Ed! - Edmonds Downtown Alliance (the “Alliance”).

Section 3.2. **Purpose of Edmonds Downtown Business Improvement District.** The purpose of the Alliance as an economic unit shall be to encourage, promote, and participate in activities enhancing the general economic conditions within the Alliance boundaries by engaging in activities related to the following:

- A. **Marketing & Hospitality:** may include maps/brochures/kiosks/directories, web site, social media, marketing/advertising campaigns, holiday decorations, street performers/artists, historic education/heritage advocacy, special public events

- B. Safety & Cleanliness: may include maintenance, security, pedestrian environment enhancements
- C. Appearance & Environment: may include design enhancements, neighborhood advocacy & communication, streetscapes/lighting/furniture
- D. Transportation: may include transportation alternatives, directional signage, parking management & mitigation
- E. Business Recruitment & Retention: may include education/seminars, market research, business recruitment
- F. Administration: may include contract staff & professional services, administration costs

ARTICLE IV

ESTABLISHMENT OF EDMONDS DOWNTOWN BUSINESS IMPROVEMENT DISTRICT

Section 4.1. Composition of the Alliance. City of Edmonds Ordinance 3909, adopted on January 15, 2013, added a new Chapter to the Edmonds City Code Titled Chapter 3.75, Business Improvement District, thus establishing the Edmonds Downtown Business Improvement District. The Business Improvement District consists of rate paying members of the business community within a defined BID boundary (see Attachment A). Governmental entities, public utilities, nonprofits operating under Internal Revenue Code section 501(c)(3) will not be assessed. ECC 3.75.120 calls for the establishment of a Board to direct the affairs of the Alliance.

ARTICLE V

OFFICERS AND BOARD MEMBERSHIP

Section 5.1. Alliance Board

- a. Composition: The Alliance Board shall consist of seven to eleven Alliance members. To the best possible degree, members of the Alliance Board will be composed of both open door and by appointment Alliance members in rough proportion to the dollar value of assessments to be levied on each classification of businesses. Additionally, Alliance members strive for Board makeup that represents distribution by district location and types of service, retail, and size of business. Per ECC 3.75.120, the City of Edmonds Finance and Community Services/Economic Development Directors, shall serve as non-voting ex officio members of the Board..
- b. Eligibility: All members, in good standing and having fulfilled the requirements of membership, of the Alliance shall be eligible to serve on the Board. Each Board member will serve a term of three (3) years. Approximately one-third (1/3) of the authorized number of board members shall be elected each year at an annual meeting of Alliance members for terms of three (3) years each, from and after election, by a majority vote of Alliance members in attendance at the annual meeting, or by absentee ballot. After the completion of two (2) consecutive three

(3) year terms, one (1) year must elapse before the member is again eligible for re-election to the Board.

- c. Annual Election: Members will be notified of the time and place of the Annual Meeting of Members in an announcement accompanying the solicitation of nominees to the Board for the following year. This notification shall also go to the City of Edmonds. This notification must be sent at least 30 days prior to the Annual Meeting and shall require that all board nominations be received at least 14 days prior to the date of the annual meeting. The membership committee of the Alliance Board shall compile all nominations received and shall provide nominations, as necessary, in addition to those received from the Alliance members. A second notice of the Annual Meeting, along with a list of candidates, and an absentee ballot, will be sent to all members at least seven (7) calendar days prior to the Annual Meeting (see Article VIII, Section 8.1). The absentee ballot may be returned no later than the date of the Annual Meeting. An agenda of business to be conducted will also be included. This agenda must include the item of annual election of Board members. The Annual Meeting shall be held in the month of April, or as determined by the Alliance Board.
- d. Vacancies: If for any reason a place on the Alliance Board becomes vacant before a term of membership expires, the vacancy shall be filled by appointment by the president of the Alliance Board with the majority approval of the Alliance Board at the time of the appointment.
- e. Attendance at Meetings. Attendance at all meetings is expected of Board members. Any member of the Board anticipating an absence from a scheduled meeting shall notify the President of the Board or Secretary in advance of the meeting.
- f. Removal of Members.
 - (a) If a member of the Board is absent from three (3) consecutive regular meetings of the Board without reasonable cause as determined by the Board, such member may be considered to have tendered his or her resignation to the Members Advisory Board, and may be notified in writing by the Secretary of that fact. The Board has discretion to waive such resignation for reasons deemed valid.
 - (b) Members of the Board may be removed by the Edmonds City Council for misfeasance or for other reasons pursuant to general removal provisions enacted by the Edmonds City Council for boards and commissions.
- g. Conflicts of Interest.
 - (a) No Board member shall be beneficially interested, directly or indirectly, in any contract which may be made by, through or under the supervision of the Board, in whole or in part, or which may be made for the benefit of his or her office, or accept, directly or indirectly, any compensation, gratuity or reward in connection with such contract from any other person beneficially interested therein, except as provided by paragraph (b) below.

- (b) A Board member is not interested in a contract, within the meaning of paragraph (a) above and RCW 42.23.030, if (i) he or she has only a remote interest in the contract (as that term is defined in RCW 42.23.040), (ii) the extent of his or her interest is disclosed to the Board and noted in the official minutes of the Board prior to the formation of the contract, and (iii) thereafter the Board authorizes, approves or ratifies the contract in good faith by a vote of its membership sufficient for the purpose without counting the vote of the member having the remote interest.
- (c) Alliance Board members shall serve without compensation.

Section 5.2. Officers. The Officers of the Alliance Board shall be a President, Vice President, Secretary, and Treasurer.

- a. Election and Terms of Officers. The officers of the Board shall be elected from among its members at the first regular Annual Meeting following the Annual Meeting of Members held in each calendar year. Officers may be elected to successive terms, provided, however, that no person shall serve as an officer for more than two (2) consecutive terms.
- b. Powers and Duties. The officers of the Board shall have the following duties:
 - (a) President: The president shall preside over the Annual Meeting of the Alliance members and all Board meetings. The president shall prepare meeting agendas in consultation with the Secretary or the Alliance administrator (if hired) as deemed appropriate by the president. The president shall appoint members to fill any unexpired term of the Alliance Board as described under Article V, Section 5.1 (d) Vacancies. The president shall be responsible for the overall governance and direction of the Alliance.
 - (b) Vice-President: The vice-president shall fulfill all the functions of the president in his/her absence. The vice-president shall ensure that either he/she or the Alliance administrator (if hired) maintains a current membership roster as set forth in Article VII, Section 4 and sends it, semi-annually, to the Program Coordinator of the City's Economic Development Department.
 - (c) Secretary: The secretary shall have the responsibility to record and verify all minutes of the Board meetings and prepare and send agendas for board meetings and annual meetings of members in addition to posting Alliance meeting minutes on the Alliance website or ensure that the Alliance administrator (if hired) execute all or part of this responsibility.
 - (d) Treasurer: The treasurer shall have the responsibility to oversee the finances of the Alliance and provide the Board and City of Edmonds with quarterly financial statements and the Alliance members with an annual financial statement. He/she shall serve as liaison to the City of Edmonds on all matters of mutual financial concern. He/she will work with the Alliance

administrator or board contracted agent on all employee, state and federal tax reporting.

- c. Purchasing. The President and Treasurer and Alliance Administrator (if hired) are authorized to make purchases pursuant to Board approvals. The President and Treasurer may make purchases not to exceed two hundred fifty dollars (\$250) without prior Board approval so long as such purchases are directly related to Board-approved work plan programs, projects or activities.

Section 5.3. Alliance Officer Nominations. The nomination and election of the officers of the Alliance shall be done at the start of the first Board meeting following the Annual Meeting [see Article VIII, Section 8.2(a)] with the nominating and electing process as follows.

- a. The floor shall be opened to nominations and closed when all nominations have been made. Nominees must be present, or have submitted a letter of intent.
- b. The nominees for each office shall be announced.
- c. An election by secret and written ballot shall be made by those members in attendance at the Alliance Board meeting. Each office will be voted on separately.
- d. The Alliance administrator (if hired) shall tally the votes and announce the winners. In the event of a tie, an election will be conducted between the two individuals and the process repeated until a winner is proclaimed. In the event of no Alliance administrator, the President shall appoint a board member to tally the votes and announce a winner.

Section 5.4. Standing Committees. During the third quarter of each year, the Alliance Board shall develop an operational budget and form standing committees. At Alliance Board discretion, committees may be added or removed, but the following requirements will apply:

- a. Each non-officer Board member will participate on a committee.
- b. The president may be a non-voting ex-officio member of all committees.
- c. Committee membership may include member volunteers and others with a tangible interest in the welfare of the Alliance as determined by the Board.
- d. Committee members shall annually, during the third quarter, recommend a schedule of future action and activities for the following year's work plan and budgeting purposes. Once the budget is approved by the Alliance Board and Edmonds City Council, each committee shall oversee the schedule of projects, with the assistance of the Alliance administrator (if hired). In the absence of committee oversight of the schedule of projects, the Alliance Board president, vice president or other designated Board member may provide such oversight.

Marketing Committee

The committee shall direct activities toward stimulation of general commerce, promotion and creation of the Alliance's image and creation of marketing strategies in order to attract targeted groups.

Appearance and Environment (includes beautification and maintenance) Committee

In coordination with other local efforts, the committee shall plan for possible capital, beautification and maintenance projects as appropriate within and extending to the boundaries of the Alliance. The committee shall recommend an adequate schedule for pedestrian amenities, street areas and Alliance parking enhancements, signage improvements, and any other beautification or maintenance projects as may be approved by the Alliance Board. In the event of no Alliance administrator, the schedule will be supervised by the Alliance Board President, Vice President, or designated Board Member or Alliance member.

Professional Business Resources, Recruitment and Retention Committee

The committee shall research and make recommendations for coordinating business education/training classes/seminars, helping recruit businesses, and market research. The committee may also develop a list of product categories and services currently available in the area. The most desirable mix of products and services shall be reviewed and recommended by this committee based on market research. The committee shall make recommendations to the Alliance Board for how to best utilize information and research for the good of the Alliance.

Communications and Outreach Committee

The committee shall be responsible for overall communications with Alliance members and the nomination process for Alliance Board members. The committee shall be alert during the year to identify those members who have shown an interest and desire to serve on the Alliance Board and its committees, in order to provide assistance to the Alliance in selection of Alliance Board members. This committee will assure that officers carry out the requirements of the Annual Meeting (see Article V, Section 5.1(c) and Article VIII, Section 8.1) and shall be responsible for general communications with members (via mail, email, website or any other form of communication).

ARTICLE VI

PROGRAM MANAGEMENT

Pursuant to ECC.3.75.140, the Alliance Board may create a separate organization or entity, incorporated with the State of Washington, responsible for the management of Alliance administration and programs. This entity will enter into an agency agreement with the City of Edmonds.

ARTICLE VII

EDMONDS BUSINESS IMPROVEMENT DISTRICT CONSULTANT SERVICES

The Alliance Board may contract for consultant services under the direction of the president with the concurrence of the Board. Such consultants' remuneration and duties may be governed by a contract or employment and description of job duties. For services outside of the purchasing threshold, as identified in the City of Edmonds purchasing policy adopted by the Alliance Board, a proposal process will be required. All eligible proposers, including Alliance members or associates, shall have the option to propose. To make the selection procedure as transparent as possible, the instructions to consultants shall specify the evaluation criteria and the period of validity of submittals. The Alliance Board will review and process all proposals based on pre-determined criteria and overall value (economic and otherwise) to the Alliance.

ARTICLE VIII

MEMBERSHIP

Section 8.1. Membership shall consist of all business owners located within the boundaries of the Edmonds Downtown Business Improvement District as detailed in Attachment A and Ordinance 3909.

Section 8.2. In the case of corporations or partnerships, the business shall designate an individual and his/her alternate to represent it officially. There shall be no duplication or expansion of membership by reason of the internal organization of any member company.

Section 8.3. Membership shall consist of all rate-paying persons, partnerships or business owners who maintain a place of business within the boundaries of the Alliance. Governmental entities, public utilities, nonprofits operating under Internal Revenue Code section 501(c)(3) shall be exempt from assessment and membership. However, voluntary payment of the corresponding assessment amounts per ECC3.75.040 by an exempt entity shall constitute membership in the Alliance.

Section 8.4. The Alliance vice president, with the assistance of the Alliance administrator (if hired) shall be responsible for the preparation of a membership list setting forth the names and addresses of members and the official representative and alternate representative of each. A representative once designated shall be conclusively presumed to continue in the capacity until the receipt of written notice, from an officer of the member firm, naming a replacement.

Section 8.5. No stock or shares in the Alliance will be issued.

ARTICLE IX

MEETINGS OF THE EDMONDS DOWNTOWN BUSINESS IMPROVEMENT DISTRICT

Section 9.1. Annual Meeting of Members. The Annual Meeting of Members of the Alliance shall be held in the month of April for the purpose of electing members of the Alliance Board of Directors. Other business shall include any appropriate items. Notice of the Annual Meeting shall accompany the solicitation of nominees sent at least thirty (30) days prior to the Annual Meeting. It is the responsibility of members to notify the Alliance and City of Edmonds of any change of address or ownership.

Section 9.2. Meetings of Alliance Board.

- a. At the next regularly scheduled Alliance Board meeting following the Annual Meeting of Members, the Board will elect the officers of the Alliance Board. (See Article V, Section 5.3)
- b. The Alliance Board shall meet no less frequently than once a quarter, on the second Thursday of the first month of each quarter at 8:00 am, except that no meeting is required in December. Draft minutes of the previous Alliance Board meeting and any communications from standing committees will be delivered to each member of the Alliance Board three (3) days prior to the meeting. Notice of the regular Board meetings will be provided as required by state statutory provisions.
- c. The Alliance's secretary, or designee, shall keep accurate minutes of the proceedings and decisions of the Alliance Board meetings. The Alliance's secretary shall verify the Board minutes prior to delivery to the Alliance Board prior to the following meeting, in addition to posting Board-approved Alliance meeting minutes on the Alliance website.
- d. Any member may attend any meeting of the Alliance Board and this policy shall be posted on the Alliance website. Upon request, a member may speak to an item before the Alliance Board for a period of time as determined by the Board. Upon request, a member may raise issues for discussion by the Board, but notification to Board members must precede the discussion. Non-Board member Alliance members may not vote at Board Meetings.
- e. For the purposes of conducting business, a majority gathering of Alliance Board Members will be considered a quorum of the Alliance.
- f. A majority of those voting, if quorum is present, shall constitute a deciding vote by the Alliance.
- g. The president may declare emergency Board meetings and waive required notice pursuant to RCW 42.30.070.

Section 9.3. Special Meetings. Special meetings of the Alliance may be held any time upon the request of three (3) or more Alliance Board members who may desire to call such a meeting, providing that these Board members first notify the community services/economic development director who shall provide notice according to the public notice requirements for special meetings set out by state statutory and city code provisions.

ARTICLE X

SEAL

The Alliance shall have no seal until such a time as the Alliance Board and president of the Alliance may adopt one as part of an appropriate resolution.

ARTICLE XI

AMENDMENT OF BY-LAWS

These by-laws may be altered, supplemented, amended or repealed at any regular or special meeting of the Alliance Board as designated in board quorum, Article VIII, section 2 (f), provided notice of the proposed change has been mailed to all members at least ten (10) days prior to the meeting at which such proposed change is to be considered.

ARTICLE XII

ASSESSMENT

No member of the Alliance shall be personally liable for the debts or liabilities of the Alliance, except to the extent of any unpaid portion of dues or assessments or signed contracts with the Alliance. Dues or assessments shall be established per City of Edmonds Ordinance 3909. It is expressly provided that, without limiting the generality of this provision, no assessment, charge or levy shall ever be made by any receiver, trustee in bankruptcy, assignee for the benefit of creditors, court or judgment creditor.

ARTICLE XIII

PROCEDURE

The rules contained in the current edition of *Robert's Rules of Order Newly Revised*, and more specifically, the modified rules for small boards and committees, shall govern the Alliance in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Alliance may adopt.