

Bylaws of the Sixth Avenue Business District

Table of Contents:

- Article I. Name
- Article II. Statement of Purpose
- Article III. Boundaries
- Article IV. Laws & rules Governing
- Article V. Membership
- Article VI. Officers & At-Large Board Member(s)
- Article VII. Board of Directors ("Board")
- Article VIII. Committees
- Article IX. Grievance
- Article X. Fiscal Year
- Article XI. District Project Funding
- Article XII. Amendments

Article I. Name. The name of the organization shall be: **Sixth Avenue Business District.**

Article II. Statement of Purpose

Section 2.01 The Sixth Avenue Business District, hereinafter referred to as the SABD, is hereby organized as a nonprofit corporation in accordance with its Articles of Incorporation, and the guidelines established by the City of Tacoma and the SABD. The objectives of this organization shall be to:

- (a) Act as an advocacy organization that supports, enhances, and encourages the businesses and commercial property owners located in the boundaries of the SABD, as defined in Article III;
- (b) Promote, sustain, and enhance the SABD as a vibrant retail, service, dining, and entertainment destination;
- (c) Assist in furthering activities and development which will raise the level of the business and commercial activity consistent with the interests of the District business owners, commercial property owners, and residents;
- (d) Create channels of communication between the residents, property owners, business owners and employees within the area of the District and City of Tacoma in matters affecting the SABD.

Article III. Boundaries

Section 3.01 These boundaries are intended to conform to requirements set forth by the Tacoma Municipal Code, and shall herein be referred to as the "SABD Core". The boundaries of the SABD core shall be designated as follows:

- (a) The 3/8 mile section of Sixth Avenue between State Street and Alder Street
- (b) The northern boundary shall be the retail center extending no more than 400 feet north of Sixth Avenue.

(c) The southern boundary shall be the retail center extending no more than 400 feet south of Sixth Avenue.

Section 3.02 The SABD may amend the boundaries of the District at any time, in their sole discretion. Any change of boundaries shall be accomplished through the establishment of an Ad-hoc Boundaries Committee, consisting of five Members of the SABD appointed by the current President. Any change of boundaries shall be coordinated with the City of Tacoma's Business District overlay for the SABD., subject to membership approval as prescribed by Article 5 of these Bylaws.

Article IV. Laws & Rules Governing

Section 4.01 **Chartering Law.** Washington Nonprofit Corporation Act, RCW Chapter 24.03

Section 4.02 **Tax Exemption.** The SABD is organized and shall be operated exclusively pursuant to the provisions of Section 501 (c)(6) of the Internal Revenue Code, as amended, and no part of its net earnings will inure to the benefit of any Member, Officer, Board Member, Incorporator, or any other private individual.

Section 4.03 **Rules Governing.** Robert's Rules of Order must be followed when taking any action pursuant to these By-laws and at all meetings. This includes but is not limited to the providing of notice, the calling and conduct of meetings, and the implementation of decisions of the Executive Committee, SABD Committees, and the Voting Membership.

Section 4.04 **Conflict.** In the event of a conflict between these By-laws and the provisions of the provisions of the Washington Nonprofit Corporation Act, Chapter 24.03, the WNCA will control.

Article V. Membership

Section 5.01 **Eligibility.** Any natural person, sole proprietorship, corporation, partnership, other entity or organization that maintains a place of business or owns real commercial property in the SABD Core as described in Article III shall be eligible for Membership in the SABD.

Section 5.02 **Eligibility outside the SABD Core.** Application for Membership by a business or real commercial property owner outside the SABD Core, including those with membership in more than one Business district shall be made on a case-by-case basis and be approved by the Board.

Section 5.03 **Non-Business Member.** Individuals with an interest in SABD membership and who do not fit the Membership criteria established in Section 5.01 or 5.02 may make application directly to the Executive Committee. Membership must be approved by the Board.

Section 5.04 **Exclusions.** No one eligible under Section 5.01-5.03 above shall be excluded from participation in SABD because of race, religion, national origin, sex, sexual orientation, handicap, income, age, political party or citizenship.

Section 5.05 **Membership Transfer.** Membership can be transferred within an existing Membership business or to another qualified individual for the remainder of the fiscal year. At the end of the fiscal year, the transferred Membership must submit a new Membership application as prescribed by the applicable Section 5.01, 5.02, or 5.03.

Section 5.06 **Annual Dues.** The amount paid for Membership dues shall be determined from time to time by the Membership. Dues are to be paid annually at the beginning of the fiscal year. Pro-ration of the annual amount due when a new Member joins after the beginning of a new fiscal year, in monthly increments.

Section 5.07 **Voting.** Each Member qualified under Article 5.01, 5.02, and 5.03 shall be entitled to cast one vote at any meeting of the Membership. If a Member is not a natural person they shall furnish to the Officers a written designation of one person who is authorized to vote for Member and exercise the privileges of Membership. Each Member present can represent only one absent Member in voting by proxy (see below). Written ballot may be requested by any Member at any vote. No Member whose dues are outstanding shall be entitled to vote.

Section 5.08 **Proxy voting.** At all Membership meetings a Member may vote in person or by the Member's duly authorized Proxy. Designation of such Proxy must be done in writing, signed by the Member authorizing the Proxy, and presented to the President no more than 5 days before the meeting in which the Members wish to vote by Proxy. Proxies shall expire when the meeting at which the proxy vote is cast has adjourned.

Section 5.09 **Forfeiture.** If any Member fails to pay their dues within 90 days from the date payable, their-Membership and all rights inherent thereto shall be forfeited. Any Member whose Membership has been forfeited and wishes to re-join the SABD must make a new application for Membership. Returning members shall not be eligible for the "New Member" rates reflected in current membership rate schedules. Returning members shall pay the recurring rate according to current dues schedule as approved by membership.

Section 5.10 **Officers & At-Large Board Member(s).** The Membership of the SABD shall be responsible for duly electing the SABD Officers and At-Large Board Member(s).

Section 5.11 **Membership Meetings.**

- (a) **Annual meeting.** The annual meeting of the Membership shall be held in November of each year on the date of the General Meeting for that month, and shall serve the purpose of electing the following year's Officers.
- (b) **General Membership Meetings.** Shall occur on the *second Tuesday* of each month unless that day is a legal holiday, in which case the meeting shall be held on a date and time within the same month, upon a motion brought at a prior monthly general meeting or upon a recommendation of the Board of Directors ("Board"), notice of which shall be entered into the Meeting or Board minutes.

- (c) **Special Meetings and Notices.** Special meetings of the Membership may be called by the President of the SABD, a majority of the Board or any Committee Chair Person (subject to approval by the Board), or by any 15 Members petitioning the President for a Special Meeting. Notices shall be sent by the Secretary to SABD Members immediately after the Special Meeting is duly called. However, if upon request by the stated number of Members for a Special Meeting, the President fails to call for a Special Meeting the Members requesting the meeting shall call the meeting and provide 5 days notice thereof to the Members of the SABD. Notices may be sent in any or all of the following formats: regular mail; electronic mail; fax transmission; or delivery to Members.
- (d) **Notices- Generally.** The Secretary of the SABD shall give notice of each meeting not less than ten days, or more than 30 days in advance of any General or Annual meeting date. Notices may be sent in any or all of the following formats: regular mail; electronic mail; fax transmission; or delivery by the Secretary to Members.
- (e) **Quorum.** A quorum is assumed present unless determined otherwise by a majority of Members present at a General meeting.
- (f) **Meeting Rules.** Meetings shall be conducted in accordance with these Bylaws and Robert's Rules of Order, current Revised Edition. Meetings shall follow an agenda, prepared by the Committee Chair person, or an alternate appointed by the Chairperson in their absence.
- (g) **Manner of acting.** The act of the majority of Members present shall be the act of SABD Members, unless the vote of a greater number is required by these Bylaws.
- (h) **Minutes.** Minutes of all Membership meetings shall be taken by the Secretary. The Secretary will distribute all minutes no later than 5 days prior to the next Meeting of same type.
- (i) **Notice by electronic transmission** - Consent Required - When effective.

(i) Notice to Members and Officers in an electronic transmission that otherwise complies with the requirements of this chapter is effective only with respect to Members and Officers who have consented, in the form of a record, to receive electronically transmitted notices under this chapter.

(ii) Notice to Members and Officers includes material that this chapter requires or permits to accompany the notice.

(iii) A Member or Officer who provides consent, in the form of a record, to receipt of electronically transmitted notices shall designate in the consent the message format accessible to recipient, and the address, location, or system to which these notices may be electronically transmitted. A Member or Officer who has consented to receipt of electronically transmitted notices may revoke the consent by delivering a revocation to the corporation in the form of a record.

(iv) The consent of any Member or Officer is revoked if the corporation 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 the corporation or other person responsible for giving the notice. The inadvertent failure by the corporation to treat this inability as a revocation does not invalidate any meeting or other action.

(v) Notice to Members or Officers who have consented to receipt of electronically transmitted notices may be provided notice by posting the notice on an electronic network and delivering to the Member or Officer a separate record of the posting, together with comprehensible instructions regarding how to obtain access to this posting on the electronic network.

(vi) Notice provided in an electronic transmission is effective when it:

- i) is electronically transmitted to an address, location, or system designated by the recipient for that purpose, and is made pursuant to the consent provided by the recipient; or*
- ii) has been posted on an electronic network and a separate record of the posting has been delivered to the recipient together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.*

Article VI. Officers & At-Large Board Member(s)

Section 6.01 **Officers & At-Large Board Member(s).** The Officers of the SABD shall be a President, Vice-President, Secretary, and Treasurer. Any Member of the SABD qualified under Article 5.01, 5.02, and 5.03 shall be eligible to become an officer or At-Large Board member; however the President and Vice President must be a qualified voting Members located within the SABD core; unless approved by a specific vote of the Membership as prescribed by Article 5 of these Bylaws.

Section 6.02 **Elections.** Officers & At-Large Board Member(s) will be elected at the annual meeting with each Member voting on all vacancies. Officers & At-Large Board Member(s) shall be elected by the Membership at the next regular meeting following the Annual Meeting if there are insufficient nominations or Officers & At-Large Board Member(s) before the election. Each Officer & At-Large Board Member(s) duly elected must be a member of the SABD whose dues are current.

Section 6.03 **President.** The President of the SABD shall preside at all meetings of the Officers & At-Large Board Member(s) of the SABD and Membership. The President shall sign with the Secretary or any other proper officer of this-SABD any contracts or other instruments which the SABD Officers & At-Large Board Member(s) or Membership has authorized to be executed, unless the signing and execution thereof shall be expressly delegated by the SABD Officers or by these bylaws to some other officer or agent of the SABD or shall be required by laws to be otherwise signed. The President shall perform such other duties as may be prescribed by the SABD Officers and the Membership and may serve as a voting Member of all committees. The President will make the Vice President privy to all communications and decisions, so that the Vice President can act on their behalf as needed, with the intent of the Vice President succeeding the President in the following term. Upon election of the President's successor, the current President must meet with the new Officer, explain their responsibilities. The current President must lead in this effort, work directly with their successor, and ensure full succession by the end of the calendar year.

Section 6.04 **Vice-President.** In the absence of the President or in the event of the President's incapacity to act, the Vice President shall perform the duties of the President and then so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties, as may be prescribed by the SABD Officers. The Vice President accepts his/her position with the intent of succeeding the current President upon completion of their term. Upon election of the Vice President's successor, the current Vice President must meet with the new Officer, explain their responsibilities. The current Vice President must lead in this effort, work directly with their successor, and ensure full succession by the end of the calendar year.

Section 6.05 **Secretary.** The Secretary shall:

- (a) Keep the minutes of all meetings and the attendance records from the previous 12 months and ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- (b) Distribute minutes to SABD Board members via electronic mail, fax, or postal service no less than 5 days prior to a General meeting, and maintain a file of all meeting minutes.
- (c) Be responsible for handling all correspondence for the SABD, including cards and flowers.
- (d) Be responsible for retaining all historical paper records of the District, and contracts signed by officers or other designated district members. Be ultimately responsible for the maintenance of electronic records on-line, unless the Secretary elects to delegate the responsibility to a webmaster or other district member.
- (e) Perform all other duties incidental to the office of secretary and such duties as may be prescribed by the President or the SABD Officers.
- (f) Retain records as prescribed by laws and regulations. Upon transition from office, the Secretary shall deliver said records to the successor Secretary.
- (g) Be responsible for compliance with Federal, State, and local laws and regulations.

- (h) Upon election of the Secretary's successor, the current Secretary must meet with the new Officer explain their responsibilities and pass all written materials, account information on. The current Secretary must lead in this effort, work directly with their successor, and ensure full succession by the end of the calendar year.

Section 6.06 **Treasurer.** The Treasurer shall:

- (a) Keep the books of account and similar financial records of the SABD and shall in general, perform all duties incidental to the Office of the Treasurer;
- (b) Prepare a calendar year income statement and balance sheet (the budget) for review by the Membership at its annual meeting and prepare such statements monthly for review by the SABD Membership at the Membership's regular meetings;
- (c) Keep an electronic and printed roster of Contact information of Members in good standing and outstanding, and provide it to the Secretary as needed to indicate any changes;
- (d) Deposit any Membership dues or other monies received, pay any license or insurance fees, and inform the Membership when they are due;
- (e) Request any Member whose dues have not been paid in a timely manner to pay those dues, and inform the Executive Committee of any-Member's overdue fees;
- (f) Shall prepare and remit on behalf of the SABD all drafts, checks and orders for payment of monies. All instruments must be signed by the President, Vice-President, or Secretary: and must have prior approval by the Membership, as recorded in either the Annual Budget or as reflected in a Meeting's minutes;
- (g) Perform such other duties as; may be prescribed by the President or the SABD Board of Directors;
- (h) Maintain custody of all blank checks;
- (i) Retain records as prescribed by laws and regulations. Upon transition from office, the Treasurer shall deliver said records to the successor Treasurer.

- (j) Submit Federal Form 990 to the Internal Revenue Service and notify the Secretary of its submission.
- (k) Regularly check mailbox
- (l) Upon election of the Treasurer's successor, the current Treasurer must meet with the new Officer, explain their responsibilities and pass all written materials, account information on. The current Treasurer must lead in this effort, work directly with their successor, and ensure full succession by the end of the calendar year.

Section 6.07 **District Manager.** The District Manager (DM) will serve as a contractor of the district and act under request of the President, Board, or Committee Chairs. The DM cannot serve as a Board member, but must present a report to the Board monthly. The DM will be bound by an individual contract that clearly states the scope of their tasks and compensation. The DM can serve on committees. The DM can also volunteer for duties outside of the scope of their contract with the understanding that they will not be compensated financially for those efforts. The DM will submit written invoices monthly to the board for review, approval and payment. The DM is not required to be a member.

Section 6.08 **At-Large Board Member(s).** The purpose and number of At-Large Board Member(s) shall be determined in order to comply with Section 7.02 of these bylaws.

Section 6.09 **Resignation and Removal.** Officers & At-Large Board Member(s) may resign at any time by giving written notice to the SABD Officers. Officers & At-Large Board Member(s) may be removed with or without cause by a vote of two thirds of all Members of the SABD attending a special meeting called for that purpose. Vacancies in any office shall be filled by: the majority vote of all Members present at the Membership meeting in which the vote was announced no less than 30 days prior. Interim elections of Officers & At-Large Board Member(s) shall be for the remainder of the term of the office only.

Section 6.10 **Terms of Office.** Officers & At-Large Board Member(s) will be elected for one-year terms. No Officer or Board Member(s)-At-Large shall be eligible to serve more than 3 consecutive terms in an office. After no less than one year out of Office, a former Officer or Board Member(s)-At-Large is again eligible for nomination as an Officer or Board Member(s)-At-Large.

Section 6.11 **Nomination of Officers & At-Large Board Member(s).** Prior to the Annual Meeting, or in the event of removal or resignation of Officers & Board Member(s)-At-Large, a Nomination Committee of not less than 3 Members will be formed for the purpose of developing a slate of qualified candidates for the open Offices. The Chair of the Nominations committee shall be appointed by the President. The Nomination committee for the Annual Election will be formed no less than 90 days in advance of the Annual Meeting and will present the slate of candidates to the Membership no less than 30 days prior to the Annual Election. Otherwise, a Nominations Committee will be formed no more than 30 days after the vacation of an Office, and will have a slate of potential candidates within 30 days of their formation to present to the Membership for election at the Membership meeting following the presentation of candidates.

Article VII. Board of Directors (“Board”)

Section 7.01 **General Powers.** The SABD Board shall be responsible for conducting the affairs of the SABD in accordance with general policies adopted by the Membership. The SABD Board shall make recommendations to the Membership regarding policies and projects. The SABD Board may create committees for any appropriate purpose. Collectively, the Officers & At-Large Board member(s) shall be known as the Board.

Section 7.02 Composition and Term

- (a) The Board shall consist of a President, Vice-President, Secretary, Treasurer, and At-Large Board Member(s). The Board shall consist of an uneven number of members at least 18 years of age and include at least five members, not to exceed nine members, the majority of which shall own commercial property or businesses within the SABD Core, if possible. (see Section 7.02.(d) below).
- (b) Membership composition will attempt to reflect broad representation of diverse constituencies of the SABD neighborhood, including but not limited to residential, cultural, organizational, and business affiliations.
- (c) Officers shall serve a term of one year; Officers will be elected during the Annual Meeting of the SABD in November of each year.

- (d) The majority of persons serving as Officers & At-Large Board Member(s) shall, if possible, own commercial property or businesses within the SABD Core as defined under Article 3.1. At no time shall Officers & At-Large Board Member(s) of the SABD serve on the Board of any other Tacoma Neighborhood Business District unless the person is a business or property owner within more than one district.

Section 7.03 **Vacancies**

- (a) **Resignation.** Any officer or At-Large Board Member(s) may resign at any time by written notice to the SABD's President or Secretary. Once delivered a notice of resignation is irrevocable.
- (b) **Recall.** Upon receipt of a petition proposing the recall of an Officer or At-Large Board Member(s), which has been signed by 30 Members, the Secretary shall call a special meeting of the Membership within 30 days to consider the recall. A two-thirds vote of the Members attending the meeting shall be required to recall an Officer or At-Large Board Member(s).
- (c) **Removal.** Positions of Officers not in attendance at three consecutive Membership meetings due to unexcused absences will be declared vacant by the SABD Board. Notice in a form approved under Article 5.6.d of their impending removal shall be delivered to the absent Officer after their second unexcused absence,
- (d) **Vacancies.** Board positions vacated for any reason shall be filled for the unexpired portion of the term by a vote of the Membership. In the event of a vacancy or resignation of a board member, the last at-large member elected will still serve on the Board, but no longer hold voting rights if so required for an uneven Board member count. In the event that the last at-large members were voted in together, voluntary relinquishment shall be requested of the at-large members by the President. In the event that no at-large member voluntarily relinquishes the right, then one at-large member will be asked to abstain through a random elimination process, when occasions arise, as needed and determined by the entire Board at that time.

Section 7.04 **Meetings**

- (a) Regular meetings of the Board shall be held two weeks prior to the monthly General Membership Meeting, or thereabouts.
- (b) Such meeting shall be for the purpose of preparing the Agenda, Budget, and any other business pertinent to the Members at the next monthly General Meeting.
- (c) The President shall preside at all meetings of the Officers unless designating the Vice-President to do so.
- (d) Officers meetings shall be counted with Membership meetings for the purposes stated in Article 6.3.C, above.
- (e) Notice of the date, time and place of the next regularly scheduled Board meeting shall be announced at the next Membership meeting. The Secretary shall include this notice in the Membership meeting minutes.
- (f) A quorum for a Board meeting is the majority of the current Board designated in these bylaws.
- (g) The President shall prepare the agenda for general and special meetings of the Board and general membership. The Board shall approve the agenda for the Membership meeting at this Executive Committee meeting. Any item receiving a majority vote shall be placed on the agenda. Any Member may submit an agenda request to the Board. Upon majority approval of the agenda by the Board, the Secretary shall provide electronic notice of the next Membership meeting agenda to the Membership at least 5 days prior to the next membership meeting or as otherwise provided for in these bylaws.

Section 7.05 **Special meetings.** Special meetings of the SABD Board may be called by the President or any 15 Members of the Membership.

Section 7.06 **Notice of Meetings.** The Secretary shall provide written notice of regular and special meetings of Board to each Officer not less than five days prior to the meeting date. Notices shall specify the date, time, and place of the meeting.

Section 7.07 **Quorum.** A majority of the current Board shall constitute a quorum for all meetings of the Board.

Section 7.08 **Manner of acting.** The act of the majority of the Board present shall be the act of the Board unless the vote of a greater number is required by these bylaws

Section 7.09 **Presumption of Assent.** A Board member who is present at a meeting of the Board at which action on any matter is taken shall be presumed to assent to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting. The right to dissent shall not-apply to a Member who voted in favor of an action.

Section 7.10 **Qualified Officers.** The Members or the Board members shall be considered "qualified Officers" in that they shall not receive compensation for personal services except for actual expenses incurred while performing an Officer's duties as established by the Board.

Section 7.11 **Personal Liability.** The personal liability of an Officer or uncompensated Board member of the SABD to the SABD or its Members for the monetary damages for conduct as an Officer or Board member is hereby eliminated to the fullest extent allowed by law.

Section 7.12 **Conflict of Interest.** A transaction in which an Officer or At-Large Board member may have a direct or indirect conflict of interest may be recommended for approval by the Membership if in advance of the vote by the Members, all material facts of the transaction and the Officer's or At-Large Board member's interest are disclosed to the SABD Members. A conflict of interest transaction is considered ratified if it receives the affirmative vote of the majority of Members who have no direct or indirect interest in the transaction. A transaction may not be authorized by a single Officer or At-Large Board member. If a majority of Members, who have no direct or indirect interest in the transaction vote to authorize, approve or ratify the transaction, a quorum is present for the purpose of taking action. The presence of, or a vote cast by a Member with a direct or indirect interest in the transaction, does not affect the validity of the action. Any Officer or At-Large Board member with a direct or indirect conflict of interest may not vote on the transaction.

Section 7.13 **Conformance to Public Meetings & Records Law.** All meetings and records of meetings shall conform to the Laws of the State of Washington regarding Public Records and Meetings.

Section 7.14 **Ratification.** Ratification by Membership Officers shall present major issues that affect the SABD to the general Membership for a vote at monthly General Meetings. In the event of an emergency, the Officers may take action within their sole discretion, but such action will be considered for ratification at the next General Meeting following such action by Officers.

Section 7.15 **Board Meeting Minutes.** Minutes of all meetings of any type held by the Board shall be delivered to SABD Officers and Membership no less than 5 days prior to the next General Meeting of the Members. Delivery may be made in any or all of the following formats: regular mail; electronic mail; fax transmission; or delivery by the Secretary to Members.

Article VIII. Committees

Section 8.01 Standing Committees

- (a) The Standing Committees are: the SABD Organization Committee, the Promotion Committee, The Design Committee, The Economic Restructuring Committees. These committees will follow the guiding principles of the Main Street four-point approach.
- (b) President shall also appoint a Member to serve as Liaison with the North End Neighborhood Council, The Central District Neighborhood Council and the Cross-District Association of Tacoma.
- (c) All Standing Committees shall meet monthly or as determined by Committee Chairs.
- (d) Standing Committees shall conduct business, keep and distribute minutes, etc. in the same manner as that described in Article V Section 5(h), unless otherwise noted herein.

Section 8.02 **Special Committees.** Special purpose committees may be formed from time-to-time by the Board or the Membership, with a Chair appointed by the President of the SABD. Special Committees are formed to further the means and purposes of the SABD. Such Committees shall have a clear statement of the reason for their formation as well as their expected output or result. Special Committees shall also have a defined date of expiration of their authority and existence.

Section 8.03 **Committee Leadership**

- (a) Each committee shall be chaired by an individual appointed by the President who must be a Member of the SABD and who agrees to attend Board meetings regularly. In the event that the Committee Chair cannot be present, a report on the Committee's progress and needs shall be provided to the President.
- (b) The President also serves as ex-officio member of all Committees while allowing committees to function under committee Chair direction.
- (c) Each committee Chair shall appoint a member of the committee to take notes of actions moved and approved by the committee. The Chair will retain committee notes and report to the Board as to those actions taken by the committee.

Section 8.04 **Design Committee.** The Design Committee focuses on beautification of the physical environment and safety through clean-ups, crime prevention (CPTED), signage/banners, lighting, trees/pots/landscaping, street furniture, gateway projects. The function of the Committee is to provide an environment for members and volunteers to introduce ideas and create plans for their execution. The Committee then makes recommendations to the Board for approval and presentation to Membership. The President shall appoint a Chair Person to serve as the head of the Committee. The appointed Chair person shall serve for a period of one year, and can serve consecutive terms as appointed by the President. Minutes of all meetings held by the Committee shall be delivered to SABD Officers and Membership no less than 5 days prior to the next General Meeting of the Members. Delivery may be made in any or all of the following formats: regular mail; electronic mail; fax transmission; or delivery by the Chair of the Committee to Members. The Committee shall meet no less than quarterly.

Section 8.05 **Promotion Committee.** The Promotion Committee focuses on increasing customer traffic via marketing and promotional materials, brochures, retail events, festivals/events. The function of the Committee is to provide an environment for members and volunteers to introduce ideas and create plans for their execution. The Committee then makes recommendations to the Board for approval and presentation to Membership. The President shall appoint a Chair Person to serve as the head of the Committee. The appointed Chair person shall serve for a period of one year, and can serve consecutive terms as appointed by the President. Minutes of all meetings held by the Committee shall be delivered to SABD Officers and Membership no less than 5 days prior to the next General Meeting of the Members. Delivery may be made in any or all of the following formats: regular mail; electronic mail; fax transmission; or delivery by the Chair of the Committee to Members. The Committee shall meet no less than quarterly.

Section 8.06 **Organization Committee.** The Organization Committee focuses on organizational aspects of the district such as: addressing the structure and methods of internal processes of the district association; recruiting and retaining members; enlisting, retaining, and recognizing volunteers; identifying fundraising opportunities. The function of the Committee is to provide an environment for members and volunteers to introduce ideas and create plans for their execution. The Committee then makes recommendations to the Board for approval and presentation to Membership. The President shall appoint a Chair Person to serve as the head of the Committee. The appointed Chair person shall serve for a period of one year, and can serve consecutive terms as appointed by the President. Minutes of all meetings held by the Committee shall be delivered to SABD Officers and Membership no less than 5 days prior to the next General Meeting of the Members. Delivery may be made in any or all of the following formats: regular mail; electronic mail; fax transmission; or delivery by the Chair of the Committee to Members. The Committee shall meet no less than quarterly.

Section 8.07 **Economic Restructuring Committee.** The Economic Restructuring Committee focuses on current market forces and long-term solutions via building inventory, vacancy lists, property owner involvement, and targeted business recruitment efforts. The function of the Committee is to provide an environment for members and volunteers to introduce ideas and create plans for their execution. The Committee then makes recommendations to the Board for approval and presentation to Membership. The President shall appoint a Chair Person to serve as the head of the Committee. The appointed Chair person shall serve for a period of one year, and can serve consecutive terms as appointed by the President. Minutes of all meetings held by the Committee shall be delivered to SABD Officers and Membership no less than 5 days prior to the next General Meeting of the Members. Delivery may be made in any or all of the following formats: regular mail; electronic mail; fax transmission; or delivery by the Chair of the Committee to Members. The Committee shall meet no less than quarterly.

Article IX. Grievance

Section 9.01 **Filing.** Any major grievance or complaint against the SABD must be filed in writing and delivered to the Secretary of the SABD. The Secretary must then notify the Officers within five days through written or electronic notification, such as email or electronic facsimile.

Section 9.02 **Procedure.** The Officers shall review any grievance or complaint filed against the SABD and makes a recommendation to the full Membership at its next regularly scheduled meeting. If the Membership concurs that the grievance or complaint is a major grievance or complaint, the President may call a special meeting of the Membership to resolve the grievance. A person or persons filling the grievance will be given at least 14 days written notice of the time and place of the special meeting.

Section 9.03 **Resolution.** The person or persons filing the grievance or complaint will be given at least 14 days to present witnesses and any other information to the Membership. Any Member of the Membership may present additional witnesses or information. Any person or persons filing the grievance or complaint and any Member of the Membership may ask a reasonable number of questions of each witness. The President of the SABD shall, at his/her discretion, limit testimony and information. After allowing all interested persons the opportunity to be heard, the Membership shall vote. Each Member shall announce publicly his or her vote and the Secretary shall record the results. Except as stated above, Robert Rules of Order, Revised shall be the authority for conducting the hearing. A decision by the majority of the Membership will be final.

Section 9.04 **Mediation.** Prior to any hearing on a major grievance or complaint against the SABD, the parties shall be encouraged to request assistance from the Pierce County Mediation Service or similar arbitration association, located in Tacoma, Washington.

Article X. Fiscal Year

Section 10.01 The fiscal year of the SABD shall be the calendar year.

Article XI. District Project Funding

Section 11.01 Approval Any projects funded by the City of Tacoma or the SABD or grants/funding sought by the SABD shall be for projects located within the boundaries of the SABD defined in Article 3.1. All requests for placement of projects of any type in the SABD Boundaries shall be reviewed by the Board and ratified or rejected by the Membership at the next regular Meeting following the recommendation of the Board. All applications for funding, sponsorships, grants, or projects etc. from any entity outside the SABD shall be communicated to the Board and ratified by the Membership at its next regular Meeting following the recommendation of the Board.

Article XII. Amendments

Section 12.01 **Bylaws.** The Bylaws shall be reviewed at least every two years by an ad-hoc Bylaws Committee. Ratification of any amendments to the bylaws must be amended or repealed by a two-thirds vote of the Members attending the General Meeting of the Membership at which notice of voting upon Bylaws Amendments was given in accord with Article 8.7.b. of these By-laws.

Section 12.02 **History.** These Bylaws of the SABD were duly adopted by its general Membership on May 10, 2011.