

Kruppopolis Downtown Development Association

By-Laws

ARTICLE I

Name and Term

The name of this association shall be the Kruppopolis Downtown Development Association (hereinafter KDDA), and its duration shall be perpetual. It shall be a nonprofit corporation and seek exemption under Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE II

Offices

A. Principal office: The principal office of the KDDA shall be in the State of Washington, County of Gooding, City of Kruppopolis. Further, it shall be located within the boundaries of the Kruppopolis Downtown Development District.

B. Registered office: The registered office of the KDDA shall be maintained in the State of Washington, and may be, but need not be, identical with the principal office. The address of the registered office may be changed from time to time by resolution of the Board of Directors.

ARTICLE III

Amendments

These By Laws may be amended by resolution at any time by an affirmative vote of at least two-thirds of the entire Board of Directors.

ARTICLE IV

Purposes

A. Promotions: KDDA shall promote and sponsor discussion groups and shall educate and inform citizens and members on topics of common interest and concern to the downtown area. KDDA shall maintain information regarding revitalization in the downtown area. KDDA will sponsor cultural, employment and commercial revitalization in to the downtown area. KDDA will provide a forum for members to share knowledge, common experiences and problems. KDDA shall publish community information regarding its activities and other data relevant to downtown revitalization. Such publications may include the following:

- 1) planning studies, such as the Resource Team Report
- 2) an organization brochure
- 3) tourist and visitor information brochures, maps, and guides
- 4) special event flyers, pamphlets, posters, or brochures
- 5) the KDDA regular newsletter

B. Organization: KDDA will organize and promote constructive relationships between local government bodies and private business and citizens. KDDA will coordinate zoning, and other regulatory activity affecting the downtown area. KDDA will support other charitable and educational organizations whose primary interest is to preserve and develop the beauty and economic stability of Kruppopolis. KDDA will promote the concerns of the downtown area at the city, county and special district level.

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C. Economic Restructuring: KDDA will help to diversify the community by recruiting new stores to balance the retail mix; devising and writing marketing packages for interested owners and/or business people who want to recruit new business into their space, aiding potential business owners in finding retail space, and by aiding in the acquiring of adequate financing.

D. Design: KDDA will assist in planning and coordinating the design of improvements in or adjacent to the downtown area. KDDA will aid in providing design services for buildings and signage. KDDA will provide information on painting, construction, historic renovation, and preservation. KDDA will promote and assist in city beautification projects. KDDA will participate in the planning and development of public interest projects in the downtown area. KDDA will promote effective redevelopment efforts and assist in planning for the revitalization of the downtown area. KDDA shall, whenever possible, recommend appropriate uses and design standards for downtown area development.

ARTICLE V Powers

A. General Powers: KDDA shall have all powers granted by Washington law. It shall also have the power to undertake, either alone or in cooperation with others, any lawful activity which may be necessary or desirable for the furtherance of any or all purposes for which KDDA is organized.

B. Investment Powers: KDDA may invest both assets secured by KDDA, and services provided by KDDA resulting in development, as program related investments. Any returns from such investment shall be used by KDDA for: 1) ongoing operational funding; or 2) reinvestment in additional development projects. No portion of the returns will inure to the benefit of any member, Director, Officer or staff member of KDDA.

ARTICLE VI Boundaries and Membership

A. Boundaries: The boundaries of the downtown district shall be defined as; Bounded by Eleanor Avenue on the south, Betsy Avenue on the north, Andrew Street on the west, and Theodore Street on the east.

B. Membership: There shall be three types of membership in KDDA: 1) businesses who pay occupational taxes to the City of Kruppopolis located within the downtown district, 2) real property owners located within the downtown district, and 3) patron members. Dues of occupational tax payees shall be assessed as a surcharge to said occupational tax. Dues from other members shall be collected as the Board shall from time to time establish. Dues for each type of membership may be different and shall be in the amounts as may be set from time to time by the Board of Directors.

ARTICLE VII Annual Meeting

The annual meeting of the KDDA membership shall be the second Tuesday in April or such other time as the Board of Directors may direct. Members shall be notified by mail at the address listed on their license or membership application more than 30 days before the meeting convenes. The purpose of the annual meeting shall be to complete tallying and announce the Board of Directors

of KDDA for the following year, and such other business as the Board of Directors brings before the membership.

ARTICLE VIII

Directors

A. Duties: The Board of Directors shall manage, set the policy for, and oversee the management of the affairs of KDDA. They shall control its property, be responsible for its finances, formulate its policy, and direct its affairs. The Board of Directors may hire an Executive Director and support personnel. The Board of Directors may enter into contracts necessary to accomplish the KDDA goals.

B. Qualifications: There shall be nine members of the Board of Directors. Any member, employee of a member business, or partner or associate in a member business of KDDA may be a Director. However, there must be a Director from both retail and non-retail businesses, as well as real property owner and patron membership categories. There shall not be a majority of any occupation on the Board. Directors must be of sound mind and of legal age.

C. Term: Every Director shall be elected for a three (3) year term. However, the initial Board of Directors shall serve staggered terms. Directors on the initial Board shall by lot be elected: three for three (3) years, three for two (2) years and three until the first annual meeting.

D. Elections: Directors shall be elected by the membership by mailed ballot. Tallying of ballots shall be completed, and the new Directors announced at the Annual Meeting. Every member shall have one vote for each available Director's position. Nominations to the ballot slate shall be made either: 1) by petition submitted to the KDDA office more than 20 days in advance of the annual meeting, signed by nine members; or 2) by the nominating committee, which shall consist of the outgoing Board members and the President. Ballots shall be mailed to each member more than 14 and less than 21 days before the annual meeting. Ballots must be received at the KDDA office by 5 p.m. on the day before the annual meeting. In the event of a tie, a runoff election shall be held by written ballot at the annual meeting. In the event there is not a Director elected from a membership category; then the new Director with the fewest votes shall not be named, and an election for that position shall be held by written ballot, at the annual meeting.

E. Vacancies: Any Director may resign at any time by giving written notice to the KDDA office. Any vacancy in the Board occurring because of death, resignation, refusal to serve, or otherwise shall be filled for the unexpired term by action a majority of the remaining Directors. Three consecutive unexcused absences from regular Board of Director's meetings shall be considered a vacancy.

F. Meetings: The Board of Directors shall meet at least monthly. The President and/or any three Directors may call a meeting of the Board. At a duly called meeting of the Board of Directors, five (5) members shall constitute a quorum. All business of the Board of Directors shall be transacted at a duly called meeting of the Board.

G. Compensation: Directors shall receive no compensation for their services as Directors, but the Board may by resolution authorize reasonable reimbursement of expenses incurred in the performance of their duties. Nothing herein shall preclude a Director from serving KDDA in any other capacity and receiving reasonable compensation for such service.

ARTICLE IX

Officers

A. Number of Officers: KDDA shall have a President, Vice President, Secretary, Treasurer, and such additional officers as the Board of Directors may from time to time designate. Each officer shall serve a one year term. Officers shall be elected by the Board of Directors at the first Board meeting following the Annual meeting of membership.

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B. Duties of President: The President shall preside at all meetings of the Board of Directors, and at the annual meeting ending his or her term of office. The President shall be entitled to the same vote as any other Director. The President shall sign all checks and documents pertaining to KDDA for which the President's signature is necessary or desirable. The President shall have the right to limit the speaking time of any Director or member at any meeting.

C. Duties of Vice President: In the absence of the President, or his or her inability to act, the Vice President shall possess all the President's powers and discharge all Presidential duties. The Vice President may also sign any checks or documents necessary for KDDA.

D. Duties of the Secretary: The Secretary shall keep, and preserve, a full and correct record of the proceedings of KDDA, and sign any checks or documents necessary for KDDA, and shall perform such other duties as the Board may from time to time direct.

E. Duties of Treasurer: The Treasurer shall receive and account for, and deposit in the KDDA bank account all funds received by KDDA. The Treasurer shall sign checks for the KDDA. At the annual meeting, and at regular Board of Directors' meetings, the treasurer shall provide a report and summary statement on the financial affairs of KDDA.

F. Delegation of Officer's Duties: The duties of any officer may be delegated to the Executive Director, if delegated by the Board of Directors and included in the Executive Director's job description.

ARTICLE X Committees

KDDA shall have the following standing committees:

- 1) Design;
- 2) Economic Restructuring;
- 3) Promotion; and
- 4) Parking.

KDDA shall also have such other committees as the Board of Directors may from time to time establish. Committees shall report at least monthly to the Board of Directors. At least one Director shall serve on every committee. Committees shall be appointed by the President with the approval of the Board of Directors. Committees need not be limited in membership to KDDA members, but can have representatives from other relevant areas of the community, if appropriate.

ARTICLE XI Corporate Seal

KDDA shall have no corporate seal.

ARTICLE XII

Indemnification

KDDA may indemnify any Officer or Director, or former Officer or Director, his heirs or assigns, for any and all judgments, settlement amounts, attorneys fees and litigation expenses incurred by him by reason of his having been made a party to litigation due to his capacity or former capacity as Officer or Director of KDDA. KDDA may advance expenses where appropriate. Payments of Indemnification must be reported at the next annual meeting. The provisions of this section apply to any cause of action arising prior to the adoption of these By Laws also. The rights of indemnification set forth herein are not exclusive.

An Officer or Director is not entitled to indemnification if the cause of action is brought by KDDA itself against the Officer or Director, or if it is determined in judgement that the Officer or Director was derelict in the performance of his duties, or had reason to believe his action was unlawful.

No Director, trustee or any uncompensated officer of the corporation shall be personally liable to the corporation or its members for monetary damages for conduct as a Director, trustee, or any uncompensated officer provided that this Article shall not eliminate the liability of a Director, trustee or any uncompensated officer for any act or omission occurring prior to the date when this Article becomes effective and for any act or omission for which eliminated of liability is not permitted under the Washington Nonprofit Corporation Act. Any Director, trustee or any uncompensated officer shall be entitled to indemnification for any expenses or liability incurred in his or her capacity as a Director, trustee or any other uncompensated officer as provided by the Washington Nonprofit Corporation Act.