

**BYLAWS OF THE  
PARKING & BUSINESS IMPROVEMENT AREA**

**Revised  
2/25/2008**

**ARTICLE I – NAME**

Section 1.01. The name of the organization shall be PARKING & BUSINESS IMPROVEMENT AREA ADVISORY BOARD (hereinafter referred to as the "ADVISORY BOARD").

**ARTICLE II – PURPOSE**

The purpose and objectives of the Advisory Board shall be to:

Develop and propose an annual budget and work plan to benefit the businesses within the PBIA boundaries. The Advisory Board will present the budget to the Olympia City Council for adoption each year on such date and such time and place as the City Council shall designate each year. The programs and activities funded will fall into but shall not be limited to the five classifications listed below:

1. Downtown Parking Improvements
2. Clean & Safe Downtown Environment
3. Streetscape improvements, beautification, and improved way finding signs
4. Business Retention & Recruitment
5. Downtown Olympia Marketing

The Advisory Board will establish a conduit for information among all ratepayers of the PBIA, including those non-English speaking business owners, and encourage participation and diversity by the largest possible number of PBIA ratepayers. The Advisory Board will evaluate the programs and activities each year. They may produce and distribute an annual report to all of the PBIA ratepayers and the Olympia City Council.

**ARTICLE III – OFFICE OF RECORD**

Section 3.01. The office of the PBIA shall be located at such location as from time to time determined by the Advisory Board.

**ARTICLE IV – TERM**

Section 4.01. The Advisory Board will exist as long as the PBIA is effective in accordance with Washington State RCW 35.87A.

**ARTICLE V – AREA INCLUDED**

Section 5.01. For the purpose of the PBIA, the area covered is the area defined in the Olympia Ordinance 6375.

**ARTICLE VI – RATEPAYERS**

Section 6.01. Ratepayers shall be business owners in the area defined in Olympia Ordinance 6375.

Section 6.02. Ratepayers shall be assessed as described in City of Olympia ordinance #6375 by 3 zones: A-B-C. Assessments are by type, location, and number of FTE's.

Section 6.03. Annual assessments will be billed, collected and dispersed as defined in Olympia ordinance 6375.

#### **ARTICLE VII – VOTING RIGHTS**

Section 7.01. One business ratepayer in good standing shall entitle the holder to one vote.

#### **ARTICLE VIII – MANAGEMENT**

Section 8.01 Management of the business affairs of the PBIA shall be by the Advisory Board.

Section 8.02. The Advisory Board shall be fifteen (15) and representing each zone proportionately to the number of businesses in each zone including non-English speaking business owners, diversity of businesses type.

Section 8.03. The term of office shall be staggered three (3) year terms, except for the first year of formation.

Section 8.04. Each board member shall be entitled to one vote on all matters coming before the Advisory Board at the annual or any regular or special meeting thereof.

Section 8.05. Advisory board members shall not receive any stated salary for their services.

#### **ARTICLE IX – DUTIES OF OFFICERS**

Section 9.01. OFFICERS. Section 9.01. OFFICERS. The officers of this Advisory Board shall consist of the Chair and Vice Chair.

Section 9.02. CHAIR. The Chair shall supervise all activities of the PBIA; shall execute all instruments and documents on its behalf; preside at all meetings of the ratepayers and of the Advisory Board; shall call such meetings as shall be deemed necessary; shall appoint committee chairs and committee members; shall establish committees as needed; and shall perform such other duties as are usually inherent in such office.

Section 9.03. VICE CHAIR—The Vice Chair shall serve as Chair in case of absence. The Vice Chair will serve as the Chair as necessary

## **ARTICLE X – ELECTIONS**

Section 10.01. ADVISORY BOARD-- Term of office shall be January 1 through December 31 of each calendar year.

### **Section 10.01.01.**

Each year, a nominating committee, shall in September select from among the ratepayers in good standing persons to stand for election as Advisory Board members. Ballots shall be mailed to current ratepayers in good standing. Newly elected Advisory Board members will be installed the first board meeting of January. Any ratepayer in good standing at the time of the annual election may be nominated from among the ratepayers to stand for election as Advisory Board member.

Section 10.01.02. Advisory Board Members shall be elected by ratepayers by mail and installed at the first meeting in January to a term of three (3) years with one-third being elected each year. Advisory Board Members shall be elected by receiving the greatest number of votes of ratepayers.

Section 10.01.03. Any vacancy occurring on the Advisory Board by reason of death, resignation, or removal may be filled promptly by a majority vote of the remaining members of the Advisory Board. Such appointee shall serve during the unexpired term of the Advisory Board member whose position has become vacant.

Section 10.02. OFFICERS. Term of office is one year, officers may be re-elected to serve another year.

Section 10.02.01. Each year at the Advisory Board annual meeting (Section 12.02.01) the board will select board members to serve as Chair and Vice Chair.. A majority vote of the Advisory Board will elect the officers by secret ballot, a hat if available must be used to collect and tally the votes.

Section 10.02.03. Any vacancy occurring in any office of the PBIA for reason of death, resignation, or removal shall be filled promptly by a majority vote of the Advisory Board. The members of the Advisory Board may be polled by mail or a special meeting of the Board may be called upon seven (7) days' notice. The person so elected shall serve during the unexpired term of the Advisory Board member whose position has become vacant.

## **ARTICLE XI – REMOVAL**

Section 11.01. Any Advisory Board Member shall be subject to removal by a majority vote of the ratepayers in good standing.

Section 11.02. Any Advisory Board Member who shall miss one-quarter or more of the regularly scheduled meetings of the Advisory Board during a one-year period may be removed subject to a majority vote of the Advisory Board.

Section 11.03. Any Officer who shall miss three (3) consecutive meetings without an excuse satisfactory to the Advisory Board may be subject to removal by majority vote thereof.

## ARTICLE XII – MEETINGS

### Section 12.01. RATEPAYERS.

*Annual Ratepayer*

Section 12.01.01. An annual meeting of the ratepayers of the PBIA shall be held during the month of September of each calendar year on such date and at such time and place as the Advisory Board shall designate each year. In the event of the failure of the Board of Directors to designate the date, time, and place thereof, such annual meeting shall be held on the last Thursday in September commencing at 6:30 p.m. in the principal office of the PBIA.

Section 12.01.02. Quarterly and special meetings of the ratepayers may be called at any time for any purpose by the Chair of the Advisory Board, by a majority of the Advisory Board then in office, or by a majority of the ratepayers in good standing of the PBIA.

Section 12.01.03. Monthly meetings of the Advisory Board, which shall be open to all ratepayers of the PBIA and the general public, will occur at a time and place designated by the Advisory Board.

Section 12.01.04. Written notice stating the place, date, and hour of any meeting of the ratepayers shall be delivered, either personally or by mail, to each ratepayer entitled to vote at such meeting not less than ten nor more than fifty days before the date of such a meeting. In case of a special meeting, or when required by statute or by these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. In the event of an emergency, a meeting may be called on five days' notice provided that the time, place, date, and purposes for such meeting are conveyed to all ratepayers of the PBIA entitled to vote at such meeting

Section 12.01.05. A quorum at any meeting of the ratepayers of the PBIA shall consist of 1/10 of the ratepayers of the PBIA.

Section 12.01.06. A majority vote of the ratepayers present at a meeting at which a quorum is present shall, at minimum, be necessary for any action.

### Section 12.02. ADVISORY BOARD

*Annual Advisory Board*

Section 12.02.01. Annual meeting of the Advisory Board shall be held during the month of January each calendar year on such date and time and place as the board shall designate. The meeting will be held on the last Thursday in January at 6:30pm in the principal office of the PBIA if no other date and time are scheduled. The purpose of such meeting shall be to install board members, elect officers, and install, as necessary, committees and to transact such other business as may properly come before the Board.