

BYLAWS OF THE PARKING & BUSINESS IMPROVEMENT AREA

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 by October or on such date and such time and place as the Advisory Board shall designate each year. The programs and activities funded will fall into 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 of information among all members of the PBIA, including those non-english speaking business owners, and encourage participation and diversity by the largest possible number of PBIA members. The Advisory Board will evaluate the programs and activities each year. They will produce and distribute an annual report to all of the PBIA members 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- MEMBERSHIP

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

Section 6.02. Membership is by assessment as described in City of Olympia ordinance #6375 by 3 zones: A-B-C. Assessment 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 membership per business 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 of Directors.

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, Vice Chair, Secretary.

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 members 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.

Section 9.07 – SECRETARY – The Secretary shall assist the program manager in record keeping.

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 members persons to stand for election as Advisory Board members. Ballots shall be mailed to current members. Newly elected Advisory Boardmembers will be installed the first week of January. Any member at the time of the annual election, may be nominated from among the members to stand for election as Advisory Board member.

Section 10.01.02. Advisory Board Members shall be elected by members by mail and installed at the annual meeting to a term of three (3) years with one-third being elected each year, except for the first year, one-third shall be elected for (1) year, one-third for two (2) years, and one-third for three (3) years. Advisory Board Members shall be elected by receiving the greatest number of votes of members.

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:

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, Vice Chair and Secretary. A majority vote of the Advisory Board will elect the officers.

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 membership.

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

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

ARTICLE XII- MEETINGS

Section 12.01. MEMBERS.

Section 12.01.01. An annual meeting of the members of the PBIA shall be held during the month of June 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 Wednesday in June commencing at 6:30 p.m. in the principal office of the PBIA.

Section 12.01.02. Quarterly and special meetings of the members 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 members of the PBIA.

Section 12.01.03. Monthly meetings of the Advisory Board, which shall be open to all members of the PBIA, 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 members shall be delivered, either personally or by mail, to each member 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 members of the PBIA entitled to vote at such meeting.

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

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

Section 12.02. ADVISORY BOARD

Section 12.02.01. Annual meeting of the Advisory Board shall be held during the month January each calendar year on such date and time and place as the board shall designate. The meeting will be held on the last Wednesday 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. Nominations from a nominating committee will occur in September and a vote by mail will occur in the 4th quarter.

Section 12.02.02. The Advisory Board may from time to time determine a regular meeting schedule of the Board and set the time and place of such meetings. The purpose of the regular meeting shall be to act upon and to transact such other business as may properly come before the Board.

Section 12.02.03. Special meetings of the Advisory Board may be called by the Chair, by a majority of the Board then in office, or a majority of the members of the PBIA at any time and may be held at such time, place, and date as shall be prescribed in the notice thereof.

Section 12.02.04. Notice of meetings of the Advisory Board shall be given by mail, telephone, or other means of personal communication, and must be delivered or transmitted at least ten (10) days in advance the annual meeting, and two (2) days in advance of regular and special meetings.

Section 12.02.05. A majority of the Advisory Board then in office shall constitute a

quorum at meetings of the Advisory Board.

Section 12.02.06. Any action may be taken by a majority of those voting at any meeting of the Advisory Board at which a quorum has been established.

Section 12.03. In all matters of parliamentary procedure- and the order of business at meetings, the latest edition of "Robert's Rules of Order" shall be used as authority.

ARTICLE XIII- REPRESENTATION

Section 13.01. No committee, member, or other person shall enter into any contract, incur any debt, engage in any transaction, or represent himself or herself on behalf of the PBIA without authority of the Advisory Board, except as otherwise provided in these Bylaws.

ARTICLE XIV- AMENDMENTS

Section 14.01. The right to amend the Bylaws of the PBIA shall be reserved in the Advisory Board, and shall be by majority vote of the Advisory Board thereof then in office. Notice and copies of the proposed amendments shall be distributed at least ten (10) days before the meeting at which the same shall be considered.

ARTICLE VX- SEVERABILITY

Section 15.01. Any Article, Section, or provision of these Bylaws which, if construed in the manner expressed herein, should be contrary to or inconsistent with any applicable provision of the law, shall be severed from the remainder of these Bylaws, and shall not be in force so long as such revision of the law shall remain in effect without affecting the validity of the remainder of these Bylaws.

Approved by the Advisory Board: _____

Secretary