

Cheney Pathways to Progress Association

By-Laws

ARTICLE I

Name and Term

The name of this association shall be the Cheney Pathways to Progress (hereinafter CPTP), 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 CPTP shall be in the State of Washington, County of Spokane, City of Cheney.
- B. Registered office: The registered office of the CPTP 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: CPTP shall promote and sponsor discussion groups and shall educate and inform citizens and members on topics of common interest and concern to the community of Cheney. CPTP shall maintain information regarding revitalization in the Cheney community. CPTP will sponsor cultural, employment and commercial revitalization in the Cheney downtown area. CPTP will provide a forum for members to share knowledge, common experiences and problems. CPTP shall publish community information regarding its activities and other data relevant to downtown revitalization. Such publications may include the following:
 - 1. Planning and marketing studies
 - 2. An organization brochure
 - 3. Tourist and visitor information brochures, maps and guides
 - 4. Special event flyers, pamphlets, posters or brochures
 - 5. The CPTP regular newsletter
 - 6. The CPTP website

- B. Organization: CPTP will organize and promote constructive relationships between local government bodies and private businesses and citizens. CPTP will coordinate zoning, and other regulatory activity affecting the downtown area. CPTP will support other charitable and educational organizations whose primary interest is to preserve and develop the beauty and economic stability of Cheney. CPTP will promote the concerns of the downtown area at the city, county and special district level.
- C. Economic Restructuring: CPTP will help to diversity 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. Planning and Design: CPTP will assist in planning and coordinating the design of improvements in or adjacent to the downtown area. CPTP will aid in providing design services for building and signage. CPTP will provide information on painting, construction, historic renovation and preservation. CPTP will promote and assist in city beautification projects. CPTP will participate in the planning and development of public interest projects in and around the downtown area. CPTP will promote effective redevelopment efforts and assist in planning for the revitalization in and around the downtown area. CPTP shall, whenever possible, recommend appropriate uses and design standards for development in and around the downtown area.

ARTICLE V Powers

- A. General Powers: CPTP 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 CPTP is organized.
- B. Investment Powers: CPTP may invest both assets secured by CPTP and services provided by CPTP resulting in development, as program related investments. Any returns from such investments shall be used by CPTP 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 CPTP.

ARTICLE VI Boundaries and Membership

- A. Boundaries: The primary focus area of the downtown district, as it pertains to this organization, will be defined by those properties within the historic commercial core fronting on First and Second Streets between C and G Streets.

- B. Membership: membership in the CPTP shall be open to anyone who pays the minimum membership dues.

ARTICLE VII Annual Meeting

The annual meeting of the CPTP membership shall be the second Wednesday in July or such other time as the Board of Directors may direct. Members shall be notified by mail at the address listed on their 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 CPTP 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 CPTP. 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 CPTP goals.
- B. Qualifications: There shall be no fewer than nine or more than sixteen members of the Board of Directors. Any member, employee of a member business, or partner or associate in a member business of CPTP may be a Director. However, there must be a retail business person, a non-retail business person, an owner of business property, a patron of downtown business, a resident of Cheney, a representative of the City of Cheney, a representative of Eastern Washington University faculty/administration and a representative of the Eastern Washington University student body. There shall not be a majority of any 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: four for three (3) years, four for two (2) years and four until the first annual meeting. Directors may be reelected to a second term.
- D. Elections: Directors shall be elected by the membership by 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 by the nominating committee, which shall consist of two Board members and the Vice-President; or by petition submitted to the CPTP more than 20 days in advance of the annual meeting, signed by nine members. Ballots shall be mailed to each member more than 14 and less than 21 days before the annual meeting. In the event of a tie, a runoff election 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 CPTP office. Three consecutive unexcused absences from regular Board of Director's meetings may be considered a vacancy. Any vacancy in the Board occurring because of death, resignation, refusal to serve, or otherwise shall be filled for the unexpired term by action of a majority of the remaining Directors.
- F. Meetings: The Board of Directors shall meet on a monthly basis, or as often as necessary to do the work of the association. The President and or any three Directors may call a meeting of the Board. A quorum consists of one-half plus one of the Board of Directors. 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 CTPT in any other capacity and receiving reasonable compensation for such service.

ARTICLE IX Officers

- A. Number of Officers: CPTP shall have a President, Vice President, Scribe, Treasurer, and such additional officers as the Board of Directors may from time to time designate. Each officer shall serve a one-year term. The Board of Directors shall elect officers at the first Board meeting following the annual meeting of the membership. No officer can hold the same position for more than three consecutive one-year terms, and must be re-elected for each one-year term by the Board at the first Board meeting following the annual meeting of the membership.
- 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 CPTP 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 CPTP.
- D. Duties of the Scribe: The Scribe shall keep, and preserve, a full and correct record of the proceedings of CPTP, and sign any checks or documents necessary for CPTP, 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 CPTP bank account all funds received by CPTP. The Treasurer shall sign checks for the CPTP. At the annual meeting, and at regular Board of Director's meetings, the Treasurer shall provide a report and summary statement of the financial affairs of CPTP.
- F. Delegation of Officers' Duties: The duties of any officer may be delegated to the Executive Director or support personnel, if delegated by the Board of Directors and included in the Executive Director's or support personnel's job description.

ARTICLE X Committees

CPTP shall have the following standing committees:

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

CPTP shall 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 CPTP members, but can have representatives from other relevant areas of the community, if appropriate.

ARTICLE XI Corporate Seal

CPTP shall have no corporate seal.

ARTICLE XII Indemnification

CPTP may indemnify any Officer or Director, or former Officer or Director, his or her heirs or assigns, for nay and all judgments, settlement amounts, attorney's fees and litigation expenses incurred by him or her by reason of having been made a party to litigation due to their capacity or former capacity as Officer or Director of CPTP. CPTP 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 CPTP itself against the Officer or Director, or if it is determined in judgment that the Officer or Director was derelict in the performance of his or her duties, or had reason to believe his or her 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 elimination 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.

Initially adopted 11 August 2000

Last amended 2 April 2007