

# HISTORIC DOWNTOWN KENNEWICK PARTNERSHIP BYLAWS

## ARTICLE I

### Name and Term

The name of this organization shall be the Historic Downtown Kennewick Partnership (hereinafter called HDKP)<sup>1</sup>, and its duration shall be perpetual. It shall be a voluntary, nonprofit corporation under Section 501(c)(3) of the Internal Revenue Code.

## ARTICLE II

### Offices

#### **Section 1. Principal office.**

The principal office of the HDKP shall be in the State of Washington, County of Benton, City of Kennewick. Further, it shall be located within the boundaries (Article V, Section 1) of the Historic Downtown Kennewick Partnership.

#### **Section 2. Registered office.**

The registered office of the HDKP shall be maintained in the State of Washington, County of Benton, and may be, but need not be, identical to the principal office. The address of the registered office may be changed from time to time by a resolution of the Board of Directors.

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<sup>1</sup> The name was updated from DKCDA (Downtown Kennewick Columbia Drive Association) in 2002

## ARTICLE III<sup>2</sup>

### Purposes

#### **Section 1:**

- A. Stimulate economic activity by encouraging cooperation and building leadership in the downtown business community;
- B. Promote constructive relationships between government bodies and private business and citizens, and represent the concerns of the downtown area at the city, county, and special district level;
- C. Advocate for the planning and coordinated improvements in or adjacent to the downtown area, and aid in providing design assistance for buildings, businesses, and public spaces;
- D. Create information regarding revitalization in the downtown area and provide forums for sharing knowledge, common experiences and problems.

## ARTICLE IV

### Powers

#### **Section 1. General Powers.**

The HDKP 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 the HDKP is organized.

#### **Section 2. Investment Powers.**

The HDKP Board of Directors may invest both assets secured by the HDKP, and services provided by the HDKP resulting in development, as program-related investments. Any returns from such investment shall be used by the HDKP for 1) ongoing operational funding; or 2) investment in development projects. No portion of the return will inure to the benefit of any member, director, officer, or staff member of the HDKP.

#### **Section 3. Accounting Power.**

The HDKP will operate on a calendar year starting January 1st and ending December 31st for the purposes of complying with all state and federal tax reporting.

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<sup>2</sup> Suggested change from 230612 workshop. Rewrite Article III "Purpose" to summarize activities, using the Washington Main Street Bylaws Sample.

**ARTICLE V**  
**Boundaries and Membership**

**Section 1. Boundaries<sup>3</sup>.**

The Main Street boundaries will be Washington Street on the east, First Avenue on the south, Dayton Street on the west, and Canal Drive on the north. Any property that has frontage on the described area boundary streets shall be considered within the Main Street District of the HDKP.<sup>4</sup>

The Downtown area of influence shall be on the north along the Columbia River between the Blue Bridge to the west and the BNSF Railroad bridge Tressel to the east. From the BNSF Train Tressel to Gum St. and from Gum St. to Tenth Ave along the eastern boundary. The southern boundary shall be Tenth Ave to Olympia St. The west boundary will run along Olympia St and cut through to the teardrop roundabout where HWY 240 becomes Columbia Drive

**Section 2. Membership.**

A business, government agency, commercial property owner, nonprofit organization, or individual may become a member of the HDKP by completing a membership application and paying dues.

**Section 3. Dues.<sup>5</sup>**

Dues for membership shall be in the amount(s) specified by the board and reported to the membership at each year's Annual Meeting.

**Section 4. Termination of Membership.**

Any member may resign from the HDKP at any time with written notice to the HDKP office. The Board of Directors may terminate for due cause the membership of any member at any regular board meeting by a two-thirds vote. A notice to terminate membership will be submitted in writing to the member's last known address at least 10 calendar days before the board meeting at which such action is proposed.

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<sup>3</sup> Amended in 2004 to add a primary focus to the boundaries.  
<sup>4</sup> Amended in 2005, which reduced the boundary from the larger Downtown Kennewick description. Combined the boundary and primary focus. **Note that the smaller CBD zoned area of Washington Street on the east, First Avenue on the south, Dayton Street on the west, and Canal Drive on the north, have been the recognized Main Street District boundaries.**  
<sup>5</sup> Amendments were made in 2003 and 2005 that removed prescriptive definitions of membership and membership eligibility.

## ARTICLE VI Directors

### **Section 1. *Duties.***

The position is voluntary and up for election (unless Article VI, Section 4 applies). The Board of Directors shall manage, set the policy for, and oversee the management of the affairs of the HDKP. 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 HDKP goals. Commitment to participate actively in HDKP. Stays informed about HDKP matters. Participates in fundraising.

### **Section 2. *Qualifications.***<sup>6</sup>

There shall be eleven (nine elected, two appointed) members of the Board of Directors. Any member or regular employee of a member business, or partner, or associate in a member business or organization, or individual member of the HDKP may be elected a director. However, there must be directors from both retail and non-retail businesses, as well as a director who is a commercial property owner. Directors must at all times be members in good standing with membership dues paid within 30 days of billing. There shall not be a majority of any occupation on the board. Directors must be of sound mind and of legal voting age.

### **Section 3. *Term-Elected Directors.***

Nine directors shall be elected for three staggered (3) year terms to commence on January 1 following their election.

### **<sup>7</sup>Section 4. *Term-Appointed Director.***

The City of Kennewick and Port of Kennewick shall appoint one city council member/commissioner as a director, not elected by the membership, whose terms shall be for one year commencing on January 1 following their appointment with full voting privileges.<sup>8</sup>

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<sup>6</sup>Sections 2 and 3 updated by Bylaw amendments 032114 (2014) to update appointed positions to reflect change to Article VI Section 4

<sup>7</sup> The section on Emeritus positions was removed in 2023 workshop. Section 4 became Section 3 and all subsequent section in Article VI moved up by one. Please keep that in mind when referencing footnote changes prior to 2023.

<sup>8</sup> Bylaw amendments 032114 to update appointed positions.

### **<sup>9</sup>Section 5. Elections.**

Directors shall be elected by the membership by e-mailed ballot. For a member to vote they must be current in their dues by the day the ballots are distributed. Every member shall have one vote for each available director position.

- A. The President shall appoint with the approval of the Board of Directors a nominating committee consisting of **five non-board members** in good standing **sixty days** in advance of the annual meeting.
- B. The committee shall submit a report of all candidates to the Board of Directors for its approval **forty days** in advance of the **annual meeting**.
- C. All approved candidates shall be placed on a ballot and mailed to the general membership at least **thirty days** in advance of the **annual meeting**.
- D. The general membership shall have the right to petition the nominating committee to accept a candidate in addition to the ones chosen by the committee. The petition must be submitted to the HDKP office at least **twenty days** in advance of the **annual meeting** and **signed by nine regular members in good standing**.
- E. Ballots shall be mailed to each member at least **fourteen days** in advance of the **annual meeting**. Ballots must be received at the HDKP office by 5 PM on the **Friday before the annual meeting**.
- F. Tallying of ballots shall be by a committee of **three** members approved by the board of directors.
- G. The new directors shall be announced at the annual meeting.
- H. In the event of a tie, a runoff election shall be conducted by written ballot at the annual meeting.

### **Section 6. Term Limits.**

No person shall serve as a member of the Board of Directors for more than two consecutive terms, not to exceed a total of six years. The term limits as stated shall commence immediately with the adoption of the bylaws herein. Following one year's absence, a board member may be re-elected to the Board of Directors.

### **Section 7. Vacancies.**

Any director may resign at any time by giving written notice to the HDKP office. Any vacancy on 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. Any director with two consecutive unexcused absences in any calendar year from regular board meetings shall automatically forfeit his or her seat on the board unless prior notification of absence is given to the Executive Director.<sup>10</sup> Any director missing four regular board meetings in a year shall forfeit his or her seat on the board.

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<sup>9</sup> 2023 changes allowed for ballots to be emailed to membership.

<sup>10</sup> Amended in 2012 to change language of fired to forfeit and the 50% attendance requirement was removed.

### **Section 8. Board of Director Meetings.**

The Board of Directors shall meet quarterly and may meet monthly or as needed on a date set by the President with the concurrence of the Board. The President and/or any three directors may call special meetings of the Board of Directors. At a duly called meeting of the Board of Directors, a simple majority of members shall constitute a quorum. All business of the Board of Directors shall be transacted at a duly called meeting of the Board.

### **Section 9. Members at Large Adding Items to Board Meeting Agendas.**

Any interested party may submit a request to appear at a regular board meeting by contacting the HDKP Office no less than 10 days prior to the regular meeting. Up to three minutes will be allotted at the top of the meeting to address the board per request.

### **Section 10. Special Board of Director Meetings.**

The President and/or any two Executive Committee members may call a special meeting of the HDKP Board of Directors. Notice of special meetings shall be provided to all Board Members at least seven days prior to the meeting.

### **Section 11. Presumption of Assent:**

A Director of the organization present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting, or unless such Director files a written dissent or abstention to such action with the person acting as Secretary of the meeting before the adjournment thereof, or forwards such dissent or abstention by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

### **<sup>11</sup>Section 12. Electronic Transmission:**

The Organization may deliver to a Director notices, demands, consents, or waivers by electronic transmission if such Director has consented to receive such electronically transmitted communications. The consent must designate the message format accessible to the Director and the address, location, or system to which the notices or other documents may be electronically transmitted. Notice provided in an electronic transmission is effective when it: (a) 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 (b) 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.

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<sup>11</sup> Article VI, Section 12, 13, & 14 are a new additions to the bylaws in 2023

**Section 13. Meetings by Telephone or Teleconference:**

Members of organization may participate in a meeting of members by means of a conference telephone, digital teleconferencing platform, or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

**Section 14. Action by Board Without a Meeting:**

Any action which could be taken at a meeting of the Board may be taken without a meeting if written consent setting forth the action so taken is signed by each of the Board Members. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

**Section 15. Compensation.**

Board Members shall receive no compensation for their services as directors, but the board may authorize reasonable reimbursement of expenses incurred in the performance of their duties. Nothing herein shall preclude a director from serving the HDKP in any other capacity and receiving reasonable compensation for such service.

**ARTICLE VII**

**Officers**

**Section 1. Number.**

The HDKP shall have a President, Vice-President, Secretary, Treasurer, and such additional officers as the board of directors may from time to time designate. The President, Vice-President, Secretary, and Treasurer must be elected or appointed members of the Board of Directors. Each officer shall serve a one-year term commencing January 1 following the election. Appointed representatives from the City of Kennewick or Port of Kennewick are not eligible to hold elected leadership positions.

**Section 2. Election.**

The President shall call a special meeting of the next year's elected and appointed board of directors at the conclusion of the December board meeting for the purpose of electing officers.

**Section 3. Duties of President.**

The President shall preside at all meetings of the Board of Directors, general membership meetings, and at the annual meeting. The President shall be entitled to the same vote as any other director. The President may sign all checks and shall sign documents pertaining to the HDKP for which the President's signature is necessary or desirable. The President shall make no decisions without board approval.

**Section 4. 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 the HDKP.

**Section 5. Duties of Secretary.**

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

**Section 6. Duties of Treasurer.**

The Treasurer will maintain in good order all financial records of HDKP. The Treasurer may sign checks or documents necessary for HDKP. At the annual meeting and at regular Board of Director Meetings, the Treasurer will provide a report and summary statement on the financial affairs of HDKP.

**Section 7. Duties of Past President.**

The Past President, unless an elected member of the board, shall be eligible to serve on the board of directors as a nonvoting member for advisory purposes for a one-year term.

**Section 8. Term Limits.**

No person shall serve as President, Vice-President, Secretary, or Treasurer for more than three consecutive one-year terms. Following one year's absence, a person may be re-elected to that office.

**ARTICLE VIII**  
**Executive Director**

**Section 1. Hiring.**

The Board of Directors shall hire an Executive Director for the purpose of overseeing the day-to-day operations of the HDKP and act as the primary contact person of the HDKP.



**Section 2. Duties.**

The Executive Director will carry out the duties as outlined in the job description and provide technical assistance to the committee to achieve the goals and objectives as directed by the board of directors. The Executive Director reports to the President of the Board.

**ARTICLE IX**  
**Executive Committee**

**Section 1. Composition.**

The President, Vice-President, Secretary, Treasurer, and Past President and such additional members as the Board of Directors may from time to time designate, shall constitute the Executive Committee

**Section 2. Duties.**

The Executive Committee shall have general supervision of the affairs of the HDKP between its board meetings, make recommendations to the Board, and shall perform such other duties as specified in these bylaws. None of its acts shall conflict with action taken by the Board.

**ARTICLE XI**  
**Membership Meetings**

**Section 1. Annual Meeting.**

The annual meeting of the HDKP membership shall be held on the second Friday of December or such other time as the Board of Directors may direct. All members shall be notified by either regular mail and/or electronic mail of the annual meeting at least thirty days before the annual meeting. The purpose of the annual meeting shall be to announce the Board of Directors of the HDKP for the following year, and such other business as the Board of Directors brings before the membership.

**Section 2. Special Meetings.**

Special meetings of the HDKP membership shall be held on dates as designated by the Board of Directors. Notice of such meetings shall be made by electronic communications.

**ARTICLE XI <sup>12</sup>**  
**Committees**

**Section 1. Standing Committees:**

Standing Committees: HDKP will have the following standing committees: 1) Outreach, 2) Promotion, 3) Design, 4) Economic Vitality.

**Section 2. Ad Hoc Committees:**

HDKP will also have such other committees as the Board of Directors may from time to time establish. Committees will report at least monthly to the Board of Directors. At least one Director will serve on every committee. Committees will be appointed by the President with the approval of the Board of Directors. Committees need not be limited in membership to HDKP members but can have representatives from other relevant areas of the community. Such committees shall have and exercise the authority of the Directors in the management of the corporation, subject to such limitations as may be prescribed by the Board and by applicable Washington law except that no committee shall have the authority to: (a) amend, alter or repeal these Bylaws; (b) elect, appoint or remove any member of any other committee or any Director or officer of the corporation; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize the sale, lease, or exchange of all or substantially all of the property and assets of the corporation not in the ordinary course of business; (f) authorize the voluntary dissolution of the corporation or revoke proceedings therefor; (g) adopt a plan for the distribution of the assets of the corporation; or (h) amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by a committee.) The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it or them by law.

**Section 3. Removal of Committee Member:**

The Board, by resolution adopted by a majority of the Directors in office, may remove from office any member of any committee elected or appointed by it

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<sup>12</sup> Suggested change made at 230612 Bylaws Workshop to rewrite Article XI and use the suggested language from the Washington Main Street Sample Bylaws.

**ARTICLE XII**

**Indemnification**

The HDKP 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 the HDKP. The HDKP 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 bylaws 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 the HDKP 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/her duties, or had reason to believe his/her action was unlawful.

No director, trustee or any uncompensated officer of the HDKP 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 of 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.

**ARTICLE XIII**


**Parliamentary Authority**

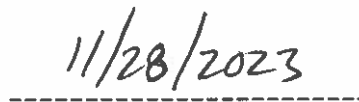
The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern the HDKP in all cases in which they are applicable and in which they are not inconsistent with the bylaws and any special rules of order the HDKP may adopt.

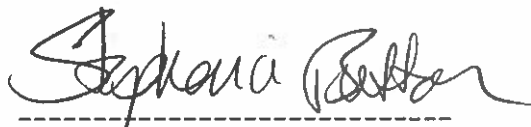
**ARTICLE XVI**  
**Amendment of Bylaws**

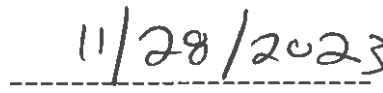
These bylaws supersede all previous versions and may be amended by resolution at any regular meeting of the Board of Directors by a two-thirds vote; provided that all amendments have been submitted in writing at the previous regular meeting.

Approved by the Board of Directors (BOD) 2/26/2000. Revised June 28, 2002, Approved BOD 5/31/2002. Revised March 28, 2003, Approved by BOD May 14, 2003. Revised August 26, 2005; Revised & Approved by BOD July 27, 2012. Revised and Approved March 21, 2014. Revised June-October 2023. Approved November 2023.

  
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Board President, Kevin Osborn

  
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Date:

  
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Executive Director, Stephanie Button

  
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Date: