

**SECOND AMENDED AND RESTATED BYLAWS  
OF  
SPOKANE INDEPENDENT METRO BUSINESS ALLIANCE**

**ARTICLE 1. NAME, PURPOSE, OFFICE**

- 1.1 Name and Purpose.** The name of the Corporation is Spokane Independent Metro Business Alliance (hereafter, “SIMBA” or “Corporation”) and the purpose for which it is formed is to help the Spokane Metropolitan Region maintain its unique community character, provide continuing opportunities for entrepreneurs, build economic strength, and prevent the mass displacement of community-based businesses. SIMBA is organized exclusively for charitable and educational purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- 1.2 Structure.** SIMBA is incorporated and is a registered nonprofit corporation in the State of Washington.
- 1.3 Office.** The principal office of Spokane Independent Metro Business Alliance shall be located at its principal place of business or such other place as the Board of Directors (“Board”) may designate. The Corporation may have such other offices, either within or without the State of Washington, as the Board may designate or as the business of the Corporation may require from time to time.

**ARTICLE 2. MISSION, VISION, AND VALUES**

- 2.1 Mission.** SIMBA’s mission is to build a prosperous, equitable, and local economy by organizing and educating regional businesses, consumers, and partners.
- 2.2 Vision.** SIMBA envisions a connected, interdependent, supportive, and collaborative local economy with shared opportunities, broadened ownership, and unique community character.
- 2.3 Values.** SIMBA values a Unique Place, the Environment, Social Inclusion, and Economic Opportunity.
- 2.3.1** Valuing a Unique Place requires celebrating creativity; respecting regionalism – fostering a deep connection to our place beyond political boundaries; and understanding our unique character here.
- 2.3.2** Valuing the Environment requires sustainability – planning for the seventh generation; conservation; stewardship; responsibility; and resilience.
- 2.3.3** Valuing Social Inclusion requires valuing diversity; demanding inclusivity; promoting intersectionality; and ensuring accessibility.

- 2.3.4** Valuing Economic Opportunity requires promoting economic justice; building community wealth; working towards wealthy equity; encouraging shared ownership; and strength in a shared economy.

### **ARTICLE 3. INSURANCE AND INDEMNIFICATION**

**3.1 Insurance.** SIMBA shall at all times maintain appropriate policies of Director & Officer Liability Insurance, Employee Practices Liability Insurance, Errors and Omissions or Professional Liability Insurance for all professional staff, and General Liability Insurance. Any other such insurance policies may be acquired by a simple majority vote of the Board of Directors, as defined herein as 51% of eligible Directors present at a meeting in which a quorum exists at the start of the meeting.

**3.1.1** Insurance policies shall be updated no later than ten (10) business after the addition, removal, resignation, or expiration of the term of any Director or the addition, termination, or resignation of any employee.

**3.1.2** The Board shall annually review all insurance policies no later than thirty (30) calendar days prior to the expiration of said policy period to ensure appropriate coverages, rates, and deductibles are acquired prior to renewal.

**3.2 Director Liability.** A Director of the Corporation shall not be personally liable to the Corporation for monetary damages for their conduct as a Director, except for the liability of the Director for:

**3.2.1** Acts or omissions that involve intentional misconduct or a knowing violation of the law by the Director; or

**3.2.2** Any transaction from which the Director will personally receive a benefit of money, property, or services to which the Director is not legally entitled.

If applicable law is amended to authorize corporation action further eliminating or limiting the personal liability of Directors, then the liability of a Director of the Corporation shall be eliminated or limited to the fullest extent permitted by law, as so amended. Any repeal or modification of the foregoing paragraph by the Board of Directors of the Corporation shall not adversely affect any right or protection of a Director of the Corporation existing at the time of such repeal or modification.

**3.3 Indemnification of Directors and Officers.** Unless restricted in the Articles of Incorporation or by then-applicable state or federal law, the Corporation shall indemnify its Directors and Officers against all liability, damage, or expense resulting from the act that such person is or was a Director or Officer, to the fullest extent and to the maximum amount, and under all such circumstances permitted by law. Any officer seeking indemnification shall advise the President of the Board and the Executive Director of such request in writing as soon as she/he/they are aware of the need for the same, but in any event no later than ten (10) business days after such Director seeking indemnification receives notice of any demand, legal proceeding, administrative proceeding, or any other

such indicia of liability. For the purposes of notice under this provision, a writing may be sent by email to the regularly-used emails for the President and the Executive Director.

- 3.4 Indemnification of Employees or Agents.** The Corporation shall provide indemnification and pay expenses in advance of any final disposition of a proceeding to the Corporation's employees and authorized agents with the same scope and effect as the provisions of this Article with respect to the of Directors and Officers of the Corporation when such employees and authorized agents are acting at the direction of the Board of Directors acting in their official capacity and discharging such direction in good faith. They may provide indemnification and pay expenses in advance of any final disposition of a proceeding to the Corporation's employees and authorized agents with the same scope and effect as the provisions of this Article with respect to the indemnification of Directors and Officers of the Corporation in other circumstances based on a simple majority (51%) vote of the Board of Directors. Any employee or authorized agent of the Corporation seeking indemnification shall advise the President of the Board and the Executive Director of such request in writing as soon as she/he/they are aware of the need for the same, but in any event no later than ten (10) business days after such Employee or Agent seeking indemnification receives notice of any demand, legal proceeding, administrative proceeding, or any other such indicia of liability. For the purposes of notice under this provision, a writing may be sent by email to the regularly-used emails for the President and the Executive Director.
- 3.5 Non-Exclusive.** The foregoing rights of indemnification shall not be deemed exclusive of any other rights to which such Director, Officer, employee, or authorized agent may be entitled apart from the provisions included herein.

#### **ARTICLE 4. MEMBERSHIP**

- 4.1 Classes of Members.** The corporation shall initially have one class of members.
- 4.2 Qualifications for Membership.** In order to qualify for membership, a member shall be paying annual dues for membership services, outreach, and unrestricted general funds. Members may have such other qualifications as the Board may prescribe by amendment to these Bylaws. Members shall adhere to and support SIMBA's present mission and values at all times. SIMBA reserves the right to deny any membership application at initial application without explanation and all funds paid will be returned within thirty (30) business days.
- 4.3 Voting Rights.** Members shall have no right to vote unless said Members are directors or officers of SIMBA.
- 4.4 Membership Termination.** A SIMBA member may be terminated by a super-majority vote of current Board members in consultation with the Executive Director based on the terms of any current or then-existing membership policy.
- 4.5 Annual Report.** The annual report of SIMBA shall be presented in February of each year at a regularly scheduled Board meeting on a day at a time established by the Board in

advance. Members shall receive a minimum of thirty (30) days' written notice of the annual report. For purposes of this notice, a writing shall include an email.

- 4.6 Notice of Meetings.** The President, the Secretary, or executive-level staff shall cause to be delivered to each member entitled to notice of a meeting, either personally or by electronic transmission in advance of any meeting no less ten (10) business days other than the Annual Report meeting which shall require no less than thirty (30) days' notice.
- 4.7 Waiver of Notice.** Whenever any notice is required to be given to any member under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice and/or any affirmative unsubscription from any member list serve or email list.
- 4.8 Committee Membership.** Members in good standing shall be permitted to serve on SIMBA committees as appointed by the Board, as they may arise, other than SIMBA's Executive Committee and Compensation Committee. Members shall receive no compensation from the Corporation for service on such committees, but shall be entitled to reimbursement of reasonable, approved expenses based on any then-existing reimbursement policies.

## **ARTICLE 5. BOARD OF DIRECTORS**

- 5.1 General Powers.** The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Corporation. Day-to-day operations of the Corporation shall be managed by the Executive Director based on the direction of the Board and the policies of the Corporation.
- 5.2 Number.** The Board shall consist of not less than three (3) nor more than nine (9) Directors, the specific number may be set by resolution of the Board. The number of Directors may be changed from time to time by amendment to these Bylaws, provided that no decrease in the number shall have the effect of shortening the term of any incumbent Director.
- 5.3 Qualifications.** Directors shall be members of the Corporation in good standing. Directors may have such other qualifications as the Board may prescribe by amendment to these Bylaws.
- 5.4 Election of Directors**
- 5.4.1 Initial Directors.** The initial Directors named in the Articles of Incorporation shall serve until the first annual meeting of the Board.
- 5.4.2 Successor Directors.** Successor Directors shall be elected at the annual meeting of the Board and any time a vacancy arises.

- 5.5 Term of Office.** Unless a Director dies, resigns, or is removed, he or she shall hold office for a term of three (3) years or until their successor is elected, whichever is later. Terms of Directors shall be staggered to the extent possible. A Director may be duly elected to one (1) additional term. Terms do not have to be consecutive, but no Director shall serve more than six (6) years.
- 5.6 Annual Meeting.** The annual meeting of the Board shall be held in October at the Board retreat. During that annual meeting, the Board shall approve an initial annual budget, elect Officers, and complete the Executive Director's annual review.
- 5.7 Regular Meetings.** The Board shall have meetings no less than quarterly and no more than ten (10) times per year, excluding the retreat. The date, time, and place for the holding of regular meetings shall be set annually by the Board at the retreat.
- 5.8 Special Meetings.** Special meetings of the Board or any committee designated and appointed by the Board may be called by or at the written request of the President or any two Directors, or, in the case of a committee meeting, by the chairman of the committee. The person or persons authorized to call special meetings may fix any place either within or without the State of Washington as the place for holding any special Board or committee meeting called by them.
- 5.9 Remote Meetings.** Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee by or through the use of, one or more means of remote communication through which all of the directors may simultaneously participate with each other during the meeting. Participation by such means shall constitute presence in person at a meeting.
- 5.10 Place of Meetings.** All meetings shall be held at the principal office of the Corporation or at such other place within or without the State of Washington designated by the Board, by any persons entitled to call a meeting or by a waiver of notice signed by all Directors.
- 5.11 Notice of Special Meetings.** Notice of special Board or committee meetings shall be given to a Director in writing or by personal communication (such communication may be by electronic) with the Director not less than five (5) business days before the meeting. Neither the business to be transacted at, nor the purpose of any special meeting need be specified in the notice of such meeting. Notice provided in an electronic transmission is effective when it is electronically transmitted to an address, location or system designated by the recipient for that purpose.
- 5.12 Waiver of Notice**
- 5.12.1 In Writing.** Whenever any notice is required to be given to any Director under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, a waiver thereof in writing (by electronic means), signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

- 5.12.2 By Attendance.** The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
- 5.13 Quorum.** A simple majority of the number (51%) of Directors in office shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.
- 5.14 Manner of Acting.** The act of the majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation, or applicable Washington law. A quorum may be achieved by proxy voting.
- 5.15 Presumption of Assent.** A Director of the Corporation 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.
- 5.16 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 a written consent setting forth the action so taken is executed by each of the Directors entitled to vote. Such written consents may be executed 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. For purposes of these Bylaws, “executed” means: (a) writing that is signed; or (b) an email transmission that is sent with sufficient information to determine the sender’s identity. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting.
- 5.17 Resignation.** Any Director may resign at any time by delivering written notice to the President or the Secretary at the registered office of the Corporation or by electronic means, or by giving oral or written notice at any meeting of the Directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- 5.18 Removal.** At a meeting of members called expressly for that purpose, one or more Directors (including the entire Board) may be removed from office, with or without cause, by a super majority (75%) of the votes cast by members then entitled to vote on the election of Directors [represented in person or by proxy] at a meeting of members at which a quorum is present.

At a meeting of the Board, one or more Directors may be removed from office, with or without cause, by two-thirds of the votes cast by Directors then in office.

**5.19 Vacancies.** A vacancy in the position of Director may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board. A Director who fills a vacancy shall serve for the unexpired term of his or her predecessor in office.

## **5.20 Board and Advisory Committees**

**5.20.1 Board Committees.** The Board, by resolution adopted by a majority of the Directors then in office, may designate and appoint one or more standing or temporary committees, each of which shall consist of two or more Directors. Such Board 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; 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, him or her by law.

**5.20.2 Advisory Committees.** The Board may designate and appoint one or more advisory committees, each of which may consist of at least one Director and one or more other individuals to give advice and counsel to the Board. The Board shall establish the charge and tasks for the committee and appoint its chair and members.

**5.20.3 Quorum; Manner of Acting.** A majority of the number of members of any committee shall constitute a quorum, and the act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee.

**5.20.4 Resignation.** Any member of any committee may resign at any time by delivering written notice thereof to the President, the Secretary or the chairperson of such committee, or by giving oral or written notice at any meeting of such committee. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**5.20.5 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.

**5.20.6 Executive Committee.** The Executive Committee shall be comprised of the President, Vice President (if applicable), Treasurer, Secretary, and Executive Director of the Organization. The Executive Committee shall meet no later than seven (7) calendar days before any regularly-scheduled Board meeting, including the Annual Meeting or Retreat. Additional Executive Committee positions may be added or removed by approval of a simple majority (51%) of the Board of Directors. The Executive Committee shall have the authority and power of the full Board of Directors. Minutes of all Executive Committee meetings shall be provided to all Directors within five (5) business days of the adjournment of any such meeting. Actions of the Executive Committee are subject to review by the full Board of Directors and may be approved or disapproved by a majority vote at any regular or special meeting of the Board of Directors, provided that such approval or disapproval shall not, of itself, be effective to rescind contracts, obligations, or instruments previously entered into, or executed and delivered by the Corporation with the authorization of the Executive Committee without the consent of third persons affected thereby. The Executive Committee shall, among other things, set meeting agendas and schedules for all regularly scheduled meetings of the Board of Directors and shall handle any and all such other matters as the Committee deems necessary. All meetings of the Executive Committee shall be strictly confidential unless such confidentiality is not permitted by applicable law.

**5.20.7 Compensation Committee.** A compensation committee shall be composed of the President or Vice President of the Board, the Board Treasurer, and at least one employee of the Corporation other than the Executive Director. The committee shall conduct, compile, and deliver the results of the Executive Director's annual evaluation and shall determine any applicable raise, bonus, or other form of compensation as a result of the same. The committee shall complete its work confidentially, but must deliver their results and recommendations to the Board and the Executive Director in executive session at the Board's Annual Meeting or Retreat in October of each calendar year. The Chair of the Compensation Committee (elected at the first meeting of the same each year) shall deliver the results of the Executive Director's Annual Review no later than ten (10) calendar days before the Annual Meeting or Retreat. Such results may be provided in such a way to protect the identities of the Board and staff completing the same. The evaluations or compilation thereof shall be made a permanent part of the Executive Director's personnel file.

**5.21 Compensation.** The Directors shall receive no compensation for their service as Directors, but may receive reimbursement for expenditures incurred on behalf of the Corporation pursuant to an appropriate reimbursement policy.

**5.22 Board Policies.** The Board of Directors shall adopt policies to supplement these bylaws, including, but not limited to a Conflict of Interest Policy, a Reimbursement Policy, and an Anti-Harassment Policy. Any and all such policies shall be incorporated herein by reference as if fully recited herein.

## ARTICLE 6. OFFICERS

**6.1 Number and Qualifications.** The officers of the Corporation shall be a President, a Secretary, and a Treasurer, each of whom shall be elected by the Board. The Board may have a Vice President. Other officers and assistant officers may be elected or appointed



by the Board, such officers, and assistant officers to hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as may be provided by resolution of the Board. Any officer may be assigned by the Board any additional title that the Board deems appropriate. Any two or more offices may be held by the same person, except the offices of President and Secretary.

- 6.2 Election and Term of Office.** The officers of the Corporation shall be elected each year by the Board at the annual retreat of the Board. Unless an officer dies, resigns, or is removed from office, he or she shall hold office until the next annual retreat of the Board or until his or her successor is elected.
- 6.3 Resignation.** Any officer may resign at any time by delivering written notice to the President, the Vice President, the Secretary or the Board, or by giving oral or written notice at any meeting of the Board. Email constitutes writing. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- 6.4 Removal.** Any officer or agent elected or appointed by the Board may be removed from office by the Board whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. A removal requires a supermajority (75%) vote and shall be communicated in writing by the Board President. An email constitutes writing for such purposes. The Board may decide to remove an officer, but retain that person as a Board member at its sole discretion.
- 6.5 Vacancies.** A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by the Board for the unexpired portion of the term or for a new term established by the Board.
- 6.6 President.** The President shall, subject to the Board's control, supervise and control all of the assets, business and affairs of the Corporation. The President shall preside over meetings of the Board. The President may sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the Corporation or are required by law to be otherwise signed or executed by some other officer or in some other manner. In general, the President shall perform all duties incident to the office of President and such other duties as are assigned to the President by the Board from time to time.

- 6.7 Vice President.** In the event of the death of the President or his or her inability to act, the Vice President (or if there is more than one Vice President, the Vice President who was designated by the Board as the successor to the President, or if no Vice President is so designated, the Vice President whose name first appears in the Board resolution electing officers) shall perform the duties of the President, except as may be limited by resolution of the Board, with all the powers of and subject to all the restrictions upon the President. Vice Presidents shall have, to the extent authorized by the President or the Board, the same powers as the President to sign deeds, mortgages, bonds, contracts or other instruments. Vice Presidents shall perform such other duties as from time to time may be assigned to them by the President or the Board.
- 6.8 Secretary.** The Secretary shall: (a) keep or cause to be kept the minutes of meetings of the Board in conjunction with Executive Staff, and minutes which may be maintained by committees of the Board; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian or ensure the safe custody of the corporate records of the Corporation; (d) keep records of the post office and email address of each Director and each officer; and (e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or the Board.
- 6.9 Treasurer.** The Treasurer shall discharge his or her duties faithfully as directed by the Board. The Treasurer shall have charge and custody of and be responsible for oversight of all funds and securities of the Corporation in conjunction with Executive Staff and/or third-party financial professionals; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and ensure the deposit all such moneys in the name of the Corporation in banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws; provide financial reports to the Board at its meetings and on request and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or the Board.

## **ARTICLE 7. EXECUTIVE DIRECTOR**

- 7.1 Executive Director.** The Board shall by a super-majority vote (75%), elect an Executive Director whose duties shall be established by resolution of the board and outlined in an Executive Director employment agreement. The Executive Director shall be compensated for his/her/their services in that capacity in such amount and manner as the Board shall determine in accordance with the compensation set for the in the Executive Director's employment agreement. The Executive Director shall supervise and conduct all activities and operations of the Corporation, subject to control, advice, and consent of the Board. The Executive Director shall keep the Board completely informed, shall freely consult with them in relation to all activities of the Corporation, and shall see that all orders and resolutions of the Board are carried out to the effect intended. The Board shall place the Executive Director under contract at lengths to be determined by the Board, but in no event shall any contract exceed a three (3) year period (with the option for renewals). The Executive Director shall be empowered to act, speak for, or otherwise represent the Corporation between the meetings of the Board. The Executive Director shall be responsible for the hiring and firing of all personnel, contractors, and staff and shall be responsible for keeping the Board informed at all times and notified of staff performance,

before any action taken regarding hiring or termination of an employee giving the Board sufficient time to advise and confer on the matter. The implementing of any personnel or administrative policies, contracts and agreements must be approved by the Board and before being executed or implemented. The Board reserves the right to request any above to be reviewed by an attorney if the Board shall choose before implementation. The Executive Director, at all times, is authorized to negotiate any and all material transactions of the Corporation and then bring them to the Board for final ratification. The Executive Director shall not be a member of the Board of Directors or an Officer of the Board of Directors.

- 7.2 Reports.** The Executive Director shall prepare and present oral and/or written reports, as is needed, for each regularly-scheduled meeting of the Board of Directors, including any annual meeting or retreat, to update the Board regarding the affairs of the Corporation. Such reports shall be made in an open meeting unless any such matter calls for executive session as outlined herein. The Board may request additional information or reports on an as needed basis with reasonable notice when possible.

## **ARTICLE 8. ADMINISTRATIVE PROVISIONS**

- 8.1 Loans.** No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.
- 8.2 Loans or Extensions of Credit to Officers and Directors.** No loans shall be made and no credit shall be extended by the Corporation to its officers or Directors.
- 8.3 Checks, Drafts, Etc.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, or agent or agents, of the Corporation and in such manner as is from time to time determined by resolution of the Board.
- 8.4 Books and Records.** The Corporation shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of its members and Board, and any minutes which may be maintained by committees of the Board; records of the name and address and class, if applicable of each member and Director, and of the name and post office address of each officer; and such other records as may be necessary or advisable. All books and records of the Corporation shall be open at any reasonable time to inspection by any member of three months standing or to a representative of more than five percent of the membership. Such records may be kept and provided electronically. The corporation may charge a reasonable copying fee for any member request of paper copy records exceeding five (5) pages.
- 8.5 Accounting Year.** The accounting year of the Corporation shall be a calendar year with the twelve months ending each December.

- 8.6 Rules of Procedure.** The rules of procedure at meetings of the Board and committees of the Board shall be rules contained in Roberts’ Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or any resolution of the Board. The Board may choose not to strictly adhere to the same in the interest of expedience, but any Board or Committee action shall follow the required voting rules and procedures.

## ARTICLE 9. AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a super-majority (75%) vote of the number of Directors in office.

## ARTICLE 10. DISSOLUTION

Upon dissolution of the organization, SIMBA’s assets shall be distributed to one or more exempt organizations within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

## ARTICLE 11. DEFINITIONS

The following definitions and rules apply throughout the entirety of these Bylaws:

- 11.1** Any use of the feminine or masculine shall include the feminine, masculine, and gender-neutral.
- 11.2** “**Board**” means the Board of Directors.
- 11.3** “**Corporation**” means the Spokane Independent Metro Business Alliance or SIMBA.
- 11.4** “**Governing Law**” or “**State Law**” means the laws of the State of Washington and any applicable federal laws, including RCW 24.03A, *et seq.*, the Washington Nonprofit Corporation Act.

The foregoing Bylaws were adopted by a majority of the Directors then in office at a meeting of the Board of Directors held on January 9, 2024 at which a quorum was present.

*Ed Reese*

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Board President