

# SAMPLE: ARTICLES OF INCORPORATION

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## APPLETON MAIN STREET PARTNERSHIP

### ARTICLES OF INCORPORATION

We, the undersigned natural persons of the age of eighteen (18) years or more, acting as incorporators under the Washington Non-profit Corporation Act, adopt the following Articles of Incorporation.

#### ARTICLE I

The name of the corporation is the Appleton Main Street Partnership, and its duration shall be perpetual.

#### ARTICLE II

The purposes of this corporation are as follows:

- 1) To engage in educational and charitable activities. This corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501c3 of the Internal Revenue Code. Notwithstanding any other provisions of these Articles, this corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income taxation under Section 501c3 of the Internal Revenue Code.
- 2) To engage in any lawful activity for which non-profit corporations may be organized under RCW 24.03.

#### ARTICLE III

The initial registered office of the corporation in the State of Washington is 332 George Street, Appleton, Washington, 98001, and the initial registered agent for the corporation is Attorney Heather Reynolds.

#### ARTICLE IV

The members of the governing board shall be known as Directors, and the number thereof shall be fixed by the Bylaws of this corporation. The initial Board of Directors shall consist of nine directors, whose names and addresses are:

Board Member 1	Address, City, WA, Zip Code	Board Member 2	Address, City, WA, Zip Code
Board Member 3	Address, City, WA, Zip Code	Board Member 4	Address, City, WA, Zip Code
Board Member 5	Address, City, WA, Zip Code	Board Member 6	Address, City, WA, Zip Code
Board Member 5	Address, City, WA, Zip Code	Board Member 8	Address, City, WA, Zip Code
Board Member 9	Address, City, WA, Zip Code		

#### ARTICLE V

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and

empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a.) by a corporation exempt from federal income tax under section 501c3 of the Internal Revenue code, or (b.) corresponding sections of any future federal tax code.

#### ARTICLE VI

Upon dissolution of the corporation, assets shall be distributed to a non-profit fund, foundation, or corporation which has established its tax exempt status under Section 501c3 of the Internal Revenue Code or corresponding section of any future federal tax code, or to a state or local government, for a public purpose.

#### ARTICLE VII

These Articles may be amended as provided by Washington law. However, no amendment may be made to Articles V and VI.

#### ARTICLE VIII

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 Non-profit Corporation Act. Any Director, trustee, or 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 Non-profit Corporation Act.

#### ARTICLE IX

The names and addresses of the incorporators are:

Incorporator 1      Address, City, WA, Zip Code

Incorporator 2      Address, City, WA, Zip Code

Incorporator 3      Address, City, WA, Zip Code

Incorporator 4      Address, City, WA, Zip Code

We, the undersigned incorporators, declare under penalty of perjury, that we have read the foregoing and to the best of our knowledge and belief, it is true, correct, and complete.

Dated the (Day) of (Month), (Year).

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Incorporator 1

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Incorporator 2

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Incorporator 3

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Incorporator 4

# SAMPLE: BYLAWS

## APPLETON MAIN STREET PARTNERSHIP

### BYLAWS

#### ARTICLE I — Name and Term

The name of this corporation will be the Appleton Main Street Partnership, hereafter referred to as the AMSP or Association, and its duration will be perpetual.

#### ARTICLE II — Offices

A. Principal office: The principal office of the AMSP will be in the State of Washington, County of Orchard, City of Appleton. Further, it will be located within the boundaries of the Appleton Main Street Partnership.

B. Registered office: The registered office of the AMSP will 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 bylaws 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. 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 V – Powers

A. General Powers: AMSP will have all powers granted by Washington law. It will 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 AMSP is organized.

B. Investment Powers: AMSP may invest both assets secured by AMSP, and services provided by AMSP resulting in development, as program related investments. Any returns from such investment will be used by AMSP for the furtherance of any or all purposes for which the AMSP is organized. No portion of the returns will inure to the benefit of any member, Director, Officer or staff member of AMSP.

## ARTICLE VI – Boundaries and Membership

A. Boundaries: The primary focus area of the downtown district will be defined by (Street name) on the south, (Street name) on the north, (Street name) on the west, and (Street name) on the east.

B. Membership: Any individual, business, or organization interested in becoming a member of the AMSP can file an application for membership in such form as the Board of Directors prescribes. Each active member will be entitled to one vote on matters that come before the membership. The Board of Directors will establish annual dues as it deems appropriate. Such establishment of dues will include method of payment. Any member may resign from membership in the Association upon giving written notice thereof to the Secretary or the Executive Director of the Association. Members who resign from membership will not be entitled to vote or receive refund of dues therefore paid.

## ARTICLE VII – Membership Meetings

A. Annual Meeting: The annual meeting of the AMSP membership will be the (1st, 2nd, 3rd, or 4th) (day of the week) in (Month) or such other time as the Board of Directors may direct. Members will be notified by either regular mail or electronic mail at the address listed on their business license or membership application more than 30 days before the meeting convenes. The purpose of the annual meeting will be to complete tallying and announce the Board of Directors of AMSP for the following year and such other business as the Board of Directors brings before the membership.

B. Special Meetings: Special meetings for the membership will be held at any time and place as may be designated in the notice of said meeting upon call of the President of the Board of Directors, a majority of the Board of Directors, or upon the written petition by at least twenty-five percent (25%) of the active membership. A notice stating the place, date, and time of meetings will be provided either personally or by regular or electronic mail to each member at least ten days prior to the meeting. Other interested parties will be given such notice of meetings as the Board of Directors deem appropriate.

## ARTICLE VIII – Directors

A. Duties: The Board of Directors will manage, set the policy for, and oversee the management of the affairs of AMSP. They will 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 AMSP goals.

B. Qualifications: There will be (7-12) members on the Board of Directors. Any member, employee of a member business, or partner or associate in a member business of AMSP may be a Director. However, there must be a Director from both retail and non-retail businesses as well as a real property owner from within the primary focus area of the AMSP. There will not be a majority of any occupation on the Board. Directors must be of sound mind and of legal age. No immediate relatives may serve on the Board at any one time.

C. Term: Every Director will be elected for a three (3) year term. However, the initial Board of Directors will serve staggered terms. Directors on the initial Board will be elected by lot: three for three (3) years, three for two (2) years and three until the first annual meeting. No member shall serve more than two consecutive three-year terms without stepping down from serving for at least one year.

D. Elections: Directors will be elected by the membership by mailed ballot. Tallying of ballots will be completed, and the new Directors announced at the Annual Meeting. Every member will have one vote for each available Director's position. Nominations to the ballot slate will be made either: 1) by petition submitted to the AMSP office more than 25 days in advance of the annual meeting, signed by five members; or 2) by the nominating committee, which will consist of the outgoing Board members and the President. Ballots will be mailed to each member more than 14 and less than 24 days before the annual meeting. Ballots must be received at the AMSP office by 5 p.m. on the day before the annual meeting. In the event of a tie, a runoff election will be held by written ballot at the annual meeting. In the

event there is not a Director elected from the three categories listed in Article VIII, B; then the new Director with the fewest votes will not be named and an election for that position will be held by written ballot at the annual meeting.

E. Vacancies: A Director may resign at any time by giving written notice to the AMSP President, Vice President, or Executive Director. Any vacancy in the Board occurring because of death, resignation, refusal to serve, or otherwise will be filled for the unexpired term by action of a majority of the remaining Directors. Three consecutive unexcused absences from regular Board of Directors' meetings will be considered a vacancy.

F. Meetings: The Board of Directors will meet at least monthly. The President and/or any three Directors may call a meeting of the Board. At a duly called meeting of the Board of Directors, a simple majority of members (half the current board plus 1) will constitute a quorum. All business of the Board of Directors will be transacted at a duly called meeting of the Board.

G. Presumption of Assent: A Director of the association 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.

H. Electronic Transmission: The Association 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 document 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.

I. Meetings by Telephone or Teleconference: Members of the association 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.

J. 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 signed by each of the Directors. 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.

K. Compensation: Directors will receive no compensation for their services as Directors, but the Board may, by resolution, authorize reasonable reimbursement for expenses incurred in the performance of their duties. Nothing herein will preclude a Director from serving AMSP in any other capacity and receiving reasonable compensation for such service.

L. Liability: Directors will not be personally liable for the Association's debts, liabilities, or other obligations.

#### ARTICLE IX — Officers

A. Number of Officers: AMSP will have a President, Vice President, Secretary, Treasurer, and such additional officers as the Board of Directors may from time to time designate. Each officer will serve a one-year term. Officers will be elected by the Board of Directors at the first Board meeting following the annual meeting of membership.

B. Duties of President: The President will preside at all meetings of the Board of Directors and at the annual meeting ending his or her term of office. The President will be entitled to the same vote as any other Director. The president shall sign all checks and documents pertaining to AMSP for which the President's signature is necessary or desirable.

C. Duties of Vice President: In the absence of the President, or his or her inability to act, the Vice President will possess all the President's powers and discharge all Presidential duties. The Vice President may also sign any checks or documents necessary for AMSP.

D. Duties of Secretary: The Secretary will record and maintain a full and correct record of the proceedings of AMSP. The Secretary may also sign any checks or documents necessary for AMSP and will perform such other duties as the Board may from time to time direct.

E. Duties of Treasurer: The Treasurer will maintain in good order all financial records of the Association. The Treasurer may sign checks for the AMSP. At the annual meeting, and at regular Board of Directors meetings, the treasurer will provide a report and summary statement on the financial affairs of AMSP.

F. Temporary Officers: In cases of absence or disability of an officer of the Association, the remaining Officers may vote to delegate the powers and duties of such officer to any other officer or member of the Board.

## ARTICLE X – Committees

A. Standing Committees: AMSP will have the following standing committees:

1) Outreach, 2) Promotion, 3) Design, 4) Economic Vitality.

B. Ad Hoc Committees: AMSP 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 AMSP 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.

C4. 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.

## ARTICLE XI – Finances and General Provisions

A. The fiscal year of the Association will begin on the first day of July, and end on the last day of the June in each year. On the first year of incorporation, the fiscal year will begin upon incorporation and end on the last day of June.

B. Except as the Board of Directors may otherwise authorize, all checks, drafts, and other instruments used for payment of money and all instruments of transfer of securities will be signed by the Treasurer and one Officer, or by the Treasurer and the Executive Director. In the absence of the Treasurer, any two Officers or one Officer and the Executive Director may sign in the place of the Treasurer.

C. Within two months after the close of the fiscal year, the Treasurer will prepare a yearend financial statement showing in reasonable detail the source and application of the previous year's funds and the financial condition of the Association. This statement will be presented to the Board of Directors at a regular board meeting.

## ARTICLE XII –

### Corporate Seal

AMSP will have no corporate seal.

### ARTICLE XIII —

#### Indemnification

A. AMSP may indemnify any Officer or Director, or a former Officer or Director, their heirs or assigns, for any and all judgments, settlement amounts, attorney's fees, and litigation expenses incurred by reason of his or her having been made a party to litigation due to his or her capacity or former capacity as Officer or Director of AMSP. AMSP may advance expenses where appropriate. Payments of Indemnification shall 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.

B. An Officer or Director is not entitled to indemnification if the cause of action is brought by AMSP itself against the Officer or Director, if it is determined in judgment that the Officer or Director was derelict in the performance of his duties, or had reason to believe his action was unlawful.

C. No Director, trustee, or any uncompensated officer of the AMSP will 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 will not eliminate the liability of a Director 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 Non-profit Corporation Act.

### ARTICLE XIV — Amendments

A. The Board of Directors shall have the power to alter, amend, or repeal the bylaws or adopt new bylaws by a quorum vote at a duly called meeting of the Board, provided that no such action will be taken if it would in any way adversely affect the AMSP's qualifications under the Internal Revenue Code or corresponding provisions of any subsequent Federal tax law.

This document is a complete and correct copy of the AMSP's bylaws, adopted by the Board of Directors on this date, (Month, Day, Year), and are now in effect.

Board Secretary, Date