

BYLAWS OF THE BEMIDJI DOWNTOWN DEVELOPMENT AUTHORITY

APPROVED 14 FEBRUARY 2007

ARTICLE I GENERAL

SECTION 1 NAME & LOCATION

This organization is incorporated under the laws of the State of Minnesota and shall be known as the Bemidji Downtown Development Authority Incorporated. (DDA).

The principal office of the DDA shall be situated in the City of Bemidji. A change in the location of the office of the corporation may be authorized at any time by a majority vote of the members of the Board of Directors.

SECTION 2 AREA

The Bemidji Downtown as defined by the DDA Board of Directors is presently the area shown by the attached map. These boundaries may change from time to time by a majority vote of the Board of Directors.

SECTION 3 PURPOSE

The Bemidji Downtown Development authority seeks to provide vision and leadership for the development and civic advancement of downtown Bemidji. With an eye toward these goals, and in association with the City of Bemidji, the DDA fosters downtown business membership, assists with maintenance of amenities, administers the parking program, engages in marketing and provides advice, volunteerism, and partnership to ensure downtown Bemidji remains a vibrant and successful business and professional community,

ARTICLE II MEMBERSHIP

SECTION 1 ELIGIBILITY

Regular Membership

Any person, association, corporation, partnership or estate having an interest in the objectives of the organization, and doing business within the boundaries established in Article I, Section 2 above, shall be eligible to apply for regular membership. Application for membership shall be in writing, on forms provided for that purpose, and signed by the applicant. An approved applicant shall become a member upon payment of the regularly scheduled dues.

Associate Membership

Any person, association, corporation, partnership or estate having an interest in the objectives of the organization shall be eligible to apply for associate membership. Application for new membership shall be in writing, on forms provided for that purpose, and signed by the applicant. An approved applicant shall become a member upon payment of the regularly scheduled dues.

SECTION 2 DUES

Membership dues shall be at such rate or rates, schedule or formula as may be from time to time prescribed by the Board of Directors, payable annually.

SECTION 3 TERMINATION

Any member may resign from the DDA upon written request to the Board of Directors. Member dues will be forfeited in this event. If any member shall fail to pay dues within ninety (90) days from the date payable, membership will be forfeited.

Any member may be expelled by a two-thirds vote of the Board of Directors, at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to the aims or repute of the DDA, after notice and opportunity for a hearing are afforded the member.

SECTION 4 MEMBERSHIP VOTING

In any proceeding in which voting by members is called for, regular members in good standing shall be entitled to cast one vote per membership.

ARTICLE III MEETINGS

SECTION 1 ANNUAL MEETING

The annual meeting of the corporation, in compliance with State law, shall be held during January or February of each year. The time and place shall be fixed by the Board of Directors and notice thereof delivered to each member at least ten (10) days before said meeting.

SECTION 2 ADDITIONAL MEETINGS

General meetings of the DDA may be called by the President at any time, or upon petition in writing of any 20% of members in good standing. Notice of special meetings shall be communicated to each member at least ten (10) days prior to such meeting.

Board meetings may be called by the President or by the Board of Directors upon written application of three (3) members of the Board. Notice (including the purpose of the meeting) shall be given to each director at least one (1) day prior to said meeting.

Committee meetings may be called at any time by the President, or by the committee chair.

SECTION 3 QUORUMS

At any duly called general meeting of the DDA the members present shall constitute a quorum. A majority of directors shall constitute a quorum of the Board of Directors.

SECTION 4 MAJORITIES REQUIRED

A majority of the members voting is required for action by the membership. A majority of the Directors voting is required for action by the Board of Directors.

ARTICLE IV BOARD OF DIRECTORS

SECTION 1 COMPOSITION OF THE BOARD

The Board of Directors shall be composed of not less than 12 members, excluding ex-officio members. One-third shall be elected annually to serve for three (3) years, or until their successors are elected and have qualified. No more than one-quarter of the Board may be associate members.

The government and policy-making responsibilities of the DDA shall be vested in the Board of Directors, which shall control its property and be responsible for its finances, and shall serve as the legislative body of the DDA. The Board of Directors shall hold its meetings once a month.

Any person, association, corporation, partnership or organization having an interest in the objectives of the organization may be granted ex-officio membership status by the board.

SECTION 2 SELECTION AND ELECTION OF DIRECTORS

Selection

As part of the regular September DDA meeting, the President shall designate three to five members of the Board of Directors as a nomination committee.

Prior to the December Board meeting, the Nominating Committee shall present to the President a slate of candidates to replace the Directors whose regular terms are expiring. Each candidate must be an active member in good standing and must have agreed to accept the responsibility of a directorship. No Board member who has served two (2) consecutive three-year terms is eligible for election for a third term. A period of one (1) year must elapse before eligibility is restored. It is the duty of the Nominating Committee to achieve a balance of Board members that represent the various segments of membership.

Election

At the annual meeting, the slate of candidates shall be offered to those members in attendance. Members in attendance will cast their vote in a manner agreed to at the meeting. A paper ballot may be requested by any member in attendance. Instructions will be to vote for the number of vacant positions. A majority vote of members in attendance will be needed for election to the Board of Directors.

SECTION 3 SEATING OF NEW DIRECTORS

All newly elected Board members shall be seated at the next Board meeting following the annual meeting at which they were elected and shall be participating members of the Board thereafter.

SECTION 4 VACANCIES

A member of the Board of Directors who shall be absent from three (3) consecutive regular meetings of the Board of Directors shall automatically be dropped from membership on the Board. This is unless the board member is confined by illness or other absence and notifies the Board of a desire to remain on the board. At that point it requires a majority vote of the Board to retain membership. Vacancies on the Board of Directors, or among the Officers, shall be filled by the Board of Directors by a majority vote. The member so elected shall serve the remaining portion of the unexpired term or until a successor is elected and qualified.

SECTION 5 POLICY

The Board of Directors is responsible for establishing procedure and formulating policy of the organization. They are also responsible for adopting all policies of the organization.

SECTION 6 INDEMNIFICATION

The DDA may, by resolution of the Board of Directors, provide for indemnification by the DDA of any and all of its Directors or former directors against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding, in which they or any of them are made parties, or a party, by reason of having been Directors of the DDA, except in relation to matters as to which such director shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

SECTION 7 ORDER OF BUSINESS

The usual order of business for DDA Board meetings should be as follows:

1. The meeting is called to order by the president or presiding officer
2. Roll call is taken – absences are noted in the minutes, with a quorum presented,
the meeting proceeds with business
3. Approval of the minutes of previous meeting(s)
4. Approval of the Treasurers report
5. Report of committees
6. Report of officers
7. Unfinished business
8. New business
9. Adjourn

ARTICLE V OFFICERS AND EXECUTIVE COMMITTEE

SECTION 1 DETERMINATION OF OFFICERS

The Board of Directors at its first meeting following the annual meeting shall reorganize for the coming year. At this meeting, the Board shall elect the President, Vice President, Secretary and the Treasurer. It is intended that the Officers will be members of the Board, however, from time to time, at the discretion of the Board, positions other than that of the President may be filled by individuals not on the Board. The term of office for all officers is one year. No Director may serve as an officer for more than two consecutive terms in the same position.

SECTION 2 DUTIES OF OFFICERS

President

The President shall serve as the chief elected officer of the DDA and shall preside at all meetings of the membership and Board of Directors.

The President shall, with advice and counsel of Board members, determine all committees, select all committee leaders, and assist in the selection of committee personnel, subject to approval of the Board of Directors.

The out-going President shall serve as past President on the executive committee to assist the incoming President.

Vice President

The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as the Board of Directors shall prescribe.

Secretary

The Secretary shall attend all sessions of the Board of Directors and all meetings of the members and record all votes and the minutes of all proceedings. He/She shall be responsible that timely notices to members and directors regarding DDA communication.

Treasurer

The Treasurer shall be responsible for the safeguarding of all funds received by the DDA and for their proper disbursement. Such funds shall be kept on deposit in financial institutions, or invested in a manner approved by the Board of Directors. All financial documents and checks will be signed by two designated officers of the board. The Treasurer shall produce a monthly financial report to the Board.

SECTION 3 EXECUTIVE COMMITTEE

As called for at the discretion of the President, the purpose of the Executive Committee shall act for and on behalf of the Board of Directors when the Board of Directors cannot meet in a timely

manner, and to assist in the orderly conduct of DDA business. It shall be accountable to the Board of Directors for its actions.

The Executive Committee may be composed of:

- President
- Vice President
- Past President
- Secretary
- Others as determined by the Board of Directors

ARTICLE VI COMMITTEES AND COUNCILS

SECTION 1 APPOINTMENT AND LIMITATION OF AUTHORITY

The Board of Directors may create any committees and councils it deems advisable to handle the work of the DDA. No action by any member, committee, council, employee, director or officer shall be binding upon, or constitute an expression of, the policy of the DDA until it has been approved or ratified by the Board of Directors.

The annual program of work and budget of each committee and council shall be reviewed annually and approved by the Board of Directors. No expenditures over \$500 shall be made on the DDA's behalf without prior approval of the Board.

SECTION 2 TESTIMONY

Once committee action has been approved by the Board of Directors, it shall be incumbent upon the committee leaders, or in their absence whom they designate as being familiar enough with the issue, to give testimony to or make presentations before civic and governmental agencies. No action or resolution of any kind shall be taken by committees or councils, having bearing upon or expressive of the DDA unless approved by the Board of Directors.

SECTION 3 FUNDS

All membership monies paid to the DDA shall be placed in a general operating fund. Revenues generated through the issuance of parking permits shall be administered in ways consistent with the Parking Agreement entered into with the City of Bemidji.

All funds collected for designated purposes or promotions shall be fully disclosed in DDA financial documents. Members shall be permitted to inspect the books of the corporation at all reasonable times. All checks and notes of the corporation will be signed by two designated officers of the board. The corporation shall function for accounting and tax purposes on a calendar year basis unless and until the Board of Directors shall determine otherwise.

The Board of Directors shall at each annual meeting and when called for by a vote of the members, present a full and clear statement of the business and conditions of the corporation.

**ARTICLE VII
DISSOLUTION**

The DDA shall use its funds only to accomplish the objectives and purchases specified in these bylaws, and no part of said funds shall inure, or be distributed, to the members of the DDA. On dissolution of the DDA, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors as defined in IRS Section 501c4.

**ARTICLE VIII
PARLIAMENTARY AUTHORITY**

The current edition of Roberts Rules of Order shall be the final source of authority in all questions of parliamentary procedure when such rules are not inconsistent with the Charter or Bylaws or the DDA.

**ARTICLE IX
REVISIONS**

These bylaws may be amended or altered by a two-thirds (2/3) vote of the Board of Directors, or by a majority of the members at any regular or special meeting, providing the notice for the meeting includes the proposals for amendments. Any proposed amendments or alterations shall be submitted to the Board or the members in writing, at least ten (10) days in advance of the meeting at which they are to be acted upon.

