DWABID

BY-LAWS

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DOWNTOWN West Allis BID

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BY-LAWS

ARTICLE I
THE ORGANIZATION

SECTION 1: NAME OF ORGANIZATION
Name of Organization shall be the "Downtown West Allis Business Improvement District."

SECTION 2: AUTHORITY
The Downtown West Allis Business Improvement District exists under the authority of, and possesses the powers delineated in, Chapter 66.608, Wisconsin Statutes and Resolution 22925 of the Common Council of the City of West Allis.

SECTION 3: OFFICES
The initial offices of the Organization shall be at 7247 West Greenfield Avenue, West Allis, Wisconsin, 53214. The Board of Directors of the Organization may select, by resolution, other or additional offices from time to time. Office must be located within the Downtown West Allis Business Improvement District boundaries.

ARTICLE II
PURPOSE

It shall be the purpose of the Downtown West Allis Business Improvement District to develop, manage and promote the Business Improvement District in the City of West Allis as authorized by Wisconsin State law. The Organization shall work within the bounds of the law in order to retain existing businesses and attract new business to the Business Improvement District.

ARTICLE III
MEMBERS

Membership is limited to owners of a legal or equitable interest in real estate (and tenants thereof), or appointed representatives of either, upon which assessments may be levied by the City of West Allis for the purpose of funding the Organization's Operating and Program costs. Membership terminates when a member ceases to meet said limitations.

ARTICLE IV
MEMBERSHIP MEETINGS

General Membership Meetings shall be held in the City of West Allis, at a time and place determined by the Board of Directors. All meetings require posting within 24 hours.

ARTICLE V
BOARD OF DIRECTORS

SECTION 1: NUMBER

- The affairs of the Organization shall be managed by a Board of at least five (5) and no more than thirteen (13) Directors.
- Members of the Board of Directors are appointed, for a three-year term, by the current Mayor of the City of West Allis, upon recommendation of the Board of Directors.
- **Upon recommendation from the Board of Directors, three (3) community citizens may be added to the Board of Directors** and appointed by the current Mayor of the City of West Allis.

SECTION 2: QUALIFICATIONS OF DIRECTORS

- **A majority of Board Members shall own or occupy real property in the Business Improvement District.** ***(See Wisconsin State Statute 66.1109 Section 3(a).***
- No two individuals from the same business and/or property may hold the position of Board of Director at the same time.
- The Downtown West Allis, Inc. President will remain ex-officio (not entitled to vote) unless appointed by the Mayor of the City of West Allis, to the DWABID Board of Directors, for a three-year term.

SECTION 3: REMOVAL

- All Directors are expected to actively participate in the meetings and to notify the organization if unable to attend.
- Missing two meetings without prior notification can be grounds for a vote by the Board to recommend that the Director be removed.
- A Director may be recommended for removal from the Board by an affirmative vote of two-thirds of the Board of Directors at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to the aims or reputation of the Business Improvement District or for the other grounds specified herein, after notice and opportunity for a hearing are afforded the Board Member in question.

SECTION 4: RESIGNATION

- A Director may resign by filing a written resignation with the Secretary of this Organization and with the City Clerk.

SECTION 5: VACANCIES

- Upon a vacancy being created on the Board, the Board of Directors shall petition the Mayor to appoint a replacement.
- Recommendation must be sent to the Mayor of West Allis within 90 days of the vacancy.

SECTION 6: REGULAR MEETINGS

- A minimum of four (4) meetings of the Board of Directors shall be held each year.

SECTION 7: QUORUM

- Fifty percent (50%) of the number of active directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

SECTION 8: VOTE BY PROXY

- Any director entitled to vote, at a regular meeting, may do so by proxy written and duly executed and filed with the President.

Section 9: CONFLICT OF INTEREST

- Each director shall disclose to the Board of Directors any duality of interest or possible conflict of interest whenever the duality or conflict pertains to a matter being considered by the Board.
- Any director having duality of interest or conflict of interest on any matter shall abstain from voting on the matter and shall not be counted in determining the quorum for the vote on the matter. In addition, he or she shall not use his or her personal influence on the matter, but may briefly state his or her position on the matter and may answer pertinent questions from other directors since his or her knowledge may be of great assistance.
- The minutes of the meeting involving any such situation shall reflect that a disclosure was made, the abstention from voting, and the quorum situation.
- If a director is uncertain as to whether he or she has a duality or conflict of interest which requires abstention, or if a director asserts that another director has such a duality or conflict, the Board, by majority vote of those present other than the director having the possible conflict, shall decide whether abstention is required. If so, the director will be deemed to have abstained.

ARTICLE VI
OFFICERS

The officers of the Organization shall be a President, Vice President, Secretary and Treasurer. They shall be elected annually by the Board of Directors, from among the membership of the Board. The term of office shall be for a two-year term. The election terms of the President and Treasurer will be staggered from the election terms of the Vice President and Secretary so they are elected on alternate years. Any officer elected or appointed by the Board of Directors may be removed by an affirmative vote of two-thirds (2/3) of the total Board, whenever, in its judgment, the best interests of the Organization would be served thereby.

The President and Vice-President of the organization shall not hold an officer position in the Downtown West Allis, Inc Board of Directors.

Section 1: PRESIDENT

- The President shall preside as Chairman at all meetings of the Board of Directors and the general membership and cast a vote only in the event of a tie.
- He/she shall perform all duties which shall be prescribed by the Board of Directors. He/she may sign with the Secretary, or any other proper Officer of the Organization authorized by the Board of Directors, any deed, mortgage, bond, contract, or other instrument which has been authorized by 2/3 majority of the Board of Directors.

Section 2: VICE PRESIDENT

- In the absence of the President or in the event of the President's inability to act, the Vice President shall perform the duties of the President, and, when so action, shall have all the powers of and be subject to, all the restriction upon the President.
- The Vice President shall perform other duties that may be assigned by the President or by the Board of Directors.

Section 3: SECRETARY

- The Secretary shall insure that the permanent minutes of the meeting of the Board of Directors are kept in one or more books provided for the purpose; see that all notices are duly given in accordance with the provision of these By-Laws, or as required by law; be custodian of the records; keep a register of the name and, Post Office Address, email and phone number of each Organization member.
- The Secretary, in general, shall perform all duties incident to the office of Secretary and such other duties that may be assigned by the President or by the Board of Directors.

Section 4: TREASURER

- The Treasurer shall have charge over and be responsible for all funds and securities of the Organization.
- The Treasurer shall perform all duties incident to the office of Treasurer and such other duties that may be assigned by the President or by the Board of Directors.

Section 6: ASSISTANTS

- The Board of Directors shall have the power to appoint any person to act as assistant to any officer.
- Any such assistant so appointed by the Board of Directors shall only perform the duties defined by the Board of Directors.

Section 7: VACANCIES

- In the absence of the President or in the event of the President's inability to act, the Vice President shall assume the position of President, and, when so action, shall have all the powers of and be subject to, all the restriction upon the President until the balance of the term has been met.
- In the absence of any of any officers, other than the President, or in the event of the officer's , other than the President's, inability to act, an emergency meeting will be held by the Board of Directors to appoint a director, currently entitled to vote, to fill the vacancy position.

ARTICLE VII
COMMITTEES

SECTION 1: COMMITTEES

The Board of Directors may establish or abolish other Committees as it deems necessary. No committee member is authorized to incur any debt or other obligation on behalf of the Organization without the express grant of authority by the Board of Directors

SECTION 2: QUALIFICATIONS OF COMMITTEE MEMBERS

- Committee members shall be appointed by the President and confirmed by the Board of Directors. All established committees shall consist of at least three (3) members. All Committee Members must be members of the Organization. At least one member should be an active member of the Board of Directors and chair the committee.

SECTION 3: REMOVAL

- All committee members are expected to actively participate in the meetings and to notify the organization if unable to attend.
- Missing two meetings without prior notification can be grounds for a vote by the committee to recommend that the committee member be removed.
- A committee member may be recommended for removal from the committee by an affirmative vote of two-thirds of the said committee at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to the aims or reputation of the Business Improvement District or for the other grounds specified herein, after notice and opportunity for a hearing are afforded the Committee Member in question.

SECTION 4: RESIGNATION

- A Committee Member may resign by filing a written resignation with the Committee Chair.

SECTION 5: VACANCIES

- Upon a vacancy being created on the Committee, other committee members may recruit members to said committee, with the approval from the President of the Downtown West Allis Business Improvement District.

SECTION 6: REGULAR MEETINGS

- Meetings will be scheduled and conducted based on the need of the committee members.
- All meetings require posting/notification within 24 hours.

SECTION 7: QUORUM

- Fifty percent (50%) of the number of active committee members shall constitute a quorum for the transaction of business at any meeting of said committee.

SECTION 8: VOTE BY PROXY

- Any committee member entitled to vote, at a regular meeting, may do so by proxy written and duly executed and filed with the Committee Chair.

Section 9: CONFLICT OF INTEREST

- Each committee member shall disclose to the committee any duality of interest or possible conflict of interest whenever the duality or conflict pertains to a matter being considered by the committee.
- Any committee member having duality of interest or conflict of interest on any matter shall abstain from voting on the matter and shall not be counted in determining the quorum for the vote on the matter. In addition, he or she shall not use his or her personal influence on the matter, but may briefly state his or her position on the matter and may answer pertinent questions from other committee members since his or her knowledge may be of great assistance.
- The minutes of the meeting involving any such situation shall reflect that a disclosure was made, the abstention from voting, and the quorum situation.
- If a committee members is uncertain as to whether he or she has a duality or conflict of interest which requires abstention, or if a committee member asserts that another committee member has such a duality or conflict, the committee, by majority vote of those present other than the committee member having the possible conflict, shall decide whether abstention is required. If so, the committee member will be deemed to have abstained.

SECTION 9: PRESIDENT AS EX-OFFICIO BOARD MEMBER

The President shall be an ex-officio member of all committees unless otherwise stated in these By-laws.

SECTION 10: PARLIAMENTARY PROCEDURE

All meetings shall be governed by the Parliamentary Procedure as set forth in Robert's Rules of Order.

ARTICLE VIII
FISCAL YEAR

The fiscal year of the Organization shall be the calendar year.

ARTICLE IX
NON-PROFIT AND NON PARTISAN

The Downtown West Allis Business Improvement District shall be non-profit, nonpartisan and non-sectarian and shall take no part in or lend its influence or facilities, either directly or indirectly, to the nomination, election or appointment of any candidate for public office in the City of West Allis, Milwaukee County, State of Wisconsin, or the United States of America.

ARTICLE X
INDEMNIFICATION

The Downtown West Allis Business Improvement District shall indemnify any and all of its Directors or Officers (present or former) against expenses actually and necessarily incurred by them in connection with the defense or settlement of any action, suit, or proceeding brought or threatened in which they, or any of them, are or might be made parties, or a party, by reason of being or having been Directors or Officers of such Organization, except in relation to matters as to which any such Director or Officer shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty.

ARTICLE XI
AMENDMENT OF BY-LAWS

These By-Laws may be amended by written resolution adopted by the Board of Directors at two (2) consecutive regular Board Meetings.

ARTICLE XII
PARLIAMENTARY AUTHORITY

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