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DOWNTOWN BARABOO, INC. By-Laws

PREAMBLE

Downtown Baraboo, Inc. is hereby organized and shall be operated exclusively for purposes of promoting and improving the physical appearance, economic well being, and management and coordination of the downtown business area of the City of Baraboo, Wisconsin. Such purposes may include, but are not limited to, overall management and planning, physical development, physical improvements to downtown buildings and public areas, organization of public events, promotional activities, coordination of business hours, preservation of historic buildings and sites, and security.

The organization shall be operated principally in the City of Baraboo, State of Wisconsin, and shall use the assets and properties acquired by it from time to time, as well as its income, exclusively for the purposes of its organization. No part of the earnings of the organization or any of its assets on liquidation shall inure to or for the benefit of any member; provided, however, that this provision shall not preclude the employment of any member upon the same general terms and conditions as non-members.

The organization shall never engage in any activities which are unlawful under the laws of the United States of America or of the State of Wisconsin.

The period of existence of this organization shall be perpetual. However, in the event of dissolution of the organization, all of its assets and net income, current and accumulated, remaining after the payment of its legal debts, obligations, and claims, shall be distributed as determined by the Board of Directors.

ARTICLE I: NAME AND YEAR

- 1.1 The name of the organization shall be Downtown Baraboo, Inc.
- 1.2 The fiscal year of Downtown Baraboo, Inc. shall begin on the first day of January and end at the close of the last day of the following December.

ARTICLE II: PURPOSE

- 2.1 The purpose of the organization shall be to conduct and implement programs for improving and promoting the downtown area of the City of Baraboo, Wisconsin. The organization will coordinate its programs and efforts with local governments and other organizations pursuing similar purposes.
- 2.2 Downtown Baraboo, Inc. will seek participation by downtown businesses and residents and cooperation from local governments and agencies, business and civic organizations, and residents of the Baraboo area in the development, administration, and implementation of programs as described above. The organization will act as an advocate for downtown businesses and interests.

ARTICLE III: MEMBERS

- 3.1 There are hereby created two categories of membership:
 - A. Members: Business corporations, partnerships, sole proprietorships, organizations or individuals doing business in the downtown area of the City of Baraboo, Wisconsin, shall be eligible for full membership in the organization. The downtown area is defined, for membership purposes, as follows:
 - North Boundary: All of Sixth Avenue/Street between Birch Street and Ash Street.
 - East Boundary: All of Ash Street between First Street and Sixth Street.
 - South Boundary: North side of First Avenue/Street between Birch Street and Ash Street.
 - West Boundary: East side of Birch Street between Sixth Avenue and First Avenue.Eligible businesses, organizations or individuals as defined in this subsection who are accepted by the organization for membership shall be voting members of the organization and shall be eligible for election to the Board of Directors. Each business, organization or individual participating as a member shall be entitled to only one (1) vote.
 - B. Associate Members: Businesses, organizations, or individuals located or residing outside the downtown business area defined above shall be eligible to become Associate Members of the organization. Associate

- Members shall be non-voting members of the organization, except that they may participate in the annual election of the Board of Directors. They shall be eligible for election to up to two seats on the Board of Directors.
- 3.2 Members and Associate Members shall be assessed a membership fee and annual dues as determined by the voting membership at the Annual Meeting of the organization, except that the membership fee and dues for the initial year of the organization shall be \$35.00 for Members and \$20.00 for Associate Members.
- 3.3A There shall be an Annual Meeting of the membership before the first day of April each year, at which only Members may vote on issues or motions. Written notice of the time, date and place of the Annual Meeting shall be sent to Members and Associate Members at least two weeks prior to the date of the meeting.
- 3.3B Absentee ballots will be prepared and mailed to Members in good standing. Complete absentee ballots must be received no later than the close of business seven days prior to the Annual Election date. Any ballots received after that will not be counted.
- 3.4 During the Annual Meeting the following business shall be conducted:
- A. Make changes and/or amendments to the By-Laws.
 - B. Election of Members and Associate Members to fill vacancies on the Board of Directors for a two-year term.
 - C. Receipt of reports concerning program operations and evaluation, income and expenditures and plans for future programs.
 - D. Discussion, comments, and suggestions by the membership on any functions and activities of Downtown Baraboo, Inc.
- 3.5 For purposes of the Annual Meeting of the membership, a quorum shall consist of not less than one-tenth of the total eligible voting Members. The election of Members to the Board of Directors and action on issues shall require a simple majority of the voting Members present.
- 3.6 Special meetings of the membership may be called by the Board of Directors or by petition of 20 percent of the Members and Associate Members at any time for the purpose of adopting amendments to the by-laws, modifying programs, imposing a special assessment greater than \$25.00 per Member, or recalling Directors.

3.7 Members rights and privileges:

- A. Appropriate use of organizational logo.
- B. Participation in joint venture programs operated by the organization.
- C. Access to membership lists.
- D. Access to lead lists for a nominal fee.
- E. Advertising in any organization-sponsored publication.
- F. Use of the bulk mailing permit.
- G. Participation in any committee meeting, but without voting privileges except when appointed to the committee by the Board.
- H. The right to inspect, upon giving five working days' notice, at a mutually agreeable time, the books, records or minutes of the proceedings of Downtown Baraboo, Inc.

3.8 Members in good standing:

Any Member is considered in "good standing" if membership fee and all other financial obligations to Downtown Baraboo, Inc. are current.

3.9 Members not in good standing:

Any Member determined by the Board not to be in "good standing" may have his/her membership rights in the organization suspended at the discretion of the Board. Such Members shall be given five days' notice to bring their accounts up to date before suspension takes place.

3.10 Charge card services:

The Board of Directors may, in order to facilitate promotional efforts, offer Downtown Baraboo, Inc. Members VISA/MC privileges for goods and services provided by the organization. The Board of Directors, at its option, may pass along the cost of this service to participating Members.

ARTICLE IV: BOARD OF DIRECTORS

4.1A The powers, property and affairs of Downtown Baraboo, Inc. shall be vested in, exercised, conducted and controlled by a Board of Directors, except as otherwise provided by law or this document.

4.1B Under these powers, the Board may authorize any officer(s) or agent(s) to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the organization and such authorization may be general or confined to specific instances.

- 4.2 The Board of Directors shall consist of seven (7) persons. Five (5) Directors shall be Members and up to two (2) shall be Associate Members of the organization. Directors shall be elected for a term of two years. Three (3) Directors shall be elected in even-numbered years and four (4) Directors shall be elected in odd-numbered years.
- 4.3 The powers of the Board shall include:
- A. Determining major organization, fiscal, program, and personnel policies;
 - B. Determining overall program priorities and short-and-long-range plans;
 - C. Approving all program proposals and budgets;
 - D. Hiring personnel as required to implement approved programs and activities;
 - E. Contracting for goods and services as necessary to implement approved programs and activities;
 - F. Ensuring compliance with all conditions of grants, bequests, and other assistance;
 - G. Overseeing participation of the community in downtown programs, activities, and events;
 - H. Determining the rules and procedures by which the Board operates;
 - I. Selecting its officers;
 - J. Establishing all programs and mechanisms to measure and evaluated progress against established performance levels;
 - K. Assessing the membership through special assessment not to exceed \$25.00 for promotional or other special programs for the downtown not included in the annual budget;
 - L. Facilitate cooperative advertising of Downtown Baraboo, Inc. Members.
- 4.4 The Board of Directors shall meet at least monthly except where exempted by Board action.
- 4.5A All meetings shall be held at such time as shall be convenient for the attendance of the Board Members. Written notice of each meeting shall be delivered by U.S. mail, e-mail, fax, phone or by hand to all Board Members pursuant to a schedule that will provide for receipt at least two (2) days prior to the meeting. Such notice shall state the purpose for which the meeting has been called. Notwithstanding the foregoing, notice of any and all meetings may be waived by all Board Members in attendance at any regular meeting.
- 4.5B Special meetings may be called by any two (2) Board Members at any time with two (2) days' notice delivered by U.S. mail, e-mail, fax, phone or by hand to all Board Members. Such notice shall state the purpose for which the meeting has been called.

- 4.6 The order of business at all meetings of the Board of Directors shall be as follows:
- A. Call to order and roll call.
 - B. Approval of the minutes of the preceding meeting.
 - C. Reports of Committees.
 - D. Old Business.
 - E. New Business.
 - F. Selection of time, date and place of next meeting.
- 4.7 All members of the Board of Directors shall have the right to vote and to participate with regard to all matters which come before the Board. Each member shall cast one (1) vote on each matter coming before the Board. Vote by proxy shall not be permitted.
- 4.8 A quorum for the transaction of business by the board of Directors shall consist of not less than four Directors. The act of the majority of the members of the Board of Directors shall be an act of the Board.
- 4.9 For each meeting the Board shall keep written minutes which shall include a record of votes on all motions. Minutes of the previous meeting shall be distributed to all members of the Board prior to the meeting and shall be available to the membership of the organization upon request.
- 4.10 In the event of a vacancy on the Board of Directors, the President of the Board of Directors shall appoint, with confirmation by a majority of the Board, a successor from among the voting membership of the organization to fill the vacant position for the remainder of the term.
- 4.11 All terms of Board membership shall be deemed to begin after the Annual Meeting, but not later than May 1st following the election.
- 4.12 Any member of the Board of Directors may be removed from the Board of Directors by a vote of a majority of the Board if he or she had unexcused absences from three (3) or more consecutive Board meetings.
- 4.13 The membership of the organization, by petition of 20 percent of the Members and Associate Members, or the Board of Directors, by majority vote, may call a special meeting of the membership for the purpose of recalling any member(s) of the Board of Directors. At such a special meeting a Director may be recalled by a vote of two-thirds of the membership of the organization. Members and Associate Members of the organization may participate in recall votes.
- 4.14 No employee of the organization or person under contract for services to the organization totalling, or expected to total, more than \$500.00 may serve on the

Board of Directors during the time such person is employed by or under contract with the organization.

- 4.15 No member of the Board of Directors shall participate in a vote of the Board when such a vote would create a conflict of interest because of purchase or rental of goods, space, or services by the organization.

ARTICLE V: OFFICERS

- 5.1 The officers of the Board of Directors shall be a President, Vice-President, Secretary and Treasurer, who shall be elected by the new Board from its membership at the next regular meeting of the new Board to be held within two (2) weeks immediately following the Annual Meeting. Officers shall serve for a period of one (1) year or until their successors are elected and qualified.
- 5.2 The President shall be the chief executive officer of the organization. It shall be the duty of the President to preside at all meetings of the membership and the Board of Directors. He or she shall designate the chairperson and members of standing and special committees which are subject to the approval of the Board. He or she, on behalf of the organization shall execute such notes, deeds, contracts, or other documents as the Board may direct.
- 5.3 The Vice-President shall assume the authority and duties of the President in the absence or inability of the President to act.
- 5.4 The Secretary and/or designated agent shall have charge of recording minutes of the Board meetings and the Annual Meeting. All official records and minutes shall be kept and maintained in a location determined by the Board of Directors. The Secretary and/or designated agent shall be responsible for all organizational correspondence.
- 5.5 The Treasurer shall be responsible for all funds and property of the organization. He/she and/or a professional financial designee appointed or hired by the Board of Directors shall monitor the organization's revenues and expenditures. He/she shall sign payment instruments and post surety bonds when determined to be necessary and in an amount determined by the Board. Bond premiums shall be secured and paid by the organization.
- 5.6 Whenever a vacancy occurs in an office by death, resignation, or otherwise, the same shall be filled by the Board. The officer so elected shall serve until the end of the unexpired term.

- 5.7 Any officer may be recalled or removed from office by the Board of Directors. A recall of a Board officer shall require an affirmative vote of at least five of the authorized seven members of the Board of Directors. A recalled officer shall remain a member of the Board.

ARTICLE VI: COMMITTEES

- 6.1 The following provisions shall apply uniformly to all Board Committees:
- A. Committees may include Board members, Members and Associate Members.
 - B. Committees and committee size shall be established at the discretion of the Board of Directors.
 - C. The final authority for all matters considered by committees is the Board of Directors. Said committees shall report periodically to the Board concerning their activities, conclusions, and recommendations.
 - D. Each committee may establish its own rules of procedure except for quorum and notice provisions which shall conform to those of the Board of Directors. However, provisions for notice of meetings for any committee may be waived by the Board of Directors upon request.
 - E. All Board members may attend committee meetings, but only committee members may vote on issues.

6.2 Standing Committees:

- A. Promotions/Marketing Committee:

All Downtown Baraboo, Inc. Members in good standing may be part of the Promotions/Marketing Committee. The Promotions/Marketing Committee may meet weekly to develop timely promotional efforts. Unless budgeted for, and/or pre-approved by the Board, the decisions of the Promotions/Marketing Committee shall be voted on by the Board of Directors at the next scheduled or special Board meeting. Five (5) members must be present to constitute a quorum.

Promotional/advertising not requiring Downtown Baraboo, Inc. funds and paid for solely by participating Members, and are paid up-front by cash, check or credit card, shall not require Board action. In this case, participating Members, including members of the Board of Directors, will decide on the promotional/advertising issues at hand.

B. Membership and Development Committee:

The task of this committee shall be:

1. To recruit new members to serve on the Board and Committees.
2. To recruit new volunteers and help them find assignments they will enjoy.
3. To raise funds for ongoing operations.

The Board may divide the above responsibilities into three (3) Sub-Committees.

1. Nominations Sub-Committee: The Nominations Sub-Committee shall gather a slate of nominees for election to the Board of Directors. It shall be the Sub-Committee's ongoing responsibility to seek out, develop and nominate the best Members to serve on the Board of Directors. Nominations recommended by this Sub-Committee shall be submitted to the Board in writing no later than twenty-one (21) days prior to the Annual Election.
2. Membership Sub-Committee: The Membership Sub-Committee shall encourage businesses and individuals to join the organization. The Sub-Committee shall be actively engaged to find a place for new members in the organization where they can be happy and productive. Also the Membership Sub-Committee shall monitor the skills and talents of existing Members and Associate Members, develop a "Wanted Member" profile and, with the Board, set goals for the number of new members to be recruited each year.
3. Fundraising Sub-Committee: The Fundraising Sub-Committee's primary responsibilities are to plan and conduct annual fundraising activities for the organization and to ensure that adequate funding is available at all times. This Sub-Committee shall be chaired by a Board Member.

6.3 Special Committees:

Special Committees or Sub-Committees needed to carry out special projects may be appointed by the President and/or Board of Directors.

ARTICLE VII: COOPERATION

- 7.1 The Board of Directors shall recognize and cooperate fully with those groups that are, or may be, formed to deal with issues and concerns relating to the downtown area as defined in this document.

ARTICLE VIII: STAFF

- 8.1 The Board of Directors may employ such staff as necessary to carry out programs and projects of the organization. The staff shall be selected on the basis of professional qualifications and shall serve at the pleasure of the Board.
- 8.2 The duties of the staff shall include but not be limited to:
- A. Executing all policies and programs established by the organization and the Board of Directors.
 - B. Keeping the Board informed of all accomplishments and problems, including operations and staff.
 - C. Preparing the preliminary budget and other fiscal documents for Board consideration.
 - D. Furnishing staff support, as directed, to the Board.
- 8.3 The staff may be headed by a program manager, who may recommend a meeting agenda to the President. He or she shall furnish staff support to the Board and its committees as directed by the Board. The program manager shall attend all regular Board meetings and special meetings when requested.

ARTICLE IX: AMENDMENT

- 9.1 These by-laws may be altered, amended or repealed at any Annual or Special Meeting of the membership of the organization. A change in the by-laws shall require a minimum of two-thirds vote of the Members present at the meeting.
- 9.2 When circumstances require, the Board of Directors, by majority vote, may call for a referendum vote to amend these by-laws.

ARTICLE X: RULES OF ORDER

- 10.1 All meetings of the membership and the Board of Directors shall be in accordance with Robert's Rules of Order, latest edition, except where in conflict with these by-laws.

ARTICLE XI: LIABILITY AND INDEMNITY OF OFFICERS AND DIRECTORS

- 11.1 No person shall be liable to the organization for any loss or damage suffered by it on account of any action taken or omitted to be taken by him/her in good faith as a Director or Officer of the organization if such person (a) exercised and used the same degree of care and skill as a prudent person would have exercised or used under the circumstances in the conduct of her/her own affairs, or (b) took or omitted to take such action in reliance upon advise of counsel for the organization or upon statements made or information furnished by Officers or employees of the organization which he/she has reasonable grounds to believe to be true. The foregoing shall not be exclusive of other rights and defenses to which he/she may be entitled as a matter of law.
- 11.2 Every person who is or was a Director or Officer of the organization shall (together with the heirs, executors and administrators of such person) be indemnified by the organization against all costs, damages and expenses asserted against, incurred by or imposed upon him/her in connection with or resulting from any claim, action, suit or proceeding, including criminal proceedings, to which he/she is made or threatened to be made a party by reason of his/her being or having been such Director or Officer, except in relation to matters as to which recovery shall be had against him/her by reason of his/her having been finally adjudged in such action, suit or proceeding to have been guilty of fraud in the performance of his/her duty as such Director or Officer. This indemnity shall include reimbursement of amounts and expenses incurred and paid in settling any such claim, action, suit or proceeding. In the case of a criminal action, a plea of guilty or *nolo contendere* or its equivalent or after trial, shall not be deemed an adjudication that such Director or Officer is guilty of fraud in the performance of his/her duties if such Director or Officer was acting in good faith in what he/she considered to be the best interests of the organization and with no reasonable cause to believe that the action was illegal.