

**BYLAWS OF THE RAPID CITY
DOWNTOWN BUSINESS IMPROVEMENT DISTRICT BOARD**

Article I. Name.

The name of this organization shall be the Rapid City Downtown Business Improvement District Board, hereinafter referred to as "the Board."

Article II. Authorization.

This Board is established pursuant to Rapid City Municipal Code ("RCMC") Section 3.25.060.

Article III. Purpose.

The purpose of the Board is to manage the administration of the Downtown Business Improvement District, to supervise the construction and maintenance of facilities, to establish programs for the economic development of the District, to oversee completion of the District's projects, and to direct the funding priorities of the District.

Article IV. Directors and Officers.

Section 1. Composition of Board

The Board's composition shall be according to the directives in SDCL Ch. 9-55 and RCMC Ch. 3.25.

Section 2. Resignations

Resignations of Members of the Board shall be in writing and shall take effect upon receipt by the Mayor.

Section 3. Officers

The Officers of the Board shall consist of a Chairman, Vice Chairman, and Secretary. The only requirement to hold office shall be membership on the Board.

Section 4. Election & Nominations

The Officers of the Board of Directors shall be elected by a simple majority of the members of the Board of Directors at the organizational meeting each year. The elections shall be held in the following order: Chairman, Vice Chairman, and Secretary. Only Directors may nominate candidates for office. In the event that only one Director is nominated for an open Officer position, an open election shall be held. In the event that more than one Director is nominated for any office, an election by secret ballot shall be held. Once elected, each Officer shall hold office for one year or until his or her successor shall take office.

Section 5. Chairman

The Chairman shall preside over all meetings of the Board. The Chairman shall direct any staff employed by the Board, and shall be responsible for all official communications made by the Board. The Chairman shall sign all contracts on behalf of the Board, as authorized by the Board. The Chairman may appoint such committees as he or she determines are necessary. He or she shall perform all other duties incidental to this position.

Section 6. Vice Chairman

In the absence, disability or under the direction of the Chairman, the Vice Chairman shall be vested with all the powers and perform all the duties of the Chairman, and shall have such additional powers and perform such additional duties as shall be ordered by the Board of Directors.

Section 7. Secretary

The Secretary shall ensure that minutes of all meetings of the Board of Directors are accurately taken and kept. The Secretary shall attest to the signature of the Chairman on all contracts entered by the Board. The Secretary shall act as Chairman in the absence of the Chairman and Vice Chairman.

Section 8. Resignation and Removal

Resignation of Officers shall be in writing and shall take effect upon receipt by the Board of Directors. Any Director that resigns an Office shall remain a Director unless he or she also resigns from the Board of Directors or such Director is removed by the Mayor. Any Officer may be removed from his or her position as such Officer by a 75% vote of all members of the Board at a regular Commission meeting, provided said Officer is notified of the proposed removal 15 days before the meeting. In the event of the removal or resignation of the Chairman, the Vice Chairman shall assume the Chairman's responsibilities for the remainder of the term. In the event the Vice Chairman succeeds to the office of Chairman, the office of Vice Chairman shall be filled at the next regular meeting by the regular election procedure and shall be for the remainder of the term. In the event of the removal or resignation of Vice Chairman or Secretary, the office shall be filled at the next regular meeting by the regular election procedure and shall be for the remainder of the term.

Section 9. Attendance and Excessive Absences

Board members shall make all reasonable efforts to attend meetings of the Board of Directors, and roll call attendance shall be taken at each meeting and noted in the minutes. Excessive absences from meetings shall include any of the following:

- A. Absence from three consecutive regular Board meetings without sending a communication to an Officer stating the reason for the absence;
- B. Absence from three consecutive regular Board meetings where the reason communicated is not accepted by the Directors to excuse the member; or

The Board shall inform the Mayor of any member's excessive absences, request removal of the member from the Board, and request appointment of a replacement member.

Article V. Meetings of the Board.

Section 1. Regular Meetings

The Board shall hold a regular meeting the third Tuesday of the first month of every quarter or as otherwise scheduled for the purpose of conducting its regular business. The regular meeting of the Board in the month of October shall be the annual organizational meeting, unless otherwise directed by the Board. Meetings shall be held at the Offices of Destination Rapid City, unless otherwise provided by the Board. Public notice of the meetings, including proposed agendas, shall be given as provided by law.

Section 2. Special Meetings

Special meetings may be called by an Officer or any two (2) Directors. Public notice of special meetings shall be given as provided by law.

Section 3. Quorum

A majority of the number of Directors fixed by Ordinance shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 4. Action by Board

The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.

Section 5. Meetings Open to Public

All meetings or portions of meetings at which official action is taken shall be open to the general public. However, the Board may meet in closed session to discuss those matters allowed by SDCL 1-25-2.

Section 6. Rules of Order

Unless otherwise specified, Robert's Rules of Order shall govern the proceedings at the meetings of the Board.

Article VI. Finances.

Section 1. Revenue

All monies collected pursuant to the Downtown Business Improvement District ordinance shall be collected by the City of Rapid City's Finance Office.

Section 2. Disbursements

No unbudgeted obligation shall be incurred and no money shall be appropriated without prior approval of the Board of Directors. The Board of Directors each year shall submit an annual budget to the Mayor for approval. All authorized expenditures shall be communicated to the Finance Office, which shall be responsible for payment of funds.

Section 3. Fiscal Year


The Board's fiscal year shall begin on the first day of January and end on the 31st day of December in each year.

Article VII. Amendment of Bylaws

These Bylaws may be amended at any regular meeting of the Board, provided that the proposed amendment has been introduced in writing at least two (2) weeks prior to a regular meeting of the Board. Amendment of the Bylaws shall require the affirmative vote of a majority of the members of the Board.

Adopted this 3rd day of November, 2015.

DOWNTOWN BUSINESS IMPROVEMENT
DISTRICT BOARD


Chairman

ATTEST


Secretary