

DOWNTOWN BOZEMAN ASSOCIATION

By Laws

ARTICLE I. ORGANIZATION AND MISSION

SECTION 1. NAME: The organization name shall be the Downtown Bozeman Association (DBA).

SECTION 2. PURPOSE:

Promote Downtown Bozeman as a center of business, culture and entertainment. Conduct and promote activities and events that build a strong local economy and contribute to the well-being, growth and vitality of downtown Bozeman.

SECTION 3. FISCAL YEAR: July 1 to June 30 shall be the fiscal year for the DBA.

SECTION 4. DOWNTOWN BOZEMAN AREA – Downtown Bozeman is defined as the area bound by Fifth Street to the west, Broadway Street to the east, Olive Street to the south and Lamme Street to the north. See Exhibit “A” for a mapped representation of the Downtown Bozeman Area.

ARTICLE II. MEMBERSHIP TYPES, ELIGIBILITY, DUES, BENEFITS, AND TERMINATION

SECTION 1. MEMBERSHIP TYPES AND ELIGIBILITY – Any business or individual located within the boundaries of Downtown Bozeman that supports the purpose of the DBA is welcome to join the Downtown Bozeman Association, and participate in DBA events and programs. Members may join at any time during the year and their membership will be valid until the end of the calendar year.

There are two types of DBA membership for those businesses or individuals located outside the boundaries of Downtown Bozeman, as defined below:

Conditional Membership: Unless granted Honorary Membership (see below), a business or individual located outside the boundaries of Downtown Bozeman must apply for DBA membership directly to the Board of Directors. The Board will review such membership requests, and then decide, at its sole discretion determined by a simple majority vote, whether the request for membership will be granted or declined. Conditional Membership is reviewed annually by the Board. Conditional Members may participate in DBA events and programs during the tenure of their membership.

Honorary Membership: At its option and sole discretion, the Board of Directors may approve an Honorary Membership to an existing DBA member located

outside the Downtown Bozeman boundaries, if said DBA member has demonstrated exemplary support for the purposes of the DBA. Continued Honorary Membership is contingent upon the member showing continued support for the purpose of the DBA and remaining current on DBA membership dues. Honorary Members may participate in DBA events and programs during the tenure of their membership.

SECTION 2. DUES: Membership dues will be determined by the Board of Directors and reviewed annually. Dues are per year minimum and may be paid bi-annually.

SECTION 3. MEMBERSHIP BENEFITS – The benefits of each of the DBA Membership Types are outlined in a separate document, which is provided to all prospective members considering membership, and to all ongoing members in the case of any changes to the benefits of their respective Membership Type. Membership benefits are determined at the sole discretion of the DBA Board, and may be reviewed from time to time.

SECTION 4. TERMINATION – In the event that a DBA member engages in behavior or actions that, in the sole discretion of the DBA Board, are in conflict with the purpose of the DBA, the DBA Board has the option to terminate said member's DBA membership, with no refund of any dues paid.

ARTICLE III. BOARD ADMINISTRATION & ELECTIONS

SECTION I: BOARD OF DIRECTORS: The administrations of the Downtown Bozeman Association shall be vested in a Board of Directors composed of seven (7) members. The Board may be increased at the discretion of the Board as circumstances demand. The Board shall elect its own officers consisting of a chairperson, vice-chair, secretary, and treasurer. Board members shall be elected and ratified by a simple majority vote of the membership present at a general meeting, or otherwise as provided for in section (4).

SECTION 2: DIRECTOR ELIGIBILITY: Each Director shall be a member of the Association and shall receive no compensation for services as a Director. Failure to maintain membership in good standing will serve as resignation of a Director's office. Regular attendance at board meetings will be expected of all Directors.

SECTION 3. TERMS: Initially seven Directors will be elected; four (4) shall be elected for an initial term of two (2) years, three (3) for an initial term of one (1) year. At the expiration of the initial term of each Director, a successor shall be elected for a term of two (2) years.

SECTION 4. VACANCIES: Any vacancy occurring in the Board of Directors

shall be filled by the affirmative vote of the majority of the remaining Directors. The new Director shall serve the remainder of his/her predecessor's term in office, at which time the Director is eligible to serve his/her own term of office.

SECTION 5. RESIGNATION: Any Board member may resign from the board by providing written notice to an officer of the Board.

SECTION 6. EXPULSION: The Board may vote to expel a member from the board for the non-payment of dues, significant absenteeism or for willful non-conformity with the purpose and mission of the DBA.

SECTION 7. ELECTION OF OFFICERS: The officers of the Association shall include a Chair and Vice-chair, Treasurer, and Secretary. Officers shall serve for terms of one (1) year.

SECTION 8. BOARD MEETINGS: The Board of Directors shall adopt a regular schedule of monthly meetings. At Board meetings, a quorum will consist of a majority of the number of Directors set forth in Article III, Section I.

ARTICLE IV. MEETINGS

SECTION 1. GENERAL MEMBERSHIP MEETING – The annual general membership meeting shall be held in the first fourth quarter of each fiscal year. Meetings of the DBA Board shall be held on a monthly basis, and are open to DBA Members. The dates and times of DBA Board meetings are indicated on the Downtown Bozeman Partnership website calendar and on the City of Bozeman website calendar.

SECTION 2. SPECIAL MEETINGS: A special meeting of the general membership may be called by the President or in his/her absence, the Vice-President or by a quorum of the Board of Directors.

SECTION 3. QUORUM: At all general membership meetings, the presence of ten members in good standing shall constitute a quorum.

ARTICLE V. VOTING RIGHTS

SECTION 1. MEMBERS: Each full-paying dues member (business) of the Association shall be entitled to one vote.

SECTION 2. SUPERVISION OF BALLOTING: The Board of Directors shall be responsible for seeing that only those members in good standing is provided opportunity to vote on each ballot taken.

ARTICLE VI. COMMITTEES

SECTION 1. ESTABLISH: The Board may establish a working committee(s) as needed to address a need or function of the DBA organization. At least one board member shall serve on a committee. DBA members may serve on any committee they choose.

SECTION 2. AUTHORITY: The purpose of DBA's various committees is to create, plan and implement the programs and events of the DBA. They shall report either verbally or in writing to the Board of Directors. No standing or special committee shall represent the Association in advocacy or opposition to any project without the specific confirmation of the Board of Directors.

SECTION 3. MEETINGS: Meetings of committees may be called at any time by the chair of such committee.

ARTICLE VII. CONTRACTS AND BANK ACCOUNTS

SECTION 1. AUTHORIZATION: The Board of Directors may authorize any officer or "support staff" to enter into any contract on behalf of the Association and such authority may be general or confined to specific instances.

SECTION 2. LOANS: No loan shall be contracted on behalf of the Association and no evidence of indebtedness issued in its name unless authorized by a resolution by the Board of Directors.

SECTION 3. AUTHORIZED SIGNATURES: The Board of Directors may authorize any officer or "support staff" to be a signature on checks, drafts or other orders for payment of money, issued in the name of the Association.

SECTION 4. FUNDS: All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks or other depositories as the Board of Directors may elect.

ARTICLE VIII. AMENDMENTS

SECTION 1. BY-LAWS. The by-laws of the Downtown Bozeman Association may be amended, added to or repealed by vote of not less than two-thirds (2/3) of the membership present at any meeting of the general membership. Written notice of the meeting and proposed changes shall be mailed to all current members (7) seven days in advance of the meeting date.

SECTION 2. MEMBERSHIP VOTING. Notices of issues to be voted on may be mailed (fax or email) to members at the Board's discretion. Voting by mail (fax or email) may be made available if time and attendance is a major concern. Such votes must be received in the DBA office at the close of the business day of

the deadline posted on said notice.

By-Laws were amended and approved as of February 26, 2009

DBA Board Chair _____

DBA Board Secretary_____

DBA Bylaws

Exhibit A: Downtown Bozeman Association's defined "Downtown Bozeman Area"

defined area boundary

