

Downtown Bozeman Business Improvement District

BYLAWS

Amended and Adopted by a unanimous vote of the Downtown BID Board
on September 19, 2007

Amended and Adopted by a unanimous vote of the Downtown BID Board
on March 10, 2010

Amended and Adopted by a unanimous vote of the Downtown BID Board
on March 19, 2014

ARTICLE 1 APPLICABILITY

- A. These rules shall govern the conduct of all City of Bozeman boards, commissions, agencies, and committees (hereinafter “boards”) where a majority of members are appointed by the City Commission and shall supplement other governing rules of the board.
- B. These rules are supplementary to the provision of Title 7, Chapter. 1, Part 41, MCA, Title 7, Chapter. 5, Parts 41 and 42, MCA, and Title 2, Chapters. 2 and 3, MCA as they relate to procedures for conducting meets and public hearings before City boards.

ARTICLE II CREATION

The Downtown Bozeman Business Improvement District, hereinafter referred to as the “BID”, was created May 1, 2000 by Bozeman City Commission Resolution No. 3361 and City of Bozeman Ordinance No. 1517 as passed, adopted and approved by the City Commission on May, 15 2000.

ARTICLE III OBJECTIVES

The BID will serve a public use, and promote the health, safety, prosperity, security and general welfare of the downtown district. The purpose of the BID is to improve the retail marketing in the district, promote the private investment and business expansion of the district, the general management of the district, and other such functions as are authorized by, and necessary to carry out the purposes of Section 7-12-1102 Montana Code Annotated.

ARTICLE IV MISSION STATEMENT

The BID is an organization of downtown property owners who through thoughtful, pro-active collaboration and partnership with local government, business owners, residents and citizens strive to create a shared vision and voice for the community of downtown Bozeman. The BID will commit resources, identify, plan and act on short-term and long-term initiatives otherwise unavailable to individual owners. The BID has a goal of ensuring the long-term preservation and vitality of the city’s underlying economic, cultural, social and environmental assets and the BID will work together to keep our downtown a safe, beautiful and vibrant place [as adopted by the BID Board in November 2007].

ARTICLE V MEMBERSHIP

A. Appointment Terms

Pursuant to MCA 7-12-1121, the Board shall consist of not less than five (5) or more than seven (7) members to be appointed by the City Commission. Members of this Board shall serve four (4) year staggered terms. Initially, one (1) member shall be appointed for one (1) year terms, two (2) members appointed for two (2) year terms, two (2) members appointed for three (3) year terms, and the remaining two (2) members appointed for four (4) year terms. Upon expiration of the terms of office for the first appointees, and from that time hence, all terms shall consist of four (4) years. Each member may be reappointed without any limitation on the number of reappointments. Vacancies shall be filled in the same manner as original appointments for the balance of the term remaining.

B. Qualifications

Applicants for the Board shall be owners of property within the district. Pursuant to MCA 7-12-1103, "owner" is defined as: (1) a person whom appears in the legal title to real property by deed duly recorded in the county records; or (2) a person in possession of real property under claim of ownership for himself; or (3) as the personal representative, agent, or guardian of the owner. Preference to applicants shall be given based on the order stated above. Board members shall recommend potential applicants at the Board's annual meeting if one or more Board members' terms are scheduled to expire and those Board members have declined to reapply.

C. Resignations

Resignation from the Board shall be submitted in writing to the Chair, who will then notify the City Commission. The City Commission shall fill vacancies occurring on the Board within sixty (60) days. Such appointments shall be for the unexpired portion of the term.

Attendance at Meetings and Removal by City Commission

All board members are expected to contribute the time necessary to fulfill their fiduciary obligations to the board. All board members are required if they are to be absent from a meeting to contact the presiding officer and the staff liaison prior to the meeting. If prior contact is made, the absence will be determined excused. If the board member fails to contact the presiding officer or staff liaison prior to the meeting, the absence will be considered unexcused. The City Commission will be notified by the staff liaison of any board member with three or more unexcused absences in any calendar year. The board, via motion and vote, may forward to the City Commission the name of any board member having three or more excused absences, or a combination of excused and unexcused absences. As provided by law, the City Commission may remove a board member for excessive absences. A board members term may be extended for up to 30 days after term expiration on a case by case basis by the Deputy City Clerk if the board member has reapplied for a subsequent term but the application process has not yet been heard by the City Commission.

ARTICLE VI POWERS OF THE BOARD

Pursuant to MCA 7-12-1131, the Board in administering the district has all powers necessary to carry out the functions of the district contained in the ordinance creating it, including the power to:

1. Sue and be sued, enter into contracts, and hire and terminate personnel needed for its purposes;
2. Provide special police, maintenance, or cleaning personnel for the protection and enjoyment of the general public using the business district;
3. Landscape and beautify public areas and to maintain those areas;
4. Contract with the governing body to maintain, operate, or repair public parking facilities;
5. Contract with the governing body to maintain streets, alleys, malls, bridges, ramps, tunnels, landscaping, and other public facilities as mutually agreed upon;
6. Promote private investment and business expansion in the district;
7. Provide for the management and administration of the affairs of the district;
8. Promote business activity by advertising, decorating, marketing, and promoting and managing events and other actions designed for the general promotion of business activities in the district; and
9. Perform such other functions as are necessary to carry out the purposes of this part and to further the objectives of the district.

ARTICLE VII OFFICE OF AGENCY AND STAFF SUPPORT

The Board shall maintain its offices as part of the Downtown Partnership office. The Executive Director will be responsible for: 1) assisting the Board in the scheduling of meetings, distribution of agendas and meeting minutes; 2) providing notification of Board activities to interested parties; and 3) submitting financial reports at each meeting. The Executive Director shall initiate, manage, and complete the programs and projects of the BID as directed by the Board. The Executive Director shall also serve as the Board's liaison between City staff, the City Manager, the Parking Commission, and the City Commission.

ARTICLE VIII OFFICERS AND THEIR DUTIES

Chairperson and Vice Chairperson – Powers and Duties

During the first meeting of the board each year the board shall appoint by majority vote, a chairperson and a vice chairperson. If appropriate, they shall also appoint a board secretary. The recording secretary may be a staff liaison. The chairperson shall be the presiding officer of the board. During the absence of the chairperson, the vice chairperson shall discharge the duties and exercise the powers and authority of the chairperson.

The presiding officer shall preserve strict order and decorum at all meetings and confine members in debates to the question under consideration. The presiding officer may move or second any item of business then before the board. The presiding officer shall state, or cause to be stated, every motion coming before the board, announce the decision of the board on all subjects, and decide all questions of order, subject, however to an appeal to the board, in which event a majority vote of the board members present shall govern and conclusively determine such question of order. The presiding officer shall vote on all questions.

ARTICLE IX MEETINGS

Parliamentary Authority

Unless otherwise specifically provided herein or by ordinance or statute, all meetings and hearings of the [insert board name here] shall be conducted in accordance with these rules. In all cases not covered by these rules, the controlling parliamentary authority shall be the latest edition of Robert's Rules of Order, Newly Revised.

Meeting Agendas

- A. The chairperson, Executive Director, or another designated board member shall

arrange a list of matters to be brought before the board according to the order of business specified herein, and furnish each member and the public through the city's website with a copy of the agenda and all supporting information no later than 48 hours immediately preceding the meeting for which that item has been scheduled. All material to be presented to the board for consideration with an agenda item shall be made available to the public within the above time frame. Copies of the agenda shall be available from the City Clerk and one copy shall be posted at the designated posting board in the City Hall for public viewing and made available on the City's website. Pursuant to Section 7-1-4135, MCA, the [insert board name here] designates as the official posting place for all boards the posting board in the lobby of City Hall located at 121 North Rouse, Bozeman, Montana.

- B. The Executive Director or board chair shall prepare the meeting agenda and may consult with other board members in preparing the agenda. The chair person or a majority of board members may add to or remove an item from the agenda. The agenda shall be in substantially the following form:
- i. Executive Session (if required) (only necessary if an executive session is being held).
 - ii. Disclosure of Ex Parte Communication such as comments or information received.
 - iii. Changes to the Agenda.
 - iv. Public Service Announcement (if scheduled).
 - v. Approval of Minutes (if required).
 - vi. Consent items (consent items are those which the staff liaison or board chair considers that no discussion will be necessary. However, at the beginning of each meeting, any board member may request item(s) be removed from the consent agenda for the purpose of discussion) (if necessary).
 - vii. Public comment on non agenda items (always required).
 - viii. Special Presentations (if required).
 - ix. Action items.
 - x. FYI/Discussion¹.
 - xi. Adjournment.

Order of the above may be adjusted by the presiding officer.

Meetings

All meetings of the board shall be open to the public unless authorized by law. Prior to closing any meeting of the board the chairperson or staff liaison shall consult with the city attorney.

A. General/Regular Meetings:

Boards shall hold a regular meeting once a month or no less than quarterly as directed in their establishing documents.

Any meeting of the board may be adjourned to a later date and time, provided that no adjournment shall be for a longer period than until the next regular or specially scheduled meeting.

¹ No action may be taken on items brought up during this section which are not on the agenda. Discussion must be limited to informational items only or to discuss placing an item on a future agenda; for more substantive or detailed discussion on an item it must be scheduled for an upcoming agenda.

The presiding officer, staff liaison or majority of the board may cancel a regular meeting if no business is scheduled for that meeting.

B. Public Hearings:

Public Hearings are meetings required of some citizen advisory boards to be held as a public hearing pursuant to law. The provisions of subsection A of this section apply to Public Hearings.

Unless prohibited by law, a public hearing may be rescheduled or adjourned to a later date and time.

C. Executive Sessions:

Executive Sessions are meetings of the board with the purpose to discuss litigation strategy, a matter of individual privacy, or other matters wherein a meeting may be closed pursuant to law and will be scheduled as needed. Although each Executive Session will commence as an open public meeting, Executive Sessions may be closed to the public pursuant to authority and limitations in Title 2, Chapter. 3, Part 2, MCA. An Executive Session may be called at any time during any meeting if authorized by law.

D. Special Meetings:

The presiding officer, a majority of the board or the staff liaison may call special meetings of the board, upon at least forty eight (48) hours notice to each member personally served on each member through email or left at the member's usual place of residence and also notice to the public by, at a minimum, posting the agenda on the City's website and posting board.

Order of Presentation and Public Participation

A. The order of presentation in which items are presented to the board shall generally be as follows:

- i. The staff liaison shall present the agenda item to the board, if appropriate.
- ii. If applicable, the staff liaison may present a background report on the matter for discussion. Upon conclusion of a staff presentation, board members may ask questions of staff for the purposes of understanding and clarification. If the agenda item is a public hearing, the presiding officer will open the public hearing prior to staff presentation.
- iii. If applicable, comments from the applicant, or the applicant's agent, shall be heard. The applicant's presentation/testimony is limited, subject to the discretion of the presiding officer, to ten (10) minutes.
- iv. After being recognized by the presiding officer, a board member may direct questions to the staff or applicant.
- v. Members of the audience or their agent may be invited to present testimony or evidence. To be recognized, each person desiring to give testimony or evidence shall step forward and, after being recognized, give their name and address for the record. The presiding officer may establish a timeframe for each public comment but in no case shall such timeframe be less than three (3) minutes per speaker. The presiding officer may lengthen or shorten the time allotted for public testimony.
- vi. After being recognized by the presiding officer, a board member may direct questions to any person so testifying for purposes of clarification.
- vii. Following public comment, the staff liaison shall be given the opportunity to

- comment on any testimony or other evidence.
- viii. Following staff comment and if a public hearing, the applicant will be given the opportunity to rebut or comment on any testimony or other evidence. The applicant's comments and rebuttal is limited, subject to the discretion of the presiding officer, to five (5) minutes.
 - ix. If a public hearing, following applicant rebuttal and any further questions, the presiding officer will close the hearing and bring the agenda item forward for discussion, motion and vote.
 - x. If a public hearing, after being recognized by the presiding officer, a board member may direct questions limited to the rebuttal testimony and evidence.
 - xi. The board secretary shall enter into the record all correspondence that has been received but was not yet provided.
 - xii. Unless required to act by a certain date pursuant to law, the board may continue the discussion to a date certain, close discussion and vote on the matter, or close the discussion and continue the vote to a date certain.
- B. All testimony and evidence shall be directed to the presiding officer. No person, other than a board member and the person recognized as having the floor shall be permitted to enter into the discussion. No questions shall be asked of a board member except through the presiding officer.
- C. The board may ask the staff liaison for its recommendation.
- D. If a public hearing, in the event the applicant does not appear at the scheduled time and place, unless the applicant has waived his or her appearance in writing, and which waiver has been accepted, or unless the matter is submitted as a consent item, the matter shall be continued to the next available regular meeting, public hearing date, or other date certain.
- E. All testimony and evidence shall be directed to the presiding officer. No person, other than a board member and the person recognized as having the floor shall be permitted to enter into the discussion. No questions shall be asked of a board member except through the presiding officer.
- F. For all public hearings involving land use and annexation decisions, the board will wait a minimum of one week before making a decision whenever requested by a member unless a decision is required due to a statute, ordinance or other law.
- G. Board members are urged to state the reasons for their decisions, particularly on land use issues; the record must reflect findings regarding legal criteria for all quasi-judicial decisions.
- H. Witnesses may be required to testify under oath.
- I. The board shall not be bound by the strict rules of evidence and may exclude irrelevant, immaterial, incompetent or unduly repetitious testimony or evidence.
- J. The presiding officer shall rule on all questions relating to the admissibility of evidence with advice from the City Attorney, which ruling may be overruled by a majority vote of the board.

- K. A public hearing which has been formally closed for all public input may not be reopened and no additional evidence or testimony from the public shall be received or considered except as provided herein. If additional information is required from the public before a decision can be made, the board upon motion duly made, seconded and passed, may call for an additional public hearing which hearing shall be noticed as required by law, specifying date, time place and subject matter of hearing. This paragraph does not preclude the board, after the public hearing, from asking questions of staff, receiving additional evidence from staff or, after a hearing held on a preliminary plat, pursuant to Title 76, Chapter. 3, from consulting the subdivider about conditions or other mitigation required of the subdivider. Upon decision by the presiding officer or upon a duly adopted motion of the board to reopen the public hearing prior to close of the agenda item in which the hearing was held, the requirement to provide public notice does not apply; the public hearing may be reopened and the additional input provided prior to a final decision on the item.

Quorum and Voting

Unless otherwise provided by law, a quorum shall consist of a majority of existing appointed board members. If a quorum is not present, those in attendance shall be named and the board shall adjourn to a later time. The Executive Directory shall reduce motions to writing and, upon request shall read a motion prior to the vote. Upon every vote, the outcome shall be stated and recorded. A board member has an obligation to vote unless there is a conflict of interest. Email, telephonic, or proxy voting shall be prohibited.

Rules of Debate, Reconsideration and Conflict of Interest

- A. Every board member desiring to speak shall address the presiding officer and upon recognition by the presiding officer, shall confine discussion to the question under debate, avoiding all personalities and indecorous language.
- B. A board member, once recognized, shall not be interrupted when speaking unless the member is to be called to order, or as herein otherwise provided. If a board member, while speaking is called to order, they shall cease speaking until the question of order be determined, and, if in order shall be permitted to proceed.
- C. Order of rotation in matters of debate or discussion shall be at the discretion of the presiding officer.
- D. A motion to reconsider any action taken by the board must be made on the day such action was taken. It must be made either immediately during the same session, or at a recessed and reconvened session thereof. Such motion shall be made by one of the prevailing side, but may be seconded by any member, and may be made at any time and have precedence over all other motions or while a board member has the floor. It shall be debatable.-Nothing herein shall be construed to prevent any board member from making or remaking the same or any other motion at a subsequent meeting of the board, but the matter must be duly scheduled as an agenda item.
- E. Pursuant to the City's Code of Ethics, a board member may seek the advice of the City Attorney as to whether the member has a conflict of interest pursuant to law. If the board member is advised there is a conflict of interest, the member shall recuse himself/herself, step away from the meeting table, and refrain from discussion and vote on the matter.

- F. After a motion, duly made and seconded, by the board, no person shall address the board without first securing the permission of the presiding officer.

Open Meetings and Email

- A. Except for properly-called executive sessions as permitted by state law, all meetings of the board shall be open to the public and media, freely subject to recording by radio, television and photography at any time, provided that such arrangements do not interfere with the orderly conduct of the meetings.
- B. A majority of the board shall not conduct synchronized email discussions involving a matter over which the board has supervision, control, jurisdiction, or advisory power. Synchronized email discussions are email exchanges among a majority of board members within minutes of each other that create the quality of simultaneity similar to instant messaging or chat room discussions. Such discussions are characterized as an active exchange of information rather than the passive receipt of information. An example of synchronized email discussion would be a majority of board members sitting at their computers and instantly exchanging emails concerning board business, whereas a passive receipt of information is where a board member receives an email and responds in the normal course of time similar to responding by letter received in the mail. The board shall not view emails or other electronic communication mechanisms concerning any matter on the agenda during a board meeting unless the submission is part of a specifically approved and adopted electronic public testimony program. Electronic communication mechanisms include text messaging or any other emerging technology that violates the spirit of open meeting laws. This does not preclude viewing emails or electronic communication mechanisms that were received prior to the board meeting. Emails received by board members concerning an agenda item shall be forwarded to the staff liaison or board secretary and retained in accordance with the City's retention policy.

Decorum

- A. While the board is in a session, board members must preserve order and decorum, and a member shall neither, by conversation or otherwise, delay or interrupt the proceedings or the peace of the board nor disturb any member while speaking or refuse to obey the orders of the board or its presiding officer.
- B. Any person making personal, impertinent or slanderous remarks or who shall become boisterous while addressing the board may be denied further audience with the board by the presiding officer, unless permission to continue is granted by a majority vote of the board.
- C. The board shall not debate, in a heated or argumentative manner, with a member of the public presenting testimony during a meeting.
- D. Speakers shall only address the agenda item before the board. Any person speaking on an agenda item not before the board may be called out of order.

Recording of Meetings and Minutes

- A. The Executive Director shall prepare a summary of all meetings to be known as the "Minutes" and to be approved by the board. It shall not be necessary to formally read

out loud the Minutes prior to approval. Such Minutes may be revised by the Executive Director to correct spelling, numbering, and other technical defects. Prior to approval, any board member may request the privilege of amending or correcting the Minutes to accurately reflect the substance of the prior meeting. If objection is made by any board member to such amendment or correction, a majority vote of the board shall be necessary for adoption of the correction or amendment. The minutes shall be forwarded to the City Clerk's office for posting within three months of the meeting.

- B. Executive Session Minutes. Executive session minutes shall be taken and prepared by the board secretary. The board shall approve the minutes of an executive session in open meeting; provided, however that any discussion concerning the contents of the minutes, prior to approval, shall be conducted in executive session. The staff liaison or board secretary will distribute the draft executive session minutes to the members in a manner that ensures and retains confidentiality. The board shall follow the provision 2.02.130, BMC related to dissemination of executive session minutes.
- C. Televising, broadcasting or audio recording of meetings: At the discretion of the board and City Clerk's office, meetings may be televised, broadcast or an audio recording made. If recorded, audio recordings shall be made available to the public unless required to be kept confidential by law.

ARTICLE X OPERATING POLICY

Property Owner Communications

All property owners in the BID district shall be notified when there is a board vacancy. All property owners will be afforded the opportunity to apply for any vacant board positions or nominate potential board applicants.

All property owners in the BID district shall be provided the drafts of the annual budget and work plan including notification of scheduled City Commission public hearing.

All property owners in the BID district shall be provided the annual report.

Discrimination Prohibited

The Board shall adhere to all applicable non-discrimination provisions adopted by the City of Bozeman. These include but may not be limited to the following:

Resolution No. 4243-Policy Not to Discriminate in Employment and Benefits on the Basis of Sexual Orientation and/or Gender Identity. A resolution of the City Commission of the City of Bozeman that the City will not discriminate in employment and benefits on the basis of sexual orientation and/or gender identity. Adopted on February 8, 2010

Resolution No. 4250—Adopting a Policy Prohibiting Discrimination in Contracts and Agreements. A resolution of the City Commission of the City of Bozeman, Montana, adopting a policy prohibiting the discrimination in the entering into and implementation of contracts and agreements of all kinds including bidding and certain purchases. Adopted on March 29, 2010.

ARTICLE XI COMMITTEES

Special committees may be appointed by the Chair for purposes and terms that the Board approves.

ARTICLE XII REPORTS

Pursuant to MCA 7-12-1132, the Board shall submit a work plan and budget for the ensuing fiscal year to the City Commission for approval. A public notice shall be submitted and a public hearing shall be held regarding the work plan, budget, and subsequent levy of an assessment. After the hearing, the City Commission may modify the work plan and budget as it considers necessary and appropriate.

ARTICLE XIII AMENDMENTS

Bylaw amendments may be introduced in writing by any member of the Board at a regular meeting. Action by a majority of the Board on the amendments may be taken on second reading at any future regular meeting. Bylaws shall not be amended in conflict with City of Bozeman policies or ordinances, and the City Commission shall be provided with information copies of bylaw amendments.

ARTICLE XIV COMPLIANCE

Compliance with the City Code of Ethics

All board members are required to follow State ethics laws regarding appointed officials and the city of Bozeman Code of Ethics. New board members will receive the City of Bozeman ethics handbook and must sign a form acknowledging receipt of the handbook, take an oath they will uphold the state and city ethics codes. Board members are also required to take an initial ethics training within two months after appointment. Each year board members are required to attend city sponsored ethics. Non-compliance with the City Code of Ethics and training requirements may result in removal of a board member. See the City Code of Ethics for more details.

Compliance with the City Purchasing Policy

All boards are subject to the City purchasing policy (Administrative Order 2013-06), as revised, unless specified by law. City staff liaisons shall handle financial transactions unless specific arrangements have been made in writing through the City controller.

Compliance with State Records Retention Policy

All City boards are subject to the State of Montana records retention policy.

- A. The City Clerk will handle retention of all agendas, minutes and board resolutions once they have been forwarded to the clerk's office.
- B. E-mails, websites and social networking sites are subject to adopted records retention schedules. For social media and websites please refer to the current Information Technology Social Media Use Policy for further guidelines.