



Shorewood
BUSINESS IMPROVEMENT DISTRICT

MEETING AGENDA

**Business Improvement District Board of Directors
Executive Committee Meeting
2323 E. Capitol Dr.
Monday April 9th, 2018 9:00 A.M.**

- 1. Call to order.**
- 2. Discuss revising BID by-laws.**
- 3. Adjourn.**

Should you have any questions or comments regarding any items on this agenda, please contact the Shorewood BID Director at 414.248.2532. Upon reasonable notice, efforts will be made to accommodate the needs of disabled individuals.

By-Laws of Shorewood Business Improvement District

Article I Office

~~The initial office of the Shorewood Business Improvement District shall be at _____.~~
~~Hereafter, the Board of the BID (Board) may determine another location.~~ As used herein, "BID" shall refer to the organization of members defined below, and "District" shall refer to the property located within the physical boundaries of the BID defined the Shorewood Business Improvement District Operating Plan as amended from time to time (hereinafter "Plan".)

Article II Purpose

It shall be the purpose of the BID to perform all acts authorized by law for a Business Improvement District, including but not limited to redeveloping, developing, managing, and promoting the District as authorized by Wisconsin State law. The BID shall work within the bounds of the law in order to retain existing business uses and attract new businesses and other uses to the District, and to otherwise carry out the **Operating** Plan.

Article III Members

Owners and tenants of real estate in the District, upon whom assessments are levied, by the Village of Shorewood, for the purpose of funding the BID's operating and program costs, shall be identified as "Members" of the BID, although they are not members of the Board of the BID. Membership terminates when a member ceases to have interest in real estate in the District, whether as an owner or tenant. Members shall have no rights other than to receive information and to advise the appointed BID board.

Other business owners within the Village of Shorewood outside the BID District or residents operating as business consultants, excluding direct sales, may be Affiliate BID members. The BID Board approves annual affiliate membership fees and benefit levels.

Article IV Membership Meetings and Agenda

General meetings of the members shall be held at least annually, in the Village of Shorewood, Wisconsin at a time and place to be determined by the BID Board. Special meetings may be called with the approval of 4 BID Board members. An annual meeting of the BID shall be held each calendar year at a date and time of the Board's choosing. ⁱ

The Executive Director shall prepare the agenda with direction from the Chair.

Article V BID Board

Number and Designation: **The BID Board shall consist of 14 members plus one representative from the Village Board. Twelve members shall be business owners within the BID District and two members may be Shorewood residents. Resident members are chosen for their expertise in areas**

that are beneficial to the BID. One resident member shall have business experience and oversee mentoring services for new businesses. Commercial property owners within the BID District may also serve as a board member. The affairs of the BID shall be managed by the BID Board, as identified in the Plan. In ~~November~~ **September** of each calendar year, the Board Chair shall appoint a Nominating Committee to solicit potential candidates from the BID district to fill any vacancies or replace board members. The Nominating Committee will prepare and distribute a slate of candidates to the board at the regular December meeting for approval. Upon approval by the Board of Directors, the Board shall forward the slate of candidate(s) for appointment to the BID Board by the Village President. ⁱⁱ

Term of Board Member: Appointment to the Board shall be for a period of three years each, except that initially four members of the BID Board shall be appointed for a two-year term each, and four members of the BID Board for a term of one year. Each BID Board members' term shall expire on December 31st unless sooner terminated as required herein: but a BID Board member shall remain empowered until the appointment of such party's successor.

Board Meetings: Board meetings shall be held at such times as the Board deems necessary, upon at least as much notice as is required by the Open Meetings Law. All Board members are expected to actively participate in meetings and to notify the Chairperson or designee if unable to attend. Missing two regularly scheduled meetings without prior notification shall be grounds for removal from the Board. A quorum shall consist of 7 members of the Board. Except as otherwise provided herein, all votes of the Board shall be by simple majority. The Board's meetings and Members' meeting are public meetings and their records are public records subject to Wisconsin open meeting laws and public records laws.

Resignation and Removal: A Board member may resign by filing a written resignation with the Secretary. Any Board member may be removed by an affirmative vote of two-thirds of the total Board whenever, in its judgement, the best interests of the BID would be served thereby, after notice and opportunity for a hearing afforded the Board member in question. Upon vacancy being created on the Board, the Board shall petition the Village President to appoint a replacement nominated by the Board.

Article VI Officers

Officers Generally: The officers of the BID shall be Chairperson, Vice Chairperson, Secretary and Treasurer nominated and elected by the Board; except that, at the appointment of the initial board, the Village President shall designate one Board member as Chairman until the Board can elect its officers. The officers shall be Board members and shall be elected by the Board annually at the first regular scheduled meeting of the Board subsequently to the appointment by the Village President and confirmation by the Village Board, of the new Board members. The officers shall serve at the pleasure of the Board. Any officer elected or appointed by the Board may be removed by an affirmative vote of two-thirds of the total Board whenever, in its judgement, the best interests of the BID would be served thereby.

Chairperson: The Chairperson shall preside at all meetings of the Board and of the Members. The Chairperson may sign with the Secretary, or any other proper officer of the organization authorized by the Board, any deed, mortgage, bond, contract, or other instrument which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated to some other officer or agent of the organization. In general, the Chairperson shall perform all duties incident of the office of Chairperson and such other duties that shall be prescribed by the Board from time to time.

Vice-Chairperson: In the absence of the Chairperson or in the event of the Chairperson's inability or refusal to act, the Vice-Chairperson shall perform the duties of the Chairperson, and, when acting, shall

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have all the powers of and be subject to, all restrictions upon the Chairperson. The Vice-Chairperson shall perform other duties as from time to time may be assigned by the Chairperson or by the Board.

Secretary: The Secretary shall keep the permanent minutes of the meetings of the Board and of the Members ~~in one or more books provided for that purpose~~; see that all notices are duly given in accordance with the provisions of these bylaws, or as required by law; be custodian of the records; keep a register of the name and address of each Member; and, in general, perform all duties incident to the office of the Secretary and such other duties as may be assigned from time to time by the Chairperson.

Treasurer: The Treasurer shall have charge and custody of and be responsible for all funds and securities of the BID. The Treasurer shall perform all duties incident to the office of the Treasurer and such other duties as from time to time may be assigned by the Board. The Treasurer and Chairperson shall prepare annual operating budgets showing income and expenses to be presented to the Board for approval.

Article VIII BID Liaison

The BID Board of Directors may approve a contract for an Executive Director to carry out the tasks of the BID Board and other professional services as deemed necessary and identified in the Annual Operating Plan. The Executive Director may be assigned duties of the Officers as determined by the position description.

Article VIII Financial

The Chairperson or the Treasurer is authorized on behalf of the organization to open such bank accounts, checking accounts, or accounts with a Village of Shorewood financial institution as the BID Board may authorize. The authorized signers of checks or withdrawal orders in connection with any such account shall be any two of the officers whose names and signatures shall have been certified to such financial institutions from time to time by the Secretary of the BID, and at least one who shall be the Chairperson or Treasurer of the BID. Any financial institution shall be fully protected in relying on any such certification by the Secretary until it shall have received written notice of change in such of office or such signing authority.

All invoices for goods supplies or services rendered to the BID shall be approved for payment by the Chairperson of the BID and payment will be made by procedures established by the Chairperson and Treasurer.

Board member may make application for the Chairperson for the reimbursement of out-of-pocket expenses up to \$100.00. Reimbursement for out-of-pocket expenses in excess of \$100.000 will require prior approval according to the procedures established by the Chairperson.

Article IX Fiscal Year

The Fiscal Year of the organization shall be the calendar year.

Article X Non-profit and Non-partisan

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The Shorewood Business Improvement District shall be non-profit, non-partisan and non-sectarian and shall take no part in or lead its influence, facilities, either directly or indirectly, to the nomination, election, or appointment of any candidate for public office in the Village, County, State, or Nation.

Article XI
Amendment of By-Laws

These bylaws may be amended to the extent not in conflict with Sec. 66.608 WI Stats. Or the BID Plan, by an amendment adopted at two consecutive regular meetings of the Board. ~~Any other amendments may also be adopted by the Board of Trustees of the Village of Shorewood.~~

Article XII
Member and Officer Liability

No officer or member of the BID Board may be liable to members unless the officer of BID Board members has been determined to have acted in bad faith.

Article XIII
Other organizations

The BID shall be a separate entity from any other organization.

ⁱ This section amended at the March 15th, 2006 board meeting.

ⁱⁱ This section amended at the March 21st, 2007 board meeting.