

**BYLAWS OF  
DECATUR MAIN STREET**

**Article I -- TITLE**

Section 1. This Organization shall be known as Decatur Main Street.

**Article II -- PURPOSES**

Section 1. To stimulate downtown revitalization and to preserve the historic commercial core area in Decatur through --

- organization (encouraging cooperation and building leadership in the business community)
- design (improving the appearance of the downtown)
- promotion (creating a positive image for the downtown by promoting the downtown as an exciting place to live, shop, and invest)
- economic restructuring (strengthening and expanding the economic base of the downtown)

The corporation's area shall mean to include all structures, attractions, and properties as described as Downtown District in the Comprehensive Plan of 2010 for the City of Decatur, Indiana.

Section 2. To assist and enable expansion of business through construction and building rehabilitation projects benefiting the city's unemployed, and to combat downtown and neighborhood deterioration by promoting growth and development of business in the defined corporation area.

Section 3. To conduct charitable and educational activities necessary and appropriate to alleviate potential problems of blight and deterioration in the corporation area.

Section 4. To provide facilities, personnel, services, and funds to achieve the charitable and educational purposes of the corporation, including the providing of training and extension of technical assistance, financial aid, and counsel to business and investors in the corporation area.

Section 5. To receive, administer, and distribute funds in connection with any activities related to the above purposes; provided, however, that the Organization shall only engage in activities that are in the scope of Section 501 (c) (3) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law.

Section 6. To qualify as a not-for-profit, tax-exempt organization pursuant to Section 501 (c) (3) of the Internal Revenue Code of 1954, as now or hereafter amended. In

order to carry out such intent, no part of the net earnings of the Organization shall inure to the benefit of any of its members of any other individual.

No part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 7. Upon dissolution of the corporation, the residual assets of the corporation shall be distributed to a private, not-for-profit corporation which is an exempt organization as described in Section 501 (c) (3) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law.

### **Article III -- BOARD OF DIRECTORS**

Section 1. The Board of Directors shall consist of not less than five (5) or more than thirteen (13) members representing a diverse cross-section of the community, except in the first two years of organization when there shall be eight (8) members.

Section 2. The Board of Directors shall be responsible for the policy of the Organization, control the property of the Organization, be responsible for its finances, and generally direct its affairs.

Section 3. The selection and election of members of the Board of Directors shall be held as follows:

- a. At the regular September meeting of the Board of Directors, the President shall appoint a nominating committee consisting of three members of the Organization.
- b. At the October meeting, the nominating Committee report shall be presented. Nominations may also be made from the floor.
- c. Within ten (10) days after the October meeting, the Secretary shall mail to all members in good standing a ballot listing the names of all candidates with instruction that the completed ballot be returned by the November meeting.
- d. At the annual of the Organization, the results of the election shall be announced.

e. The term of office for each Director shall be three (3) years, except in the second year of operation of the Organization, where one-half of the Directors shall be elected to a term of one year, one-fourth elected to a two-year term, and one-fourth elected to a three-year term.

f. Directors may be re-elected for two consecutive terms.

Section 4. The Board of Directors shall provide for the indemnification by the Organization of any and all of its Directors or former Directors against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding, in which they are made parties, or a party, by reason of having been Directors for the Organization, except in relation to matters as to which such Director(s) shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

Section 5. Any member of the Board of Directors absent for three (3) consecutive meetings without prior notice and/or just cause shall be removed from said Board, and such action shall become a matter of permanent record.

Section 6. Any vacancy occurring in the Board of Directors shall be filled by a vote of the current members of the Board of Directors, except during the first two years of organization when a seat may be left vacant at the discretion of the President. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 7. All new members of the Board of Directors shall participate in an orientation program familiarizing them with the goals and objectives of the Organization and with their responsibilities as members of the Board of Directors. The orientation program shall be the responsibility of the outgoing officers of the Board and is to be completed within the first quarter of the fiscal year.

#### **Article IV -- OFFICERS**

Section 1. At the January meeting of the Board of Directors, the Board shall elect officers for the Organization. Officers will be elected from members of the Board.

Section 2. All officers shall serve for a one-year term or until their successor is appointed or elected.

a. The President shall preside at all meetings and generally supervise all matters of interest to the Organization.

b. The Vice-President shall assist the President and act in his/her absence.

- c. The Secretary shall record the minutes of all meeting, distribute them to the Board with meeting notices, and be responsible for the preservation of all documents.
- d. The Treasurer shall collect and record all dues and fees, disburse funds as approved by the Board of Directors, and periodically report to the Board of Directors all receipts and expenditures and the continuing balance.
- e. The immediate past-President will be an ex-officio member.

Section 3. The Executive Committee shall consist of the officers and one member of the Board elected by the Directors, and shall act for and on behalf of the Board of Directors when it is not in session. The Executive Committee shall be accountable to the Board of Directors for its actions. The President shall serve as Chairman of the Executive Committee.

**Article V -- COMMITTEES**

Section 1. The President, by and with the approval of the Board of Directors, shall appoint chairpersons to the following committees --

- membership and development
- design
- promotion
- economic restructuring

The Board of Directors may designate or appoint one or more committees in addition to the above- named standing committees.

Section 2. Committee chairpersons shall serve a term concurrent with the term of the appointing president.

Section 3. The Membership and Development Committee shall coordinate the administrative aspects of operating a project management office, including budget development, purchasing, personnel supervision, and record keeping.

Section 4. The Design Committee shall work in areas regarding the visual appearance of downtown Decatur including public improvements, building rehabilitation, signage and graphics, and parking.

Section 5. The Promotion Committee shall work towards marketing an appealing image of downtown Decatur to shoppers, retailers, residents, investors, and visitors.

Section 6. The Economic Restructuring Committee shall work toward improving the economic appeal of the downtown by providing technical assistance to economic development organizations serving Decatur in the areas of retaining and strengthening existing small business and recruiting new businesses to diversify the retail mix; and judiciously developing downtown properties.

Section 7. No action by any member, committee, division, employee, director, or officer shall be binding upon or constitute an expression of the policy of the Organization until it has been approved and endorsed by the Board of Directors.

#### **Article VI -- PROJECT MANAGER**

Section 1. The Board of Directors shall be responsible for appointing a Project Manager for Decatur Main Street.

Section 2. The Project Manager shall manage the daily operations of the Organization. The Project Manager shall be responsible for coordinating the implementation of the Organization's policies and projects, and such other duties as the Board of Directors may require.

Section 3. The Project Manager shall be an ex-officio member of the Board of Directors and shall be present at the Board of Directors' meeting.

Section 4. An evaluation of the Project Manager shall be conducted by the Board of Directors at six (6) months and one year for the first year of appointment. Thereafter evaluations will take place yearly.

Section 5. The Project Manager shall receive for his or her services such compensation as may be determined by the Board of Directors.

#### **Article VII -- MEMBERSHIP**

Section 1. Any person, association, corporation, foundation, partnership, or estate upon completion of the proper admission forms, payment of required fees, and having been approved and accepted by the Board of Directors, may become a member of the Organization.

Section 2. Membership dues and classifications shall be determined by the Board of Directors.

Section 3. Each member in good standing shall be entitled to one vote in any proceeding for which voting by members is required.

Section 4. Any member, whose words or actions have been held by the Board of Directors to be detrimental to the welfare or good standing of the Organization, may, at the option of the Board of Directors, be required to defend such words or actions, and failing to do so in the judgment of the Board, may be expelled from the Organization, and such action shall be a matter of permanent record.

## **Article VIII - MEETINGS**

- Section 1. The annual meeting of the Organization, in compliance with state law, shall be held at a time and place as determined by the Board of Directors. Notice thereof shall be mailed to each member by the Secretary at least ten days prior to said meeting. Six (6) members in good standing shall constitute a quorum.
- Section 2. General meetings of the Organization may be called by the President at any time or upon the petition of at least thirty percent (30%) of members in good standing.
- a. Notice of special meetings shall be mailed to each member by the Secretary at least five (5) days prior to such meeting. Six (6) members in good standing present shall constitute a quorum.
  - b. Board meetings shall be held monthly at a time and place determined by the Board of Directors. Notice, including purpose of said meeting, shall be given to each Director at least three (3) days prior to the meeting. Six (6) directors shall constitute a quorum, except the first two years of organization when seven (7) members shall constitute a quorum.
  - c. Committee meetings may be called at any time by the President or by the committee chairperson.
- Section 3. The parliamentary procedure of all meetings shall be conducted according to Roberts Rules of Order, except where such rules are contrary to these bylaws.

## **Articles IX - FINANCES**

- Section 1. The operating year of the Organization shall be from January 1 to December 31 of the same year.
- Section 2. All funds of the Organization shall be deposited from time to time to the credit of the Organization in such banks, trust companies or other depositories as the Board of Directors may select.
- Section 3. The Board of Directors may accept on behalf of the Organization any contributions, gift bequest, or device for the general purposes or for any special purposes of the Organization.
- Section 4. Within thirty (30) days of the election of the Board of Directors, the Membership and development Committee shall prepare a budget for the upcoming year and submit it to the Board of Directors for approval at the December meeting.

- Section 5. Upon approval of the organization's annual budget by the Board of Directors, the Project Manager is authorized to incur expense on accounts and expenses provided for in the budget without the approval of the Board of Directors.
- Section 6. The Board of Directors of Decatur Main Street will determine each year whether the accounts of Decatur Main Street will be:
- (1) compiled,
  - (2) reviewed, or
  - (3) audited
- This document will be prepared by a certified public accountant and will be available for inspection at all times within the offices of the Organization.
- Section 7. Not later than three (3) months after the close of each fiscal year, the Organization shall prepare:
- a. A balance sheet showing in reasonable detail the financial condition of the Organization at the close of the fiscal year.
  - b. A statement of the source and application of funds showing the results of the operation of the Organization during the fiscal year.
- Section 8. The Project Manager, and other such officers and staff the Board of Directors designates, shall be bonded by a sufficient fidelity bond in an amount determined by the Board and paid for by the Organization.

#### **Article X - GENERAL**

- Section 1. The Organization shall maintain affiliation with the Indiana Main Street Program. All necessary steps to maintain membership in this institution shall be taken.
- Section 2. The President shall appoint an Historian who shall be responsible for maintaining a collection of all media articles pertaining to Decatur Main Street and other articles of historic value. The term of the Historian will coincide with that of the appointing President.

#### **Article XI - AMENDMENTS**

- Section 1. These by-laws may be amended by a two-thirds (2/3) majority of the Board of Directors.
- Section 2. Amendments proposed must be voted at a later time than when they are produced.
- Section 3. Members of the Board of Directors absent from meetings in which amendments are voted upon may vote by signed and written proxy.

Section 4. No amendment shall be approved that in any way adversely affects the Organization qualifications under Section 501 (c) (3) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law.

Date: \_\_\_\_\_