

# **Kinnickinnic Avenue Business Improvement District No. 44**

## **By-Laws**

**Revised: April 1, 2015**

### **Article I: Name and Purpose**

#### Section 1: Name and Purpose

The District, based upon the initial operating plan dated July 2009 approval, pursuant to Wisconsin Statutes section 66.608, was created by the Common Council of the City of Milwaukee. The name of the District shall be the KK BID. The purpose of the district shall be to improve the business climate and streetscape for existing and new district merchants and to ensure a safe, clean environment conducive to business activity.

#### Section 2: Principal Office

The location of the principal office of the District shall be 5130 W. Loomis Rd., Greendale WI 53129 or such other place as may be designated by the Board.

### **Article II: Powers**

The District shall have all powers permitted under Wisconsin Statutes section 66.608, as it may be amended from time to time, provided that the District shall exercise its powers only in accordance with any current operating plan and these By-Laws.

## Article III: Board

### Section 1: Mayoral Appointment

Members shall be appointed to the Board by the Mayor of the City of Milwaukee pursuant to Wisconsin Statutes section 66.608 (3) (a) and the requirements of any current operating plan and these By-Laws.

### Section 2: Number

The Board shall consist of a *maximum* of seven (7) members. *The Board may operate on a quorum of a majority of the number of active at the time of any meeting or action.*

### Section 3: Membership

The Board shall be structured and operate as follows:

- A. *Composition:* Any non-owner appointed to the board shall be a business owner and/or representative of business within the district. The board shall elect its President, Vice-President, Secretary and Treasurer from among its members. Board Members may not hold two positions at one time. Board Members must be present at scheduled meetings; failure to appear (without prior approval of board officers) at a maximum of three meetings may result in loss of board membership per majority of remaining Board Members.
- B. *Term:* Appointments to the Board shall be for a period of three years except that initially three members shall be appointed for a period of three years, two members shall be appointed for a period of two years, and five members shall be appointed for a one year period. Members can continue to serve on the Board beyond membership expiration if a replacement member is not appointed by the Mayor. Members of the board can be re-elected.
- C. *Compensation:* None.

- D. *Resignation and Removal:* A member of the Board may resign at any time by filing his or her resignation with the President, Executive Director (in all instances where the Executive Director is mentioned – it is with understanding of if/when an Executive Director is hired), or the Board.

A member of the Board of Directors may be removed by a vote of no fewer than two-thirds of the then-active Board members for the following reasons:

1. A member has missed three or more meetings in a calendar period, beginning January 1 of any given year and ending on December 31, of any given year.
2. A member is found to have improperly appropriated funds of the BID.
3. A member violates one of the By-Laws contained herein.

#### **Article IV: Functions**

- A. The Board shall exercise the powers of the District, and promote the District's overall objectives, purposes, and enumerated in any current operating plan.
- B. The Board shall prepare proposed operating plans and operating budgets each year. The Executive Director will assist the Board in the creation and implementation of the operating plans and operating budgets each year. The Executive Director shall act in the best interest of the Board and its members while implementing the current operating plan. The Executive Director and/or Executive Committee may obtain private and public funds, on behalf of the board, to ensure that short and long-term district goals and projects are met.
- C. The Executive Director shall manage the day-to-day operations, expenses, and obligations with the District's and Board Members' best interests being served.
- D. The Board and Executive Director shall manage the affairs of the District and receive and expand funds made available to them in strict accordance with the current operating plan. Outgoing checks must be authorized with two (2) Board Member signatures.
- E. The Board shall respond to requests for public information. Any request for public information received by an individual member of the Board of Directors shall be forwarded to the President of

the Board. The President shall respond to the request in accordance with statutes and ordinances, including the use of counsel, if necessary. Requests for public information shall be considered formal written requests for documents, emails, or other written communications from, among or to members Board of Directors. Requests for public information shall also be considered oral or causal written requests for documents, emails, or other written communications from, among or to members of the Board of Directors. Board members shall not turn over any correspondence, of any type, related to their activity as a member of the Board of Directors, without contacting the President and providing the President with any request for public information.

## **Article V: Executive Committee & Executive Director:**

### Section 1: Number

The officers of the District Board shall consist of a President, Vice-President, Secretary and Treasurer, thus creating the Executive Committee. One (1) Executive Director (when/if hired) will serve the Board.

### Section 2: Election and Term

The Executive Committee and Executive Director shall be elected by the Board among its members at its annual meeting. The officers shall serve terms concurrent with their terms on the Board. The Executive Director will serve a three (3) year term and may resign at any time.

### Section 3: Vacancies

If an officer's seat becomes vacant, the Board shall elect a successor officer from among its members at the next regular meeting or special meeting.

### Section 4: Duties and Powers

The Executive Committee and the Executive Director shall have full authority to implement decisions of Board and implement any current operating plan on behalf of the Board and the District

between the meetings of the Board.

#### Section 5: Meetings

Meetings of the Executive committee shall be held at a time and place selected by the President or Executive Director. Special meetings of the Executive Committee shall be called by the President and/or Executive Director as needed.

Written notice of all regular meetings shall be given five (5) days in advance indicating time, place, and agenda. Said notice may be waived by consent of the Executive Committee members.

### **Article VI: Meetings**

#### Section 1: Annual Meeting

The annual meeting of the Board shall be held each year during the month of July for the purpose of approving an operating plan and annual budget. Each operating plan and annual budget must be approved by two-thirds majority of the entire Board without regard to quorum. Any capital improvements costing more than \$10,000 dollars each or \$30,000 in the aggregate in any one year must be approved by two-thirds majority of the entire Board without regard to quorum. A “capital improvement” is any physical item that is permanently affixed to real estate including, without limitation, street lighting, street, paver, sidewalk, and curb improvements. The term shall not include, among other things, any maintenance equipment or supply, any communications equipment, any vehicles, any seasonal improvement or any holiday lighting or decorations. Any non-capital improvement expenditures costing more than \$5,000 each in any one year must be approved by two-thirds majority of the entire Board without regard to quorum.

#### Section 2: Regular Meetings

The regular meetings of the Board shall be held at least four times per year at a time and place designated by the Executive Director and/or President. The time and place designated shall be on a regular business day and at some location within the District.

### Section 3: Special Meetings

Special meetings of the Board may be called at the request of the Executive Director (when/if hired), President, or by a member of the Board by petition signed by at least one-third of the Board and properly filed with the Executive Director and/or President.

### Section 4: Telephone or Electronic Attendance at Meetings

A Board member or members may request to participate in a scheduled or special meeting telephonically or electronically, and the Executive Director and/or President shall make reasonable efforts to accommodate such requests. Any Board member participating in a meeting telephonically or electronically shall be counted towards the total number of board members present for meeting quorum requirements provided for under section below, and shall be permitted to vote on any matter before the Board at that meeting.

### Section 5: Notice

Notice of all meetings shall be provided in accordance with the open meetings law if and as legally required by the Secretary. In addition, notice of each meeting shall be given to each member of the Board by written notice delivered by electronic mail or in person no less than one week prior to the meeting. The failure of any member to receive actual notice shall not invalidate the meeting or any proceedings conducted at the meeting. Notice of special meetings shall be given not less than two days prior to the meeting. The presence of any member shall be deemed a waiver of notice as to such member unless such member objects at the opening of the meeting to the holding of the meeting because of failure to give proper notice. Members may waive notice of any meeting in writing to the Executive Director (when/if hired) and/or President.

### Section 6: Quorum

For the purposes of any regular or special meeting, four (4) members of the Board shall constitute a quorum.

Section 7: Voting

At All meetings of the Board, each member shall have one vote. Proxy votes shall be permitted only to extent permitted by law.

Section 8: Minutes

The Executive Director and/or Secretary shall keep a correct and complete record of all District proceedings which shall be made available to the public in accordance with public records requirements.

Section 9: Procedure

All Meetings of the Board shall be governed by these By-Laws or Robert's Rules of Order in all matters not covered therein.

**Article VII: Amendments**

Except as set forth in the next sentence, these By-Laws may be amended by the affirmative vote of two-thirds of the entire Board without regard to quorum at a duly called meeting.

**Article VIII: Indemnification, Limited Liability and Insurance**

Section 1: Liability of Board Members, Officers, and Executive Director

The members of the Board, Officers, and Executive Director shall not be liable to owners or occupants of property within the District arising out of or related to the creation or existence of the District or the Board or for any mistake of judgment, failure to adhere to the provisions of any operating plan or these By-Laws, negligence or otherwise, except for their own individual willful misconduct or bad faith. The District shall indemnify, defend and hold harmless each member and Executive Director of the Board against all contractual liability (including, without limitation, reasonable attorney's fees and court

costs) to others arising out of contracts made by the Board on behalf of the District unless any such contract shall have been made in bad faith. It is intended that the members of the Board shall have no personal liability with respect to any contract made by them on behalf of the District. Anything herein to the contrary notwithstanding, the liability of the owners and occupants or property located within the District arising out of any contract made by the Board or out of the indemnity in favor of the members of the Board shall be shared by all owners and occupants of property subject to assessments by the District in proportion to the assessed valuation of their property relative to the total assessed valuation of property within the District, and the liability of any single owner or occupant shall be limited to such proportionate share of the total liability.

#### Section 2: Allowance of Expenses as Incurred

The Board or Executive Director may pay or reimburse his or her reasonable expenses as incurred in connection with the performance of his or her official duties as a Board Member, Officer, or Executive Director.

#### Section 3: Severability of Provisions

The provisions of this Article and the several rights to indemnification, advancement of expenses and limitation of liability created hereby are independent and severable and, in the event that any such provision and/or right shall be held by a court of competent jurisdiction in which a proceeding relating to such provisions and/or right is brought to be against public policy or otherwise to be unenforceable, the other provisions of this Article shall remain enforceable and in full effect.

#### Section 4: Insurance

The board shall use its best efforts to purchase and maintain insurance on behalf of any person who is or was a Board Member, Officer, or Executive Director of the district, to the extent that such Board Member, Officer, Executive Director is insurable and such insurance coverage can be secured by the Board at rates, and in amounts and subject to such terms and conditions as shall be determined in good faith to be reasonable and appropriate by the Board, and whose determination shall be conclusive, against liability asserted against or incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the District would have the power to indemnify him or her against such liability under the provisions of this Article.

#### Section 5: Benefit

The rights to indemnification and advancement of expenses provided by, or granted pursuant to, this Article shall continue as to a person who has ceased to be a Board Member, Officer, or Executive Director and shall inure to the benefit of the heirs, executors and administrators of such a person.

#### Section 6: Amendment

No amendment or repeal of this Article shall be effective to reduce the obligation under this Article with respect to any proceeding based upon occurrences which take place prior to such amendment or appeal.

### **Article IX: Termination**

Shall the District Board incur obligations extending beyond five years from the date of the commencement of the obligation; the District and Board shall remain in operation and prepare annual operating plans and annual budgets until such obligations are satisfied. At the end of the obligations the District may contemplate termination of the District as set forth in Wisconsin Statutes section 66.608(b), unless 60% of the valuation of all property assessed by the District affirmatively vote to continue the District.