

**Amended Bylaws of the Iowa City Downtown
Self Supported Municipal Improvement District**

Article I: Name and Purpose

Section 1: Name

1.1 This Corporation shall be known as the "Iowa City Downtown Self-Supported Municipal Improvement District" (SSMID).

1.2 The SSMID shall operate under an informal name, dba "Iowa City Downtown District" (ICDD), hereafter referred to as ICDD.

Section 2: Purpose

2.1 The ICDD is organized as a 501(c)(6) non-profit corporation with the purpose of:

- a) Advancing the economic, professional, cultural, and civic welfare of the defined geographic boundaries of the ICDD as outlined on Exhibit A attached hereto in Iowa City.
- b) Encouraging growth of existing businesses and identifying new businesses seeking to locate in downtown Iowa City.
- c) Increasing consumer traffic.
- d) Enhancing the safety, cleanliness, beautification and landscape of the ICDD.
- e) Displaying public or private art.
- f) Supporting and/or implementing activities determined to be beneficial to the ICDD and opposing those determined to be detrimental.

Article II: Office

Section 1: Office

3.1 The primary office of the ICDD in the state of Iowa shall be located in the city of Iowa City, in the county of Johnson. The office shall be located within the boundaries of the ICDD. The Board of Directors may change the principal office at any time. The ICDD may have such other offices as the Board of Directors may designate or as the business of the ICDD may require from time to time.

Article III: Membership

Section 1: Eligibility

1.1 Membership in the ICDD shall include the following that provide consent, or affirmative action evidencing consent, to membership:

- a) Any individual, partnership, corporation, or other legal entity which owns property within the defined geographic boundaries of the ICDD, as outlined on Exhibit A attached hereto;
- b) Any individual, partnership, corporation, or other legal entity which operates a business within the defined geographic boundaries of the ICDD, as outlined on Exhibit A attached hereto;
- c) Any organization outlined herein as having an ex-officio seat on the Board of Directors; and
- d) Individuals, private or public entities that apply for and are afforded membership as provided by policy.

Section 2: Termination

2.1 Membership in the ICDD may be terminated in the following manner:

- a) Written resignation submitted to the Board of Directors.
- b) By vote of the majority of the ICDD Board of Directors at a regular meeting of the Board.

Section 3: Voting

3.1 Every member shall be entitled to one vote in any referendum or membership meeting.

Section 4: Membership Meetings

4.1 A full membership meeting shall take place annually at such a time and place as determined by the Board of Directors, and notice thereof mailed first class or emailed to each member a minimum of fourteen (14) calendar days prior to the meeting date.

4.2 Special meetings of the ICDD may be called by the Board of Directors President at any time, or upon petition in writing of fifteen percent (15%) of members in good standing. Notice of such special meetings shall be mailed or emailed to each member a minimum of fourteen calendar days (14) days prior to the meeting date. Special meetings shall be held at such place as determined by the Board of Directors.

Section 5: Quorum

5.1 At any duly called membership meeting of the ICDD, a quorum shall be twenty percent (20%) of the ICDD membership.

Article IV: Board of Directors

Section 1: General Powers

1.1 The business and affairs of the ICDD shall be managed under the direction of its Board of Directors.

Section 2: Membership

2.1 The Board of Directors and all committees of the organization, if not otherwise provided by law, shall be made up of a minimum of fifty percent (50%) of those identifying as female.

2.2 The Board of Directors shall be composed of up to twenty-four (24) members serving terms which begin on July 1.

2.3 Board members have staggered three (3) year terms and new members shall be appointed by a vote of the outgoing Board of that current term year. The initial staggered terms shall be configured according to policy set by the outgoing Board of Directors.

a) Board membership shall consist of the following voting members:

i. Seats #1 and #2 - Two (2) from property owners or their representatives from a single property that has an assessed value in excess of 1.0% of the total assessed value of property in the District as of January 1, 2016.

ii. Seats #3 and #4 - Two (2) from property owners or their representatives from a single property that has an assessed value less than 1.0% of the total assessed value of property in the District as of January 1, 2016.

iii. Seats #5 and #6 - Two (2) from business owners that lease more than 2,000 square feet of commercial space in the District.

iv. Seats #7 and #8 - Two (2) from business owners that lease less than 2,000 square feet of commercial space in the District.

v. Seat #9 - One (1) from a business in the Northside Marketplace area.

vi. Seat #10 - One (1) from a business that holds a liquor license in the District.

vii. Seat #11 - One (1) from a nonprofit or cultural entity in the District.

viii. Seat #12 - One (1) from an office use business in the District.

ix. Seat #13 - One (1) voting ex-officio member of The University of Iowa.

x. Board membership may consist of up to four (4) other stakeholders of the District.

b) The Board may also include (7) non-voting ex-officio members, including representatives from the following organizations or similarly defined community organizations and entities, such as:

- i. City of Iowa City
 - ii. Iowa City Area Economic Development Agency
 - iii. Better Together Community Development Corporation
 - iv. Think Iowa City
 - v. Summer of the Arts
 - vi. University of Iowa Student Government
- c) Board membership shall include the Executive Director as an ex-officio, non-voting member.

Section 3: Meetings

3.1 A regular meeting of the Board of Directors shall be held a minimum of once a month. Exceptions shall be agreed upon by a majority of Directors.

3.2 Additional meetings may be called by the President or upon written application of any eight (8) members of the Board. Notice and purpose of such meetings shall be given to each Director a minimum of three (3) calendar days prior to the meeting date.

3.3 The minutes of any meeting shall be approved at the next succeeding meeting of the Board of Directors.

Section 4: Responsibilities

4.1 The Board of Directors shall manage the business of the ICDD. The Directors shall exercise all such powers of the ICDD and do all lawful acts as allowed by statute and Amended & Restated Articles of Incorporation.

4.2 Each Director shall serve on a minimum of one (1) committee.

Section 5: Election

5.1 The Nominations Committee shall recruit nominees and shall submit a slate of names to the Board of Directors to replace Directors who have fulfilled their term(s). Directors may not serve more than two full consecutive terms. The terms of the Directors shall be staggered so that approximately one-third of the total number of Directors are elected each year.

5.2 The only Director that may serve more than six (6) years as a Director is the Past-President. The Past-President may serve one additional year for a total of seven (7) years as a Director.

5.3 The Board of Directors shall approve nominees by a majority vote. Newly appointed Directors shall assume their duties on July 1.

Section 6: Vacancies

6.1 Vacancies on the Board of Directors shall be filled by the Board by a majority vote. Directors appointed to fill vacant positions on the Board shall represent the constituent vacated seat and serve the remainder of the term to which they were appointed.

Section 7: Removal & Resignation

7.1 Should any Director fail to attend three (3) consecutive meetings, the President may submit notice in writing that said Director shall provide reason for their absence. Should a satisfactory explanation not be received within seven (7) calendar days, the Director may cease to be an active member of the Board and shall be duly notified.

Article V: Officers and Duties

Section 1: Officers

- 1.1 On July 1 every two years, the previous President shall be the Past President and the President-elect shall be the President for the next two fiscal years.
- 1.2 The Board of Directors shall hold elections for Treasurer, and Secretary at its last meeting of the fiscal year and the President-elect every two years at the last meeting of that fiscal year.
- 1.3 All officers shall take office on July 1.

Section 2: President

- 2.1 The President shall be a member in good standing of the ICDD and shall preside at all meetings of the ICDD and shall chair its Executive Committee.
- 2.2 The President shall determine the need for any special committees, select Directors for such committees and oversee said committee activity.
- 2.3 The President shall be a two-year consecutive appointment.
- 2.4 The President shall perform any other duties the Executive Committee, or Board of Directors assigns to them.

Section 3: President-Elect

- 3.1 The President-elect shall be a member in good standing of the ICDD and shall perform all duties of the President in the absence of the President.
- 3.2 The President-elect shall chair a minimum of one standing or special committee.
- 3.3 The President-Elect shall be a two-year consecutive appointment.
- 3.4 The President-elect shall perform any other duties the President, Executive Committee, or Board of Directors assigns them.

Section 4: Past President

- 4.1 The past President shall be a member in good standing of the ICDD and shall plan, implement and oversee the officer election process for the Board of Directors.
- 4.2 The past President shall assume the duties of the President-elect in the absence of the President-elect.
- 4.3 The past President shall be a two-year consecutive appointment.
- 4.4 The past President shall perform any other duties the President, Executive Committee, or Board of Directors assigns to them.
- 4.5 In the event there is no past President for any reason, the Board of Directors shall select a Director from those who have served as a member of the Executive Committee to serve as past President
- 4.6 The past President shall chair the Nominations Committee.

Section 5: Treasurer

- 5.1 The Treasurer shall be a member in good standing of the ICDD and will be chief financial officer of the ICDD.
- 5.2 The Treasurer shall be responsible for overseeing the operational budget of the organization and shall assist in the filing of the ICDD's annual tax return.
- 5.3 The Treasurer shall give a bond for the faithful discharge of his or her duties in the sum determined by the Board of Directors. The ICDD shall cover all costs of said bond.
- 5.4 The Treasurer shall perform any other duties the President, Executive Committee, or Board of Directors assigns to them.
- 5.5 The Treasurer shall chair the Finance Committee.

Section 6: Secretary

- 6.1 The Secretary shall be a member in good standing of the ICDD.
- 6.2 The Secretary shall be responsible for taking minutes of Board meetings and distributing them in a timely manner.
- 6.3 The Secretary shall review when organizational policies were last updated and recommend a timetable for further updates to the Executive Committee or appropriate Board committee(s).
- 6.4 The Secretary shall perform any other duties the President, Executive Committee, or Board of Directors assigns to them.
- 6.5 The Secretary shall chair a minimum of one standing or special committee.

Section 7: Removal and Resignation

- 7.1 Any officer may be removed by majority vote of the Board of Directors whenever, in the Board's judgment, the best interests of the ICDD would be served by removal.
- 7.2 Any officer may resign by written notice to the Board of Directors.

Article VI: Committees

Section 1: Appointment and Authority

- 1.1 The President shall appoint all committees subject to confirmation by the Board of Directors. Chairpersons of standing committees shall be appointed to one-year terms by the Board of Directors.
- 1.2 It shall be the function of the committees to study and make recommendations to the Board of Directors.
- 1.3 No committee shall take or make public or formal action, or make public any resolution, or in any way commit the ICDD to a question of policy without first receiving the approval of the Board of Directors.
- 1.4 Special committees shall be discharged by the President when their work has been completed and their reports accepted, or when, in the opinion of the Board of Directors, it is expedient to discontinue the committee.
- 1.5 Committees may select members not on the Board of Directors to serve each year.

Section 2: Standing Committees

2.1: Executive Committee

- a) The Executive Committee shall be chaired by the President of the Board of Directors and shall consist of the President, President-Elect, Past-President, Treasurer, and Secretary. The Executive Director shall serve on the Executive Committee in an ex-officio, non-voting capacity.
- b) The Executive Committee shall conduct an annual performance review of the Executive Director and shall determine annual compensation subject to approval by the Board of Directors.

2.2 Finance Committee

- a) The Finance Committee shall be chaired by the Board Treasurer. The Board President shall serve on the Finance Committee and the Executive Director shall serve with ex-officio, non-voting status.
- b) The Finance Committee shall create an annual operating budget to be presented to the Board of Directors for approval prior to entering each new fiscal year.
- c) The Finance Committee shall meet regularly to assess the ICDD's financial standing.
- d) The Finance Committee shall consist of a minimum of three (3) Directors.

2.3 Legislative Committee

- a) The Legislative Committee shall plan and implement engagement with City Council of Iowa City candidates prior to elections.

- b) The Legislative Committee shall advise and draft the organization's advocacy agenda.
- c) The Legislative Committee shall create and implement policies about those seeking investment in ICDD who are not property and/or business owners within the ICDD.
- c) The Legislative Committee shall consist of a minimum of three (3) Directors.

2.4 Nominations Committee

- a) The Nominations Committee shall recruit candidates to fill open and upcoming Board of Directors positions.
- b) The Nominations Committee shall nominate Officer positions.
- b) The Nominations Committee shall plan and implement the annual membership meeting.
- c) The Nominations Committee shall be chaired by the Past- President and consist of a minimum of three (3) Directors

2.5 Advisory Board to the City Council

There shall be an Advisory Board for the District and the Advisory Board shall report, as required, to the City Council of Iowa City as requested. The Advisory Board is comprised of the ICDD current Board President, President-Elect Treasurer, Secretary, and Past-President.

Article VII: Operating the Organization

Section 1: Fiscal Year.

1.1 The ICDD fiscal year shall run July 1-June 30.

Section 2: Custody of Funds

2.1 All funds, regular or special, shall be deposited in the name of the ICDD at a local financial institution as the Board of Directors may deem advisable, as an official depository of the ICDD.

Section 3: Budget

3.1 The Finance Committee shall prepare and submit the next fiscal year's budget to the Board of Directors near the end of each fiscal year setting forth the anticipated income of the ICDD from all sources and setting forth allocations for anticipated operating expenses, reserve requirements and contingent funds required for the ensuing year.

3.2 The Board of Directors shall approve or amend such budget and reapportion funds during the year.

Section 4: Signing Powers

4.1 All payments greater than \$5,000 remitted on behalf of the ICDD require approval, and if needed, two signatures. Only the President, President-elect, and Executive Director shall have signatory powers for ICDD funds.

4.2 The Executive Director shall review and approve any purchases made by ICDD employees using any ICDD-authorized credit cards.

Section 5: Expenditures

5.1 Expenditures of up to \$5,000 are at the discretion of the Executive Director. Non-budgeted expenditures above \$5,000 require approval of the Board of Directors.

Article VIII: Staff

Section 1:

1.1 The ICDD shall employ staff members to administer the fiscal business of ICDD in accordance with the policies established by the Board of Directors, and as delegated by and under the supervision of the Board of Directors.

a) Executive Director

- i. The Executive Director's job description shall be determined and approved by the Board of Directors. The Board of Directors shall hire, supervise and annually evaluate the Executive Director.
- ii. The Executive Director shall give a bond for the faithful discharge of his or her duties in the sum and with the surety determined by the Board of Directors. The ICDD shall cover all costs of said bond.
- iii. The Executive Director shall manage and direct the administrative activities of ICDD, all in accordance with the structure, budgets, and policies established by the Board of Directors.
- iv. Carry out the policies and programs established by the Board of Directors.
- v. Employ such full-time and part-time staff and consultants as approved by the Board and as appropriate to carry out the policies and programs established by the Board of Directors.
- vi. Be in charge of the day-to-day operations of those policies and programs.
- vii. Perform such other duties as may be assigned from time to time by the Board of Directors.

Article IX: Indemnification

Section 1:

1.1 Unless otherwise prohibited by law, the ICDD shall indemnify any director or officer or any former director or officer, and may by resolution of the Board of Directors indemnify any employee, against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a director, officer or employee. However, there shall be no indemnification in relation to matters as to which they shall be adjudged to be guilty of a criminal offense or liable to the ICDD for damages arising out of their own gross negligence in the performance of a duty to the ICDD.

1.2 Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such director, officer, or employee. ICDD may advance expenses or, where appropriate, may itself undertake the defense of any director, officer, or employee. However, such director, officer, or employee shall repay such expenses if it should be ultimately determined that they are not entitled to indemnification under this Article.

1.3 The Board of Directors shall also authorize the purchase of insurance on behalf of any director, officer, employee, or other agent against any liability incurred which arises out of such person's status as a director, officer, employee, or agent, whether or not the ICDD would have the power to indemnify the person against that liability under law.

Article X: Parliamentary Authority

Section 1: Robert's Rules of Order

1.1 All Board of Directors meetings and committee meetings shall be conducted under Robert's Rules of Order 12th Edition.

Article XI: Amendment

Section 1: Revisions

1.1 ICDD bylaws may be amended or altered by a three-quarters (3/4) vote of the Directors present at any Board of Directors meeting, provided a quorum is met and fourteen (14) calendar days notice has been provided by the Board of Directors or by two-thirds (2/3) vote of members present at any regular or special membership meeting of the ICDD, provided quorum is met and fourteen (14) calendar days notice has been provided to ICDD membership.

Bylaws Amendments approved January 10, 2012.

Revisions approved September 27, 2012, include:

1. Number of Directors
2. Fiscal year dates
3. Director term start date to coincide with new fiscal year.
4. Title of employees.

Revisions approved June 26, 2013, include:

1. Executive Committee committee chair responsibilities
2. Title of employees
3. Clarification of bylaw amendments.

Revisions approved January 28, 2016, include:

1. SSMID to ICDD
2. Remove Dues section
3. Add Gender Balance ratio
4. Add staggered terms for Board members
5. Remove special events and marketing committees as standing committees
6. Remove specifics about staffing other than the Executive Director
7. Updated map of SSMID boundaries

Revisions approved July 27, 2023 include:

1. Change him/his or her/hers to they/them/their
2. Change wording on gender balance ratio
3. Change seats #5,6, 7 & 8 to 2,000 sqft from 3,000 sqft
4. Added 2-year term limit for President, President-Elect, & Past- President
5. Remove membership committee
6. Add Legislative & Nominations committees as standing committees

Exhibit A

