
B Y L A W S

DOWNTOWN BUSINESS IMPROVEMENT DISTRICT COMMISSION

BE IT KNOWN THAT the undersigned, acting as a management agency for the Downtown Rome Business Improvement District, formed pursuant to OCGA 36-43-4, the Business Improvement District Act, and by ordinance of the City of Rome, does hereby sign and acknowledge the following Bylaws for the purpose of governing the Business Improvement District:

ARTICLE I **NAME, OFFICE AND PURPOSE**

SECTION 1. NAME - The Business Improvement District shall be managed by an agency known as the Downtown Business Improvement District Commission ("Commission"), which shall be governed by a Board of Directors ("Board").

SECTION 2. OFFICE - The Commission shall maintain a principal office within the district in the City of Rome, County of Floyd, and State of Georgia.

SECTION 3. FISCAL YEAR - The fiscal year of the Commission shall be the calendar year.

SECTION 4. PURPOSE - The Commission is organized to carry out activities to enhance business and to promote improvements that will help local citizen's, business operators, and tourists experience an environment and character which better responds to the local and regional history of this area, thereby projecting a positive image of downtown Rome as the center of commerce, government and social activity for the area. In furtherance of such purpose, the Commission is organized and will be primarily operated as follows:

(1) The Commission is organized as a district management agency representing real property owners and business owners within a business improvement district which shall be located within the City of Rome, Georgia (the "District"), and established pursuant to the Business Improvement District Act and an ordinance adopted by the City of Rome as required by the Business Improvement District Act (the "BID Managing Commission Ordinance").

(2) The purpose of the Commission is to assist the City of Rome, the property owners and business owners within the District and the public in promoting economic growth and development, general welfare within, and preserving and enhancing the function and appearance of that certain geographical area comprising the District as shall be more particularly described in the Business Improvement District Ordinance.

(3) The Commission will execute programs to improve the local business climate and provide

administrative and other supplemental services to benefit the District.

(4) The Commission shall not be operated or carry on any activities, and no part or portion of the assets or net earnings of the Commission shall be used for any purposes not permitted in the management plan as adopted by Ordinance.

(5) The Commission is not organized for pecuniary profit and shall not be operated for the primary purpose of carrying on a trade or business for a profit.

ARTICLE II **POWERS**

SECTION 1: GENERAL POWERS - As a means of accomplishing the purposes of the Commission, the Board shall have all of the statutory powers of a nonprofit organization pursuant to the provisions of the Business Improvement District Act, including, without limitation, the power to:

(1) Adopt by-laws for the regulation of its affairs and the conduct of its business and to prescribe rules, regulations, and policies in connection with the performance of its functions and duties;

(2) Employ persons as may be required, and fix and pay their compensation from funds available to the Commission;

(3) Apply for, accept, administer and comply with the requirements respecting an appropriation of funds or a gift, grant or donation;

(4) Make and execute agreements which may be necessary or convenient to the exercise of the powers and functions of the Commission, including contracts with any non-profit corporation or governmental agency;

(5) Administer and manage funds and accounts and pay obligations;

(6) Enforce the conditions of any loan, grant, sale or lease made by the Commission;

(7) Provide services to the District supplemental to those provided by the City of Rome;

(8) Advertise the District and the businesses included within the District;

(9) Organize and promote special events in the District;

(10) Participate in other governmental programs for which the Commission is qualified and which are

included in the business improvement plan prepared pursuant to the Business Improvement District Act.

(11) Undertake other activities or initiatives within the District as the Commission deems appropriate and which are not inconsistent with these Bylaws.

SECTION 2. LIMITATIONS - The specific powers described herein are not intended to limit or restrict in any manner the general powers of the Commission; provided, however, that the powers of the Commission shall be exercised solely and exclusively to advance the purposes of the Commission as described in these Bylaws and in such manner as is not prohibited by the Business Improvement District Act or the Business Improvement District Ordinance.

SECTION 3. POLITICAL AFFILIATION - No part of the activities of the Commission shall be the carrying on of, or otherwise attempting to influence legislation, and the Commission shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE III **MEMBERSHIP**

SECTION 1. MEMBERSHIP - The following persons or entities shall be entitled to designate one owner or other representative who shall be a member of the District and shall represent the owner or all of the owners of each such parcel of real property:

(1) The owner or owners of each parcel of real property located in the District that is not exempt from the special assessment levied pursuant to the Business Improvement District Act.

(2) The owner or owners of each business located in the District that is not exempt from the special assessment levied pursuant to the Business Improvement District Act.

(3) The owner or owners of each parcel of real property located in the District that is exempt from the special assessment levied pursuant to the Business Improvement District Act but who voluntarily pay such special assessment.

(4) The owner or owners of each Business located in the District that is exempt from the special assessment levied pursuant to the Business Improvement District Act but who voluntarily pay such special assessment

ARTICLE IV **BOARD OF DIRECTORS**

SECTION 1. BOARD OF DIRECTORS - A Board of Directors shall manage the business and affairs of the Commission. The Board shall adopt By-Laws for the Commission. The Board of Directors shall consist of ten (10) members.

SECTION 2. COMPOSITION

1. Two (2) Directors shall be elected owners of real property located within the District or their designees. Property Owner must be owners of record of real property in the District, and shall be an individual or the written designee of a partnership, corporation, limited liability company, or other legal entity which owns real property located within the District. A person shall no longer be eligible to serve as a director when the person or the entity he or she represents ceases to be an owner of record within the District.

2. Two (2) Directors shall be elected owners of businesses located within the District or their designees. A business tenant is defined as an individual, sole proprietorship, partnership, corporation, limited liability company or other legal entity which has an office, either leased or owned, with the District. A person shall no longer be eligible to serve as a director when the person or the entity he or she represents ceases to operate a business with the District.

3. One (1) director shall be a member of the Rome City Commission who serves on the Downtown Development Authority.

4. One (1) director shall be a member of the City of Rome Finance Department and appointed by the City Manager, and who shall be non-voting.

5. Four (4) directors shall be members of the Downtown Development Authority Board of Directors and shall be selected by such Board. Such directors must qualify for membership in the District as set forth above.

SECTION 3. COMPENSATION - A Director shall not receive any compensation for his or her service as a director, but shall be entitled to receive reimbursement for expenses actually incurred in the performance of his or her duties as approved by the Board of Directors

SECTION 4. VACANCIES - Any Director may resign at any time and any such resignation shall be effective upon delivery thereof in writing to the Board.

SECTION 5. PROCEDURE - The most recent edition of Robert Rules of Order to the extent not provided for herein shall govern procedure of meetings of the Commission.

SECTION 6. TERMS - The initial term of office for directors who are property owners shall be three (3) years and shall be two (2) years for each following term. The term of office for business owners shall be two (2) years. Directors appointed by the Mayor and the City manager shall be appointed annually. Directors from the Downtown Development Authority shall serve terms consistent with their terms on the Authority.

ARTICLE V
ELECTION

SECTION 1. PROCESS - In September of each election year, notices shall be mailed to each member stating the qualifications and duties of a director with notice to be signed and returned along with a brief application within fourteen (14) days, if said member would accept the responsibility of a directorship. Ballots containing a list of members qualified to hold office as a director and a brief biography of each shall be mailed to members within thirty (30) days for the return deadline. The members shall cast their votes on said ballot for the appropriate number of directors to be elected. Said signed ballot will be returned within seven (7) days for computation of the results. In the case of a tie, the selection shall be made by the current directors of the commission.

ARTICLE VI
MEETINGS

SECTION 1. MEETINGS. The Board of Directors shall hold the following meetings:

- A. Annual Meeting - A general district membership and public meeting shall be held at least once per year, appropriately advertised in the District at a place convenient to persons concerned with the operation of the District.
- B. Regular meetings - Regular meetings of the Board will be held at least four (4) times per year at a time and place determined by the Board.
- C. Special meetings – Special Meetings of the Board shall be held upon the request of the Chairperson or any three (3) Directors and at such meetings any business of the Commission specified on the notice may be transacted
- D. All meetings will observe the following rules:
 - 1. A simple majority of members of the Board will constitute a quorum
 - 2. Proxies shall not be permitted at any meeting of the Board of Directors.
 - 3. Absences by a Director from any three (3) consecutive meetings of the Board within twelve (12) months of the annual meeting shall constitute good cause for the removal of such Director from the Board.
 - 4. Five affirmative votes shall be necessary to adopt any motion, resolution, or other action.
 - 5. The Chairperson votes.

SECTION 2. NOTICE OF MEETINGS.

Notice of the annual meeting shall be mailed to the last recorded address of each member of record at least seven (7) days and not more than fourteen (14) days before the time appointed for the meeting. All notices of meetings shall set forth the place, date, time, and, except for the annual meeting, the purpose of the meeting. Notice of each regular meeting or

special meeting of the Board of Directors shall be given personally or by telephone to each Director at least seven (7) days before the day of the meeting or by mail at least fourteen (14) days before the day of the meeting and shall state the business to be transacted and the time and place where the meeting is to be held.

ARTICLE VII
OFFICERS

SECTION 1. OFFICERS. The Board of Directors shall elect at its annual meeting a Chairperson, a Vice Chairperson, a Secretary and a Treasurer who shall be current Board members. All Officers shall hold office until the next annual meeting of the Board or until successors have been elected by action of the Board. The Board may also appoint such other Officers as the Board may from time to time determine are necessary. No officer shall hold multiple offices.

SECTION 2. DUTIES AND POWERS OF OFFICERS. Duties of the Chairperson, Vice Chairperson, And Secretary shall be:

- a. The Chairperson shall preside over all meetings, appoint all committees with concurrence of the Board and shall be an ex-officio member of all committees, voting in committee only in case of a tie of all committees.
- b. The Vice Chairperson shall, in the absence of the Chairperson, perform the functions and have the duties of the Chairperson. The Vice Chairperson shall have and perform such other duties as may be prescribed by the Board.
- c. The Secretary shall keep the minutes of all meetings of the Board and shall have custody of all documents.

SECTION 3 ANNUAL REPORT

The Board shall present a report for the latest calendar year, verified by the Chairperson or by a majority of Directors or certified by an independent public or certified public accountant, showing in appropriate detail the assets and liabilities, including principal changes in the assets and liabilities, the revenue or receipts and the expenses or disbursements of the Commission, and the total assessed value of all real estate which is included in the District. Such report shall be filed with the records of the Commission.

ARTICLE VIII
LIMITATIONS OF FUNDS

SECTION 1. LIMITATION OF FUNDS. No funds received from assessments on the real property located in the District or from Business License Surcharge shall be expended except in accordance with the budget adopted or amended pursuant to the

provisions of the Business Improvement District Act and District Plan as adopted by ordinance. The Commission shall not make loans to any of its officers or members

**ARTICLE IX
CONTRACTS**

SECTION 1. CONSULTANTS/CONTRACTORS. The Board may retain consultants and/or independent contractors as it may find desirable and appropriate. The compensation to be paid and responsibilities provided to such consultants and/or independent contractors shall be determined by the Board.

SECTION 2. CONTRACTS. The contracts of the Commission shall be subject to all applicable Provisions of law relating to the bidding and awarding of contracts by the City of Rome.

**ARTICLE X
DISSOLUTION**

Upon dissolution, or upon withdrawal of the Commission's designation as the district management agency pursuant to the Business Improvement District Act and the Business Improvement District Ordinance, all interests in and title to funds held by or for the Commission, and all property of the Commission shall be transferred and assigned to a successor district management agency established pursuant to such Act, or if no successor district management organization exists, to the general fund of the City of Rome, for use in funding the programs as the BID Commission shall direct and designate.

**ARTICLE XI
LIABILITY**

All non compensated officers of the Commission shall be immune from suit and not subject to civil liability arising from the conduct of the affairs of the Commission except when the act or omission of such officer, which gives rise to a cause of action, amounts to willful or wanton misconduct or fraud, or gross negligence. For purposes of this Article, the term "officer" shall include the Commission's officers, directors, and the members of any other governing body of the Commission.

**ARTICLE XII
BY-LAWS**

The power to amend the Bylaws shall be vested exclusively in the BID Commission. These bylaws may be amended by the vote of a majority of Directors at a regular or special meeting of Directors provided thirty (30) days written notice of such meeting shall have been given each Director specifying the amendments to be considered. The initial By-Laws of the Commission shall be adopted by a majority vote of the initial members of the Commission. The power to amend the By-Laws or to repeal the By-Laws and adopt new By-Laws shall be vested exclusively in the Commission.

Adopted June 11, 2007