

BYLAWS OF
DECATUR MAIN STREET
DBA "Heart of Decatur"

Article I – TITLE

Section 1: This Organization shall be known as Decatur Main Street, Inc., doing business as (DBA) "Heart of Decatur," hereinafter referred to as The Organization. Both names may be used interchangeably for branding, marketing, and program operation, with Decatur Main Street, Inc. remaining the formal legal name.

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 the Downtown Main Street District.

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 or 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 with a similar purpose and mission 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 nine (9) or more than thirteen (13) members representing a diverse cross-section of the community,

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. At the November meeting, the Board selects members to fill vacancies on the Board.
- d. Board members begin their terms in January.
- e. The term of office for each Director shall be three (3) years.
- f. Directors may be elected for three 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. 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 program director 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 and must have already served at least one year on the board to be eligible.
- 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 meetings, distribute them to the Board with meeting notices, and be responsible for the preservation of all documents.
 - d. The Treasurer shall be the custodian of funds of the Organization. He/she shall collect all dues and other funds of the Organization and shall disburse all moneys of the Organization in accordance with the instructions of the officers within the budget approved by the Board of Directors. He/she shall keep full and accurate accounts, shall present financial statements, and shall prepare, sign and file all reports required by law or as directed to be filed by the officers of the Organization or the Board of Directors. The Treasurer shall perform all other functions and duties as are customarily performed by a treasurer of a corporation or as may be designated by the Executive Committee or Board of Directors.
 - e. The immediate past-President will be an ex-officio member.
- Section 3 The Organization Committee shall coordinate the administrative aspects of operating a project management office, including budget development, purchasing, personnel supervision, membership, 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, 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 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 V – COMMITTEES

- Section 1 The President, by and with the approval of the Board of Directors, shall appoint chairpersons to the following committees:
- organization
 - 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 Organization Committee shall coordinate the administrative aspects of operating a project management office, including budget development, purchasing, personnel supervision, membership, 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, graphics, and parking.
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- 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 –DIRECTOR

- Section 1 The Board of Directors shall be responsible for appointing a Director for Decatur Main Street.
- Section 2 The Director shall manage the daily operations of the Organization. The Director 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 Director shall be an ex-officio member of the Board of Directors and shall be present at the Board of Directors' meetings.
- Section 4 An evaluation of the Director 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 Director shall receive for his or her services such compensation as may be determined by the Board of Directors.

Article VII – DISTRICT

- Section 1 The Board of Directors will determine the Downtown District and boarders. All businesses, properties, and organizations within this district fall under Decatur Main Street jurisdiction and will be treated as a part of the organization’s mission.

Article VIII - SUPPORTERS

- Section 1 The organization shall operate using a supporter model. Businesses, organizations, government, and institutions may contribute financially or in-kind to support the mission.
- Section 2 Supporter Rights – Supporters provide financial or in-kind assistance but do not possess voting rights, governance authority or Board appointment privileges.
- Section 3 Supporter Levels – The Board may establish supporter levels, benefits and recognition guidelines, which may be revised at any time.
- Section 4 Term of Support – Support status is for one calendar year unless otherwise set by policy.
- Section 5 Revocation – The Board may revoke supporter status for conduct detrimental to the mission or integrity of the Organization.

Article IX – 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 sent 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. A majority plus one 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.

Article X – 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 in a timely manner 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 Organization 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 Director 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 Director, 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 XI – 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 XII – 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, written or electronic 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.