

BYLAWS

ENGLEWOOD SID DISTRICT MANAGEMENT CORPORATION

ARTICLE 1. Corporation Membership and Appointment

Section 1. The Corporation Board of Trustees shall have seven (7) member seats, six (6) of these seats shall be Class A seats filled on a rotating basis by appointment of the full Board, subject to consent by Resolution of the City Council of the City of Englewood (the "Council") at its Annual Reorganization in January or upon a vacancy on the Board. At its Reorganization meeting, the Council shall appoint one of its members to occupy one (1) Class B seat for a term of one (1) year. At no time shall the Board of Trustees operate with less than five (5) of its seven (7) seats filled. Holders of all Class A seats (or firms by whom they are employed) shall be required to either own property within the Englewood SID boundaries or own a currently operating business within the Englewood SID. Should a Class A Trustee (or the firm by which they are employed) no longer own property or conduct a business in the SID, his or her seat shall be deemed vacant and shall be filled by the remaining members of the Board with confirmation by the City Council.

Section 2. The term of membership for the six (6) Class A Trustees members appointed by the Board shall normally be for three years from the date of appointment. For purposes of the transitional year of 2018 the following appointment schematic shall be followed

- (i.) The Board shall appoint six (6) members of the Board of Trustees to begin in January of 2018 subject to confirmation of the Council. Each of these members shall be designated into three classes.
- (ii.) The first class, consisting of two (2) of the appointed six (6) members, shall for purposes of transition hold office for one (1) year at which time their term shall expire and their seats shall be filled by the Board in the manner prescribed for a full three (3) year term. The second class, consisting of two (2) of the appointed six (6) members, shall for purposes of transition hold office for two (2) years at which time their term shall expire and their seats shall be filled by the Board in the manner prescribed for a full three (3) year term. The third class, consisting of two (2) of the appointed six (6) members, shall for the purposes of transition hold office for a regular term of three (3) years at which

time their term shall expire and their seats shall be filled by the Board in the manner prescribed for a full three (3) year term.

- (iii.) Following the completion of the transition, all members shall be appointed according to their classes of term expiration for regular three (3) year terms as herein prescribed. The term of membership for each Board seat shall in keeping with Section 2 be for the duration of the Board's term.

Section 3. A Member of the Board of Trustees may also be removed for cause by a two-thirds vote of the Board present and voting. Vacancies created by this section shall be filled in accordance with the procedures set forth under Section 2, with vacancies created in seats appointed by the Board to filled by the Board and with vacancies created in the seat appointed by the City Council to be filled by the City Council.

ARTICLE 3. Committees

Section 1. The Board may create Ad Hoc Committees from time to time as may be needed to fulfill its mission.

Section 2. A Standing Committee on Budget and Audit shall be established to deal with budgetary and internal financial matters and shall have no less than three (3) members but may be enhanced to have greater than this number at the will of the Board.

ARTICLE 4. Annual Meeting, Regular Meetings

Section 1. There shall be an annual, reorganizational meeting of the Board of Trustees, which shall take place within twenty-one (21) calendar days of the annual January reorganization meeting of the Council of the City of Englewood.

Section 2. In addition to electing officers (see Article 5 below), at such annual, reorganizational meetings the Board of Trustees shall fulfill one of its principle charges, to formulate and update an ESDMC Strategic Plan. Accordingly, the Board of Trustees shall adopt an ESDMC Strategic Plan at its first Annual Meeting after the adoption of these Bylaws and update it annually.

Section 3. Regular meetings shall be called by the Chair of the Board of Trustees at a frequency that shall be at his or her discretion, however, there shall be no less than a total of six (6) regular meetings of the Board of Trustees per calendar year. All relevant legal requirements associated

with such meetings shall be observed. A majority of current Trustees, whether participating in person or by telephone, shall constitute a quorum for the transaction of ESDMC business.

Section 4. The Trustees and the City Clerk of Englewood shall be given notice of the meetings in writing, which may be accomplished by US Mail, Email or Facsimile, whichever is most expedient.

Section 5. In addition to the organizational bylaws, Roberts Rules of Order shall govern the conduct of business at all meeting of the Board of Trustees and all its committees.

ARTICLE 5. Officers of the Board of Trustees

Section 1. The officers of the Board of Trustees shall be a Chair of the Board, a Vice Chair of Board, a Secretary of the Board, and a Treasurer.

Section 2. The Chair, Vice Chair, Secretary and Treasurer shall be elected from amongst the membership of the Board by a majority of Trustees at the annual, reorganizational meeting of the Board of Trustees

Section 3. Should the Board of Trustees find it expedient, it may consolidate the offices of Secretary and Treasurer and allow them to be held by one individual member. Also, the Board may allow the Vice Chairman/woman to hold the office of Secretary or Treasurer.

Section 4. The Board of Trustees may appoint additional officers whose terms shall not exceed that of one (1) year, consistent with Section 6, who may be charged with any duties and responsibilities the Board shall deem appropriate.

Section 5. All Officers of the Board of Trustees shall hold their offices for one (1) year from the time of the annual, reorganizational meeting to the following year's annual reorganizational meeting.

Section 6. Should an officer of Board of Trustees step down creating a vacancy, such vacancy shall be filled at the next following meeting of the Board.

Section 7. The Board of Trustees may at any time remove an Officer of the Board with or without cause should it deem such removal within the best interests of the ESDMC.

ARTICLE 6. Duties of Officers

Section 1. The Chair of the Board. The Chair shall preside at all meetings of the full Board. The Chair shall set the agenda of items to be discussed by the full Board, although a Board Member may seek to place an item on the agenda by majority vote of those present.

Section 2. The Vice Chair of the Board. The Vice Chair shall perform all the duties of the Chair should the Chair be absent, incapacitated or otherwise unable to discharge his or her duties. The Vice Chair shall also be responsible for any additional duties that the Chair or the Board of Trustees shall assign to him or her.

Section 3. The Treasurer of the Board. The Treasurer shall be charged with maintaining and overseeing all financial matters of the ESDMC including but not exclusive to maintaining all financial records and other records incident to finances, shall work with the City Finance Director to provide financial statements to board members on no less than a quarterly basis, and shall approve the disbursement of payments authorized by the Board. The Treasurer shall also be responsible for any additional duties that the Chair or the Board of Trustees shall assign to him or her. The Treasurer shall also be an automatic member of the Standing Committee on Budget and Finance.

Section 4. Secretary of the Board of Trustees. The Secretary shall be charged with issuing the notice of meetings, shall keep the minutes of all meetings and making same available in draft form within ten days of each Board meeting, and shall be responsible for receiving routine correspondence and responding to correspondence. The Secretary shall also be responsible for any additional duties that the Chairman/woman or the Board of Trustees shall assign to him or her.

ARTICLE 7. Budgets and Approval of Budgets

Budgets for the operation of the ESDMC and the execution of the ESDMC Strategic Plan shall be formulated by the Standing Committee on Budget and Audit, after consultation with other committees of the Board. The completed budget shall be forwarded to the full Board of Trustees for its approval. Upon forwarding and presentation of the Budget to the full Board, the Board shall evaluate and then act on the Budget by simple majority.

ARTICLE 8. Service of Process or other official or legal notice and correspondence

Should service of process be served on the ESDMC or should other official or legal notice be required to be received by the ESDMC as an entity, such process or correspondence shall be served upon or received by the Chairman/woman of the Board of trustees of the ESDMC at an address designated by that individual.

ARTICLE 9. Indemnification of Trustees, Officers and Others.

To the fullest extent permitted by law, the ESDMC shall indemnify and hold harmless its current and former Trustees, Officers, employees and other agents and persons who serve at its request as directors, officers, employees or other agents of another organization against all liabilities, losses and costs asserted against or incurred by them in the payment, settlement and defense of claims, actions or proceedings brought against them in such capacity or arising out of their status as such, provided, however, that if the ESDMC determines in its discretion that an employee or other agent or a person who serves at the ESDMC's request as a director, officer, employee or other agent of another organization has acted willfully, recklessly, with gross negligence, or in violation of his or her duties to the ESDMC or public policy, indemnification shall be provided only to such extent and under such conditions as the Board of Trustees may authorize as a matter of discretion.

ARTICLE 10. Amendments of the Bylaws.

Amendments of the Organizational Bylaws of the ESDMC shall require a simple majority of the total sitting membership of Board of Trustees not taking into consideration any vacancies that may exist at the time of the amendment, except that a Resolution of the City Council must be obtained to change any portion of these Bylaws that pertains to:

- (a) the number of Trustees,
- (b) the requirement that they or their employer own property or an active business within the Englewood SID,
- (c) the requirement that Board officers be members of the Board,
- (d) the term of office for Trustees,
- (e) the terms of this Article 10, or
- (f) the requirement that trustee nominations be confirmed by a Resolution of the City Council.