

**BYLAWS OF  
THE DOWNTOWN BUSINESS DEVELOPMENT CORPORATION OF  
WATERTOWN**

**ARTICLE I NAME AND LOCATION**

The name of the corporation is THE DOWNTOWN BUSINESS DEVELOPMENT CORPORATION OF WATERTOWN, hereinafter referred to as "Corporation". The principal office of the Corporation, for mailing purposes, is Post Office Box 8012 Watertown, NY 13601; but meetings will be held at such places within the State of New York as may be designated by the Board of Directors.

**ARTICLE II MEMBERS**

**Section 1. Requirements.**

The Corporation shall have one class of members who shall be admitted upon satisfying the requirements as established from time to time by the board of directors. Such members shall have the right to vote at membership meetings, hold office and receive notice of all meetings of the corporation and to receive reports issued by the corporation. Membership shall be signified by a membership card in the form approved by the board of directors. Such membership shall not be transferable.

**Section 2. Meetings**

The members shall meet at a place designated by the board of directors and, in the tradition of the group before incorporation, shall vary from place to place in an effort to educate the members in the knowledge of their fellow member's businesses.

**Section 3. Quorums.**

The quorum for any meeting of the members shall be ten (10%) percent.

**Section 4. Honorary Membership.**

The board of directors at a duly called meeting may by two-thirds (2/3rds) vote of all the board members present elect a person to the status of honorary member. Such person shall be exempt from dues and other charges, shall have all rights of a member except the right to vote and hold office.

**ARTICLE III BOARD OF DIRECTORS**

**Section 1. Composition.**

The number of Directors comprising the Board shall be no less than three and no more than twenty-five.

The initial number of directors shall be three and upon establishing THE DOWNTOWN BUSINESS DEVELOPMENT CORPORATION OF WATERTOWN the number shall be 12, including the non-voting City of Watertown representative and non-voting Chamber of Commerce representative. This number may be altered by resolution from time to time by the Board of Directors. No member shall receive compensation for serving on the Board.

#### Section 2. Term of Office.

A term of office shall begin at the close of the annual meeting and shall normally be for three (3) years. A Director may be elected for a one (1), two (2) or three (3) year term; however the objective being, insofar as practical, to have no more than one-third (1/3) of the Directors replaced at anyone time.

#### Section 3. Removal.

Any Director may be removed, with or without cause, by a two-thirds (2/3) vote by ballot at a regular or special meeting of the Board, provided that notice of the intent to call for such a vote, naming the Director, is given at least seven (7) days prior to the meeting.

#### Section 4. Vacancy.

The position of a member of the Board of Directors shall become vacant whenever a Director shall have failed to attend regular meetings of the Board of Directors, for a period of three (3) successive months, unless excuse by the Board for such failure by resolution adopted at the first or second regular meeting of the Board after expiration of the designated periods, and entered into its minutes. The Board by vote may grant a leave of absence based upon the merits of each separate request.

#### Section 5. Reinstatement.

A Director dismissed pursuant to Section 4 may be reinstated upon a two-thirds (2/3) vote by the Board in favor of reinstatement.

#### Section 6. Enumerated Powers.

In managing the affairs of The Corporation, the Board shall specifically have, but not be limited to, the power to:

- Adopt standing rules

- Employ individuals.

- Procure and maintain liability insurance to protect its members in the performance of their duties and hazard insurance to protect Crime Stopper property.

- Procure and maintain bonds for persons having custody of funds.

- Authorize disbursement of funds.



## ARTICLE IV MEETINGS OF DIRECTORS

### Section 1. Regular Meetings.

The Board of Directors shall hold no less than nine (9) regular meetings per fiscal year, including the annual election meeting in October. Regular meetings will normally be held on a monthly basis at a location for meetings to be designated in the meeting agenda. The agenda must be delivered by mail, fax or email to each Board Member at least seven (7) days prior to the meeting.

The date, time and location of the regular meetings can be changed by the Chair of the Board by twenty-four (24) hours advance notice.

### Section 2. Annual Meeting.

The annual meeting shall be held in the month of October or thereafter at a date to be specified by the board of directors.

### Section 3. Special Meetings.

Special meetings of the Board of Directors may be called by the Chair with at least twenty- four (24) hours advance notice, or by any four (4) Board members with at least five (5) days written notice. Such notice by the Chair or at least four Board member shall include a statement of the purpose of the meeting as well as the date, time and location of the special meeting.

### Section 4. Quorum.

A quorum shall be one-half of the number of Directors then fixed by these Bylaws, excluding vacancies. No business may be conducted other than that stated in the notice of meeting.

## ARTICLE V OFFICERS AND DUTIES

### Section 1. Officers.

The officers of THE DOWNTOWN BUSINESS DEVELOPMENT CORPORATION OF WATERTOWN, who shall also be Directors, shall be the President of the Board, a Vice President, a Secretary and a Treasurer, and such other officers as the Board may elect from time to time to carry out its affairs.

### Section 2. Term.

A term of office shall be for one year and shall begin at the close of the annual election meeting. No officer may serve more than two (2) consecutive terms in the same office, except for the Treasurer.

### Section 3. Vacancies

. A vacancy shall be filled by majority vote of the Board at a meeting at which a quorum is present from a list of nominees presented by the nominating committee. The individual elected shall serve for the remainder of the term of the member he or she replaces. No name shall be placed in the nomination without the consent of the nominee.

### Section 4. Duties and Powers.

The officers shall perform the duties and exercise the powers prescribed by the Articles of Incorporation, these Bylaws, the parliamentary authority adopted herein and those assigned by the Board or which normally pertain to the office. Those duties and powers shall include but not be limited to the following:

#### A. The President shall:

- (1) Be the principal officer of the Corporation.
- (2) Preside at all meetings of the Board of Directors and the Executive Committee.
- (3) Sign all checks in the absence of the Treasurer, and sign promissory notes and contracts.
- (4) Appoint standing committee chairpersons and members, except for the nominating committee, and create special committees and appoint chairpersons and members thereof as the need arises.
- (5) Be an ex-officio member of every committee except the nominating committee.
- (6) In the absence of the Treasurer perform the duties under Article V Section 4D(4) hereof.

#### B. The Vice President shall:

- (1) Assume such duties as may be assigned by the President, the Board of Directors or the Executive Committee.
- (2) In the absence of the President, preside at all Board of Directors and Executive Committee meetings.
- (3) In the absence of the President, create special committees and appoint chairpersons and members thereof as the need arises, fill vacancies on standing committees except for the nominating committee.

#### C. The Secretary shall:

- (1) Record the proceedings of all meetings of the Board of Directors and Executive Committee.
- (2) Provide each member of the Board with a copy of the Minutes of each Board of Directors meeting.



(3) Assume such duties as may be assigned by the President, the Board of Directors, or the Executive Committee.

D. The Treasurer shall:

(1) Be custodian of all funds.

(2) Make financial report at each meeting of the Board of Directors.

(3) Sign all checks in an amount not more than five hundred dollars, and sign larger checks with the signature of one other officer.

(4) Disburse rewards to individuals as authorized by the Board of Directors, after reasonably by the Board of Directors, after reasonably satisfying himself as to the identity of the recipient.

## ARTICLE VI COMMITTEES

### Section 1. Standing Committees.

There shall be standing committees to deal with the following subjects: Special Events, Finance/Membership, Nominating Committee.

The Chairperson of each committee shall be a member of the Board of Directors, but additional members of the committee need not be.

### Section 2. Special Committees.

Special Committees may be created by the President of the Board of Directors. The chairperson of each committee shall be a member of the Board but additional members need not be.

### Section 3. Executive Committee.

There shall be an Executive Committee composed of the officers and one (1) additional Director, elected by ballot vote of the Board of Directors at the first regular Board meeting following the annual election meeting. The Executive Committee, in an emergency, shall have all of the powers of the Board between meetings, except that authority denied it by Section 712 of the Not-For-Profit Corporation Law, as may be hereinafter amended, or similar provisions of applicable law providing for the authority of such Committee. Meetings may be called by the Chairperson or by any two (2) members of the Committee. Three (3) members shall constitute a quorum.

### Section 4. Nominating Committee.

A. Membership. A nominating committee of three (3) members of the Board of Directors shall be elected by a vote of the Board of Directors, immediately upon adoption of these Bylaws and

thereafter at the first regular meeting following the annual meeting. A plurality vote shall elect, and the member receiving the highest number of votes shall serve as Chairperson.

B. Duties. The nominating committee shall screen and consider the qualifications of potential candidates for members of the Board and Officers of THE DOWNTOWN BUSINESS DEVELOPMENT CORPORATION OF WATERTOWN. They shall, from time to time throughout the year, submit to the members of the Board, for their comment, the names of persons recommended for membership. The Committee shall carry out the responsibilities assigned to it under Article VII, Nominations and Elections. To assure proper screening and consideration of candidates for the Board, members of the Board should make recommendations to the nominating committee at least thirty (30) days prior to the election.

## ARTICLE VII NOMINATIONS AND ELECTIONS

### Section 1. Nominations.

The nominating committee, after obtaining the consent of each candidate, shall distribute to each Board or any meeting at which an officer or a Board member is to be elected, a notice setting forth the following:

A. A proposed slate of candidates for any officer position to be filled.

B. At least one candidate for each of the Board positions to be filled, setting forth the terms of each where appropriate.

### Section 2. Additional Nominations for Officers.

Additional nominations for any officer position to be filled may be made by petition signed by two (2) members of the Board and delivered to the Chairman of the Nominating Committee at least one (1) week prior to the election. Consent of the nominee must be obtained. No member may sign a petition for more than one candidate for the same office.

### Section 3. Election.

The slate submitted to the Board by the Nominating Committee shall include all the nominees selected under Sections 1 and 2 hereof and a plurality vote shall elect. A Board member may deliver an absentee ballot to the Secretary any time prior to the voting.

### Section 4. Vacancies.

If vacancies occur, they shall be filled in accordance with the provisions of this Article.



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Section 5. Notification.

The Nominating Committee shall promptly notify candidates of the outcome of the election.

ARTICLE VIII CONTRIBUTIONS AND DEPOSITORIES

Section 1. Contributions.

Any contribution, bequest or gift made to the Corporation shall be accepted or collected and deposited only in such manner as shall be designated by the Board of Directors.

Section 2. Depositories.

The Board of Directors shall determine what depositories shall be used by the Corporation. Such depositories must be located within the State, authorized to transact business by the State of New York and be federally insured. All checks and orders for the payment of money from said depositories shall bear the signature of either the President or the Treasurer for amounts under \$500.00 and both signatures for greater amounts.

ARTICLE IX CONTRACTS AND DEBT INSTRUMENTS

All contracts and evidences of debt may be executed only as directed by the Board of Directors. The President and the Treasurer shall execute all contracts or other instruments so authorized by the Board of Directors.

ARTICLE X INDEMNIFICATION

The Corporation shall to the fullest extent permitted by Section 722 of the Not for Profit Corporation Law of the State of New York, as the same may be amended and supplemented from time to time, indemnify any and all directors and officers which it shall have power to indemnify under said Section 722 from and against any and all of the expenses, liabilities or other matters referred to in or covered by said Section. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the Certificate of Incorporation or any agreement, vote of stockholders or disinterested directors or otherwise, both as to actions in their official capacities and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.



ARTICLE XI FISCAL YEAR

The Corporation shall operate on a fiscal year ending December 31 st .

ARTICLE XII PARLIAMENTARY AUTHORITY

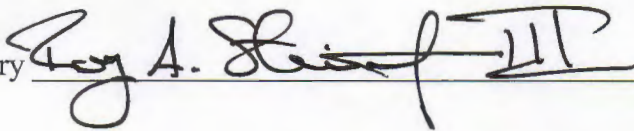
Robert's Rules of Order, newly revised, shall be the parliamentary authority for all matters or procedures not specifically covered by the Articles of Incorporation, these Bylaws or by special rules of procedure adopted by the Board of Directors.

ARTICLE XIII AMENDMENTS

These Bylaws can be amended by a two-thirds (2/3) vote of the Board of Directors present at any regular meeting provided that the amendment has been submitted to the Board in writing at the previous regular meeting. Any such amendment to the bylaws must be approved by the membership at either the next duly called meeting or the next annual meeting of the membership.

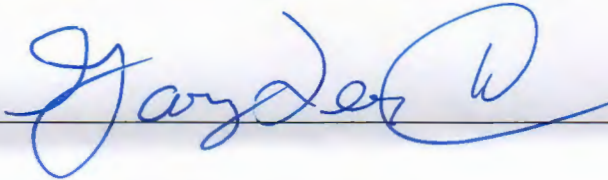
We hereby certify that the foregoing Bylaws were adopted by the Board of Directors of THE DOWNTOWN BUSINESS DEVELOPMENT CORPORATION OF WATERTOWN, on the \_\_\_\_ day of April, 2004.

Secretary



Dated : 4/01/ 2004

President



Dated: 4/01 2004.

**Motion to amend The Downtown Business Development Corporation of Watertown By-Laws.**

**ARTICLE AND TITLE: ARTICLE V – OFFICERS AND DUTIES  
SECTION 2, TERM.**

**CURRENTLY READS AS: A TERM OF OFFICE SHALL BE FOR ONE YEAR AND SHALL BEGIN AT THE CLOSE OF THE ANNUAL ELECTION MEETING. NO OFFICER MAY SERVE MORE THAN (2) TWO CONSECUTIVE TERMS IN THE SAME OFFICE, EXCEPT FOR THE TREASURER.**

**PROPOSED AMENDMENT: DELETE NO OFFICER MAY SERVE MORE THAN (2) TWO YEARS IN THE SAME OFFICE, EXCEPT FOR THE TREASURER.**

**RATIONALE: UNAVAILABILITY OF QUALIFIED INDIVIDUALS TO VOLUNTEER TO FILL OFFICER POSITIONS.**

**By-Laws Chairman: Robert C. Jewell Date: 1-22-16**