

**Bylaws of the  
Minot Downtown Business and Professional Association**

A non-profit corporation duly organized under the laws of the State of North Dakota.

**ARTICLE 1**

**Name, Purpose and Offices**

1. **Name:** The name of this non-profit organization shall be the Minot Downtown Business and Professional Association, Inc. (hereinafter "DBPA").
2. **Mission/Vision:** The mission and purpose of the Minot DBPA shall be building a thriving downtown through community, commerce and fun. The DBPA vision shall be to become the regional destination everyone loves.
3. **Office:** The principal office of the DBPA shall be at a point within the downtown area of the City of Minot as determined by the Board. The DBPA shall have and continuously maintain a registered office in the State of North Dakota and a registered agent. The registered office may be, but not need be, identical with the principal office, and address of the registered agent may be changed from time to time by the Board.

**ARTICLE 2**

**Membership**

1. **Members:** The members of the organization are divided into divisions. Dues are structured according to divisions. Board of Directors will set divisions.
2. **Eligibility of Membership:** Any firm or individual conducting business in, offering a professional service in, or residing in Minot, North Dakota trade area, may become a member of this organization upon application and payment of dues.
3. **Membership in Good Standing:** A member in good standing is a membership current with all dues. Dues are payable within 30 days upon receipt. Failure to pay dues, or an agreed upon portion of dues, within 30 days of billing suspends membership and voting privileges, as that member is no longer in good standing. Dues are non-refundable and non-transferable.
4. **Termination of Membership:** Any membership may be terminated for failure to pay dues; however, shall be entitled to reinstatement upon payment of all dues to date. Any membership not in good standing cannot vote, hold a board position, or participate in any DBPA sponsored events.
5. **Voting Rights:** Each paid membership in good standing shall be entitled to one vote on each matter submitted to a vote of the membership.
6. **Resignation:** Any member may resign by filing a written resignation with any member of the Board of Directors, but such resignation shall not relieve the

member resigning of the obligation to pay any past dues, assessments or other charges accrued and unpaid. Dues are not refundable.

7. Transfer of Membership: Membership in the organization is not transferable or assignable, unless approved by the Board of Directors.

### **ARTICLE 3**

#### **Meeting of Membership**

1. Annual Meeting: An annual meeting of the membership shall be held at a location on such date and such time as the Board of Directors may determine each year, provided that such annual meeting shall be held no later than February each year, and the time and place of such annual meeting shall be announced via email no less than 14 days preceding the meeting. The annual meeting shall be announced at the previous monthly membership meeting. The annual meeting shall be for the purpose of electing board members, and for the transaction of such other business as may come before the meeting, including, but not limited to annual reports from officers and committees.
2. Meetings: Regular meetings of the membership shall be held every month starting with January. The time and place will be determined by the President and/or Board of Directors.
3. Special Meetings: The President may call special meetings of the membership in concurrence with the Vice President, Secretary, or Treasurer at a place designated by the President.
4. Notice of Meetings: Written notice stating the place, day and hour of any meeting of the membership shall be delivered by email to each member entitled to vote at such meeting, not less than two (2) days before the date of such meeting, by the direction of the President, Vice President, Secretary, or Treasurer or the officers or persons calling such meeting. In case of a special meeting or when required by statute or these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. Verbal notice shall be allowed if the membership approved the minutes of the said meeting at the next meeting of the membership.
5. Quorum: Must have 10% of membership in good standing to constitute a quorum at such meetings. If a quorum is not present at any meeting of the membership, a majority of the membership present may adjourn the meeting from time to time without further notice.
6. Proxies: Proxies may be given by written notice only and to a member of a membership in good standing with the organization. A proxy shall only be valid if the member giving written notice of proxy is member in good standing with the organization.

**ARTICLE 4**  
**Board of Directors**

1. **General Powers:** the business and property of the DBPA shall be managed and controlled by a board of directors. Each member of the board shall have one vote on issues coming before the board.
2. **Number of Qualifications:** The Board shall be comprised of at least seven (7), but not more than 15 members (which this number may be altered in these bylaws based on a  $\frac{2}{3}$  vote existing Board members). This number shall include the immediate past president, will serve as ex-Officio. All Board of Directors must be members in good standing with all dues paid current in order to be considered eligible.
3. **Terms:** The directors shall be elected at the annual meeting of the members, and the term of office of the directors shall be two (2) years. Each year 50% of the Directors' tenure will expire and face re-election. Directors may serve three (3) consecutive terms. In order to serve again, a mandatory one (1) year absence from the Board is required between resuming Board service.
4. **Nomination of Directors:** The Board will accept nominations of the Board members at the annual meeting of the members. The nominations will be determined by a Nominating Committee and presented at the annual meeting of members. The Nominating Committee shall present a slate of candidates to be considered. At the meeting any other members seeking a position the Board not presented by the Nominating Committee may also place their name on the ballot. Voting by the membership shall take place by ballot indicating the slate of candidates presented by the Nominating Committee. Any other members seeking a position on the Board shall be considered as a Write-In Candidate and may be added to the ballot as such to be voted upon. The ballot shall indicate the option to vote for the slate as presented or any individual member on the slate and any write-in candidate. Votes shall be tallied by the Chair of the Nominating Committee. Candidates with the highest number of votes shall be elected to serve on the Board.
5. **Resignation:** Any Director may resign at any time by giving written notice of such resignation to the President of the DBPA Board. Upon such resignation, the vacancy shall be filled by appointment of the DBPA Board President. The Board member who is selected shall complete the remaining term of the Director who has resigned.
6. **Removal:** Any Director may be removed by a resolution of the board determining that such Director was absent for three (3) meetings of the Board during a calendar year without justifiable cause. In the event of a removal, a new Director

shall be appointed by the DBPA Board President. The Board member who is selected shall complete the remaining term of the Director who was removed.

7. **Regular Meetings:** The Board shall hold regular monthly meetings at such time and place as they shall determine. Notice of the date, time and place of such meetings shall be transmitted by the Executive Director of the DBPA not less than five (5) days prior to the meeting.

The annual meeting of the Board shall be held pursuant to notice, and the Board shall provide, by resolution, the time and place of annual meeting. The annual meeting shall occur before January 31st of each year and notice shall be given by the President or Vice President of the DBPA no less than fourteen (14) days prior to such meeting.

8. **Special Meetings:** Special meetings of the board may be called at any time by the President of the Board or any three Directors. The person or persons authorized to call special meetings of the Board may fix any place as the place for holding any special meetings of the Board called by them.
9. **Notice of Special Meetings:** Notice of any special meeting of the Board shall be given at least three (3) days previously thereto by written notice delivered personally and/or sent by mail, facsimile, or email to each Director as his address as shown by the records of the DBPA. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such a meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless, specifically required by law or these Bylaws.
10. **Telephone Conference Meetings:** A conference among Directors or among members of any committee designated by the Board, by any means of communication through which the participants may simultaneously hear each other during the conference, constitutes a meeting of the Board of the committee, if the same notice is given of the conference as would be required for a meeting, and the number of persons participating in the conference would be sufficient to constitute a quorum at the meeting. Participation in a meeting by such means constitutes a personal presence at the meeting.
11. **Quorum:** A majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a majority of the directors are present at said meeting, the majority of the Directors present may adjourn the meeting from time to time without further notice. No business may be voted upon by the Board of Directors unless a quorum exists. Directors may vote by written

proxy. Proxies may be emailed to Board of Directors in advance of meeting action.

12. **Vacancies:** Any vacancy occurring on the Board shall be filled by the DBPA Board President. A Director appointed to fill a vacancy shall serve for the unexpired term of their predecessor in office.
13. **Compensation:** The Board members shall not receive any stated compensation for their services as such, but may, by resolution of the Board, be allowed reasonable expenses incurred in the attendance at meeting or functions approved in advance by the Board.
14. **Powers:** All corporate powers, except as are otherwise provided for in these bylaws and the laws of this State, shall be and are hereby vested in and shall be exercised by the Board. The Board may, by general resolution, delegate to committees of their own number or to officers of the Corporation such powers as they may see fit.
15. **Indemnification:** Each member of the Board shall be indemnified by the DBPA from treasury funds available and as permitted by law, against all claims, costs, expense, and liability resulting from any act or omission made within the scope of his/her duties as a Director of the DBPA, provided that in the event of any such action, such action is taken in good faith.
16. **Robert's Rules of Order:** All Director's meetings and committee meetings shall be governed by Robert's Rules of Order.

## **ARTICLE 5**

### **Officers**

1. **Number of Officers:** The officers of the DBPA shall be President, Vice President, Treasurer and Secretary and such other officers specified by the Board. The initial officers shall remain in office fulfilling their duties until the next regular Board meeting conducted following election. Such officers will have the authority to perform the duties prescribed in these Bylaws.
2. **Selection of Officers:** The officers of the DBPA shall be elected by the Board from among their number at the February meeting of the Board.
3. **Vacancies:** A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board President for the unexpired portion of the term.
4. **President and duties of the President:** The President shall, in general, oversee the business and affairs of the DBPA. The President shall preside at all meetings of the Board. In general the president shall perform all duties incident to the office of the President, and such other duties as may be prescribed by the Board from time to time. The President may sign with the Secretary or any other proper

officer of the organization authorized by the Board of Directors, any instruments or documents which the Board of Directors has authorized to be executed. An exception to this is in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the organization, or shall be required by law to be otherwise signed or executed.

5. **Vice President:** In the absence of the President, or in the event of his/her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting shall have all the power of and be subject to all the restriction placed upon the President. The Vice President shall perform such other duties, as, from time to time, may be assigned by the President and the Board.
6. **Treasurer:** The Treasurer shall be responsible for reviewing and reporting all financial records of the DBPA. The Treasurer shall have charge to receive and give receipts of monies due and payable to the organization from any source whatsoever, and deposit all such monies in the name of the organization in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these Bylaws. The Treasurer shall in general have the powers and authority to perform all duties incident to the office of the Treasurer and such other duties as from time to time may be assigned by the President. The Treasurer will have access to and knowledge of Quickbooks or other accounting software as provided by the Board, provide budget reports to committees and Board, send invoices, provide financial reports to the board and membership meetings. ~~All checks must be signed by the Treasurer and one other board officer.~~ The Treasurer may give a bond for faithful discharge of the duties of the Treasurer in suchy sum and amount and with such surety as the Board of Director shall determine. The organization shall pay for this bond.
7. **Secretary:** The Secretary shall be responsible for reviewing and approving all board meeting minutes of the DBPA. The Secretary shall have general charge and be responsible for updating membership records and minutes of proceedings of the membership and all funds and securities of the organization. The Secretary shall see that all notices to the membership are duly given in accordance with the provision of these Bylaws or as required by law. The Secretary shall have the general charge and be custodian of the correspondence files, committee reports, organization records and seal, if any, of the organization and see that the seal is affixed to all document execution which on behalf of the organization under its seal is duly authorized. The Secretary shall have general charge of the post office address which shall be furnished by the organization. The Secretary shall have powers and authority to perform all duties incident to

the office Secretary and other duties as from time to time may be assigned by the President.

8. **Executive Committee:** Executive Committee shall consist of the President, Vice President, Treasurer, and Secretary.
9. **Removal:** Any officer or agent elected or appointed by the Board may be removed by a majority of Board whenever in their judgment the best interest of the DBPA would be served thereby, but such removal shall be without prejudice to the contract rights, if any of the person removed. Any officer proposed to be removed shall be entitled to at least five (5) days notice in writing by mail of the meeting of the Board at which such removal is to be voted upon and shall be entitled to be heard thereon by the Board at such meeting.

## **ARTICLE 6**

### **Executive Director**

1. **Executive Director:** The Board may appoint or hire an Executive Director and to allocation to such Executive Director such compensation as be deemed appropriate from time to time by the BOard. The Executive Director shall serve as an Ex-Officio non-voting member of the Board.
2. **Duties:** The Executive Director shall be under the administrative direction of the DBPA Board. The Executive Director shall be responsible for the supervision and management of the DBPA. She/he shall direct, assist, and coordinate all phases of the activities of the DBPA. All other DBPA personnel shall be hired by the Executive Director.

## **ARTICLE 7**

### **Committees**

1. **Committees of Directors:** The Board, by resolution adopted by a majority of Directors in office, may designate one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in such resolutions, shall have and exercise the authority of the Board in management of the DBPA; but the designation of such committees and the delegation of such committees and the delegation thereto of authority shall not operate to relieve the Board, or any individual Directors, of any responsibility imposed upon it or him/her by laws.
2. **Other Committees:** Other committees not having and exercising the authority of the Board in management of the DBPA, may be designated by a resolution adopted by a majority of Directors present at the meeting at which a quorum is present. Except as otherwise provide in such resolution, members or employees

of the DBPA, and the president of the DBPA shall appoint the members thereof. Any member thereof may be removed by the person or person authorized to appoint such member whenever in their judgment the best interest of the DBPA shall be served by such removal.

Standing Committees Shal Include:

Executive Committee: the Executive Committee shall consist of the President, Vice President, Secretary, and Treasurer. The Executive Director may serve as an ex-Officio with non-voting privileges if the Executive Committee so desires to include the Executive Director. The Executive Committee shall exercise all powers of the Board of Directors in the management of the organization, except as otherwise limited by law, these Bylaws or resolution of the Board of Directors.

Nominating Committee: the Nominating Committee shall consist of at least one (1) Board of Director, one (1) general member and one (1) other board or general member for the purpose of identifying and qualifying board candidates to put forth as nominees to the general membership for Board of Directors candidate to be voted upon at the member annual meeting.

Additional other committees may be formed as necessary by the Board of Directors. Each committee must report monthly activities to the Board.

3. **Term of Office:** Each member of a committee shall continue as such until his/her successor is appointed, unless such member be removed from such committee, or unless such member ceases to qualify as a member thereof.
4. **Chairperson:** One member of each committee shall be appointed as chairperson by the President of the Board.
5. **Vacancies:** Vacancies in the membership of any committee may be filled by appointments made by the President of the Board.
6. **Quorum:** Unless otherwise provided in the resolution of the Board designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of members present at a meeting at which a quorum is present shall be the act of the committee.

## **ARTICLE 8**

### **Contracts, Checks, Deposits, and Funds**

1. **Contracts:** Any contract must be approved by the Board of Directors and any other agent involved. The contract must be signed by the President and the agent.



2. **Checks, Drafts, etc:** All checks, drafts, or orders for payment of money, notes, or other evidences of indebtedness issued in the name of the DBPA shall be signed by any two of the following:
  - a. President
  - b. Vice President
  - c. Secretary
  - d. Treasurer
3. **Deposits:** All funds of the DBPA shall be deposited from time to time to the credit of the DBPA in such banks, trust companies, or other depositories as the Board/Executive Director may select. Executive Director may not hold in his/her possession any undeposited amount greater than \$500 in any form of currency or check.
4. **Gifts:** The Board may accept on behalf of the DBPA any contribution, gift, bequest, or devise for the general purpose of the DBPA or for any special purpose of the DBPA, and not for individual benefit.

## **ARTICLE 9**

### **Books and Records**

The DBPA shall keep correct and complete books and records of accounts and shall also keep minutes of proceedings of its members, Board and committees having any of the authority the Board, and shall keep at the registered principal office a record giving the names and addresses of members entitled to vote. All books and records of the DBPA may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time in the business office of the DBPA during normal business hours.

## **ARTICLE 10**

### **Fiscal Year**

The fiscal year of the Minot DBPA shall begin on January 1st and end on December 31st.

## **ARTICLE 11**

### **Dues**

The Board of Directors shall determine from time to time the amount of initiation fee, if any, and any annual dues payable to the organization by the membership, and shall give appropriate notice to the membership. Dues shall be payable by membership when stated as due on notice. Dues may be paid on an annual, sem-annual, or quarterly

bases, depending on each member's agreement with the organization. Dues are non-refundable and non-transferable. Failure to pay dues within 30 days of billing suspends membership and voting privileges.

**ARTICLE 12**  
**Amendments**

1. By Directors: The Board shall have the power to make, alter, amend, and repeal the Bylaws of the corporation by affirmative vote of seventy-five (75%) of the Board, provided, however, that the action is proposed at a regular meeting or special meeting of the Board and adopted at a subsequent regular meeting, except as otherwise provided by law.

**ARTICLE 13**  
**Waiver of Notice**

Whenever any notice is required to be given under the provisions of the North Dakota nonprofit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of the Organization, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to giving of such notice.

The above Bylaws were approved and adopted by the Board of Directors of the Minot Downtown Business and Professional Association on the 2nd day of November 2015 at Minot North Dakota.

Pam Karpenko  
Signature  
President of the Board  
Minot DBPA

# Downtown Business & Professional Association (DBPA)

## Board Member Duties, Responsibilities and Participation Expectations

### Position Title:

Member of DBPA Board of Directors

### Responsible to:

Entire DBPA Board of Directors

### General Description:

DBPA Board of Directors members have the overall responsibility of leading the organization. In order for the DBPA to be successful and function at a high level, active and responsive Board members are necessary.

Board members are charged with directing and supervising any staff, establishing strong fiscal policy, creating the vision for the future direction of the association, making decisions affecting the association, delegating duties, and assuring decisions are carried out and completed in the manner intended.

### Board Member Responsibilities:

- Attendance at Board meetings must be a priority for all Board members. A Board member may not miss more than three (3) Board meetings in any one calendar year (typically 12 meetings, 1 held each month). If three (3) or more meetings are missed, the Board member will be required to resign their position. Exceptions may be made only by a full Board vote and shall require 2/4 vote to approve exception. Unexpired terms shall be appointed as per Bylaws.
- Attendance at each General Membership Meeting is strongly encouraged.
- Understand all board members are responsible for directing the DBPA and as such are accountable to the General Membership.
- Serve on a minimum of one (1) committee. Participation and attendance on committees must be a board member priority.
- Support and participate in fundraising activities.
- Come prepared to Board meetings understanding you are responsible for decisions made at meetings and committees.
- Be a Goodwill Ambassador for the DBPA within our community. Represent and promote the DBPA in your businesses and other activities to increase awareness of all Destination Downtown has to offer.

- Actively participate in decision-making. Full Board collaboration in decisions is vital to overall vision and success of our DBPA.
- Be willing to assume leadership positions whether they include Executive Committee leadership or leading a committee.
- Be a team player. The only the DBPA can be successful and create a community destination is to have full participation by all Board members.

Qualifications:

- Must be a DBPA member in good standing.
- Must be willing to support the goals of the DBPA.
- Must be willing to retain Board discussions and information as confidential.
- Must demonstrate integrity.
- Must demonstrate good decision making skills.
- Must be willing to monitor results of DBPA staff, measure performance and participate in evaluating performance.

I, \_\_\_\_\_, understand the Board Member Responsibilities. I agree to uphold these responsibility as an active and strong DBPA Board Member.

\_\_\_\_\_  
DBPA BOard Member Signature

\_\_\_\_\_  
Witnessed By

\_\_\_\_\_  
Date

\_\_\_\_\_  
Date