

TEMPORARY RESOLUTION NO. 163-12

PERMANENT RESOLUTION NO. _____

A RESOLUTION TO AUTHORIZE THE MAYOR TO SIGN AND SUBMIT A PETITION FOR CITY OWNED LAND CREATING A DOWNTOWN LANCASTER SPECIAL IMPROVEMENT DISTRICT

WHEREAS, the City of Lancaster owns property in an area of downtown Lancaster which has been designated the "Downtown Lancaster Special Improvement District" (see attached Exhibits); and

WHEREAS, the Mission of the Downtown Lancaster Special Improvement District is to conceive, initiate, and manage economic, real estate, and other programs that contribute to the sustained revitalization of downtown Lancaster. (see attached Exhibits); and

WHEREAS, the owners of property in the designated area must sign the attached petition to the City Council agreeing to the initial Service Plan.

BE IT RESOLVED BY COUNCIL OF THE CITY OF LANCASTER, OHIO

SECTION 1. That Lancaster City Council hereby supports the renewal of the Lancaster Special Improvement District.

SECTION 2. That the City Council directs the Mayor to sign the Petition for the property attached hereto.

SECTION 3. That this resolution shall take effect and be in force from and after the earliest period allowed by law.

Passed: _____ after _____ reading. Vote: Yeas _____ Nays _____

Approved: _____

Clerk: _____

President of Council

Offered by: _____

Mayor

Second by: _____

Requested by Law Committee



City of Lancaster, Ohio
Office of
Law Director and City Prosecutor
Terre L. Vandervoort

October 3, 2012

Dear SID Members:

Enclosed please find the Petition for Downtown Special Improvement District (SID) renewal. The SID Board has also included an informational letter attached to this cover letter.

The Petition is a required step in the SID renewal process. Your signature on the Petition is required to express your vote to renew the SID. Failure to sign and/or return the petition will represent a vote against renewing of the SID.

The SID renewal is for the following amount per lineal foot for a five (5) year period:

<u>2014</u>	<u>2015</u>	<u>2016</u>	<u>2017</u>	<u>2018</u>
\$10.50	\$10.50	\$10.50	\$10.50	\$10.50

The Petition contains the following:

1. Petition signature page
2. Exhibit A - Articles of Incorporation for the SID
3. Exhibit B - Code of Regulations for the SID
4. Exhibit C - Bylaws of the SID
5. Exhibit D - District description and map
6. Exhibit E - Real property ownership list with assessment
7. Exhibit F - Services Plan adopted by the SID Board
8. Exhibit G - Your actual assessment (not including the County Auditor's fee of 4% of the yearly assessment in addition to the assessment amount).

Please return the entire signed Petition Packet by November 9, 2012, (a deadline set for administrative purposes only), in the attached self addressed stamped envelope or mail or drop off to Matt Johnson, Stebelton, Aranda, & Snider, 109 North Broad Street, Suite 200, Lancaster, Ohio 43130. We will provide a copy of the signed Petition upon request. Petitions may be turned in after November 9, 2012, but we ask for your timely response.

Please contact Matt Johnson, SID Board Chairman at (740) 654-4141 for questions on the SID itself or renewal process so that the renewal process stays on schedule.

Sincerely,

Terre L. Vandervoort
Law Director & City Prosecutor

Dear SID property owners,

As Chairman of the Downtown Lancaster Special Improvement District (SID), I am pleased to present to you the SID renewal packet for 2014-2018.

Our first 10 years of existence has been a time of progress, challenge and opportunity. Much has been accomplished relating to the maintenance, beautification and preservation of the SID district, improved organizational structure and communications have been implemented and a focused commitment to economic development has begun and continues to be developed. These efforts, through the hard work of many and feedback received from property owners and community members culminated with the approval of the 10 year vision/strategic plan for downtown Lancaster in the last couple of months as well as the commitment to the SID Service Plan attached to the enclosed petition.

It is my hope that you will be supportive of our efforts to renew the SID for the next 5 years so we can continue our work together and capitalize on the ground work laid before us and the many opportunities that are in front of us as a district. We are not satisfied where we stand currently as a district. There is no way to minimize the impact that the trying economic times over the last several years has had on some of our economic development efforts as I am sure you have also felt those struggles. These conditions have certainly made economic development and planning difficult not just in downtown, but across our community and beyond. However, with the opportunities before us and your support, we remain committed to the purposes of the SID and will focus our actions on sustaining and improving the maintenance and beautification, and more importantly, developing and implementing plans to spur economic development through the 10 year vision/strategic plan. We will be doing this under the direction of a new president for who we will begin a search in earnest, as David Uhl has recently resigned his position as SID president to undertake a new opportunity presented to him. We thank him for his dedicated service and wish him the best in this new endeavor. In this search, we will be focused on hiring a fully committed individual who will continue the drive economic development in the district and put into place action plans to move the district forward in this regard and implement the attached Service Plan.

I believe that we are on the cusp of doing great things in downtown Lancaster as a result of the preliminary work done through the first two SID terms. If we are to be successful in accomplishing the full purpose of the SID, we must press on and seize the opportunities before us rather than assuming it cannot be done. Without the renewal of the SID, maintenance and beautification in downtown and the potential for economic development will no doubt suffer as there will be no focused and dedicated effort promoting and advancing these initiatives in downtown Lancaster. To that end, I would ask that you support our continued efforts by signing the enclosed petition in favor of renewing the SID.

Sincerely,

Matthew E. Johnson, SID chairman

Petition
To the City Council of the City of Lancaster, Ohio
Petition for the creation of the
Downtown Lancaster Special Improvement District

The undersigned, being the owners of at least sixty percent (60%) of the front footage of property that abuts upon any street, alley, public road, place, boulevard, parkway, park entrance, easement, or other existing public improvement within the area described in the Articles of Incorporation described below and attached hereto as **Exhibit A**, hereby petition for the renewal of the Downtown Lancaster Special Improvement District (the "District") pursuant to R.C. Ch. 1710.

The District shall be administrated by the Downtown Lancaster Special Improvement District, Inc. (the Corporation), an Ohio not-for-profit corporation to be formed, which shall use its best efforts to accomplish the goals in the Articles of Incorporation, Code of Regulations and By-Laws, attached hereto as **Exhibits A, B and C** respectively.

A map showing generally the boundaries of the District is attached as **Exhibit D**. A definitive list of the properties included in the District, identified by tax identification number, is attached as **Exhibit E**. The list of properties shall govern in case of any discrepancies between the list and the map.

By signing this petition, the undersigned agrees to the Initial Service Plan attached hereto as **Exhibit F** for the provision of professional services to the Downtown Lancaster Special Improvement District, Inc.

By signing this petition, the undersigned hereby represents that it is the owner of the property identified on **Exhibit G** attached hereto and incorporated herein by reference or is authorized to sign this petition on behalf of the owner.

Signature of Owner
(Individual owner(s))

Signature of Owner
(Entity owner(s))

Print Name

Print Name of Owner

Signature

Signature

Print Name

Print Name of Owner

Signature

Signature

Print Name

Print Name of Owner

Signature

Signature



Prescribed by J. Kenneth Blackwell
Ohio Secretary of State
Central Ohio: (614) 466-3910
Toll Free: 1-877-SOS-FILE (1-877-767-3453)

www.state.oh.us/eos
e-mail: eoserv@sec.state.oh.us

Expedite this Form: (Public Use)
 Yes PO Box 1390
Columbus, OH 43216
** Requires an additional fee of \$100 **
 No PO Box 670
Columbus, OH 43216

INITIAL ARTICLES OF INCORPORATION
(For Domestic Profit or Non-Profit)
Filing Fee \$125.00

THE UNDERSIGNED HEREBY STATES THE FOLLOWING:

(CHECK ONLY ONE (1) BOX)

<input type="checkbox"/> (1) Articles of Incorporation Profit (113-ARP) ORC 1701	<input checked="" type="checkbox"/> (2) Articles of Incorporation Non-Profit (114-ARP) ORC 1702	<input type="checkbox"/> (3) Articles of Incorporation Professional (170-ARP) Profession ORC 1703
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Complete the general information in this section for the box checked above.

FIRST: Name of Corporation Downtown Lancaster Special Improvement District, Inc.

SECOND: Location Lancaster Fairfield
(City) (County)

Effective Date (Optional) _____ Date specified can be no more than 90 days after date of filing. If a date is specified, the date must be a date on or after the date of filing.
(mm/dd/yyyy)

Check here if additional provisions are attached

Complete the information in this section if box (2) or (3) is checked. Completing this section is optional if box (1) is checked.

THIRD: Purpose for which corporation is formed
See attached

Complete the information in this section if box (1) or (3) is checked.

FOURTH: The number of shares which the corporation is authorized to have outstanding (Please state if shares are common or preferred and their par value if any)

(No. of Shares)	(Type)	(Par Value)

(Refer to instructions if needed)

Completing the information in this section is optional.

FIFTH: The following are the names and addresses of the individuals who are to serve as Initial Directors.

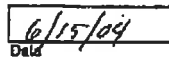
(Name) _____
 (Street) _____ NOTE: P.O. Box Addresses are NOT acceptable.
 (City) _____ (State) _____ (Zip Code) _____

(Name) _____
 (Street) _____ NOTE: P.O. Box Addresses are NOT acceptable.
 (City) _____ (State) _____ (Zip Code) _____

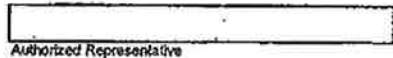
(Name) _____
 (Street) _____ NOTE: P.O. Box Addresses are NOT acceptable.
 (City) _____ (State) _____ (Zip Code) _____

REQUIRED
 Must be authorized
 (signed) by an authorized
 representative
 (See Instructions)





Authorized Representative
 Matthew E. Johnson.
 (print name)





Authorized Representative
 (print name)





Authorized Representative
 (print name)

Complete the information in this section if box (1) (2) or (3) is checked.

ORIGINAL APPOINTMENT OF STATUTORY AGENT

Downtown Lancaster Special Improvement District, Inc.

The undersigned, being at least a majority of the incorporators of Downtown Lancaster Special Improvement District, Inc. hereby appoint the following to be statutory agent upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served. The complete address of the agent is

SAS Agent for Service, Inc.

(Name) 109 N. Broad St.

(Street) NOTE: P.O. Box Addresses are NOT acceptable.

Lancaster, Ohio 43130

(City) (Zip Code)

Must be authenticated by an authorized representative

Matthew E. Johnson
Authorized Representative

6/15/04
Date

Matthew E. Johnson

Authorized Representative

Date

Authorized Representative

Date

ACCEPTANCE OF APPOINTMENT

The Undersigned, SAS Agent for Service, Inc., named herein as the

Statutory agent for, Downtown Lancaster Special Improvement District, Inc.

, hereby acknowledges and accepts the appointment of statutory agent for said entity.

SAS AGENT FOR SERVICE, INC.

By Signature:

Rick L. Snider
(Statutory Agent)
Rick L. Snider, its Treasurer

ARTICLE THIRD ATTACHMENT**Purpose for which corporation is formed:**

1. To govern a special improvement district created pursuant to ORC Chapter 1710.
2. To encourage and participate in programs that will maintain, improve and build the downtown area of the City of Lancaster as a viable place of business, cultural and recreational activity.
3. To assist the City of Lancaster, Fairfield County and other agencies and groups in providing programming which will preserve the economic well being and opportunities in the downtown area of the City of Lancaster.
4. To encourage and participate in programs to preserve the aesthetic, architectural and historic character of the downtown area of the City of Lancaster.
5. To engage in any lawful act or activity for which corporations may be formed under ORC Chapter 1702 and amendments thereto, as may be deemed appropriate by the trustees of the Corporation, and to exercise any powers or rights now or hereafter conferred on nonprofit corporations under the laws of the State of Ohio which are in furtherance of any of the purposes for which the Corporation is formed.
6. To engage in any lawful act or activity for which corporations may be formed under ORC Chapter 1710 and amendments thereto as may be deemed appropriate by the trustees of the corporation.
7. The above enumerated purposes shall be interpreted in connection with the limitation that the Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

Exhibit A



Prescribed by **J. Kenneth Blackwell**

Ohio Secretary of State
Central Ohio: (614) 466-3910
Toll Free: 1-877-SOS-FILE (1-877-767-3453)

www.state.oh.us/sos
e-mail: buserv@sos.state.oh.us

Expedite this Form: (select one)	
<input type="radio"/> Yes	PO Box 1390 Columbus, OH 43218 <small>*** Requires an additional fee of \$100 ***</small>
<input type="radio"/> No	PO Box 1028 Columbus, OH 43218

Certificate of Amendment by Shareholders or Members (Domestic)
Filing Fee \$50.00

2006 FEB 24 PM 11:24

(CHECK ONLY ONE (1) BOX)

(1) Domestic for Profit		(2) Domestic Non-Profit	
<input type="checkbox"/> Amended (122-AJAP)	<input type="checkbox"/> Amendment (125-AMDS)	<input checked="" type="checkbox"/> Amended (126-AJAH)	<input type="checkbox"/> Amendment (126-AMD)

Complete the general information in this section for the box checked above.

Name of Corporation Downtown Lancaster Special Improvement District, Inc.

Charter Number 1470850

Name of Officer Jeff Sigler

Title Executive Director

Please check if additional provisions attached.

The above named Ohio corporation, does hereby certify that:

A meeting of the shareholders directors (non-profit amended articles only)

members was duly called and held on _____ (Date)

at which meeting a quorum was present in person or by proxy, based upon the quorum present, an affirmative vote was cast which entitled them to exercise _____ % as the voting power of the corporation.

In a writing signed by all of the shareholders directors (non-profit amended articles only)

members who would be entitled to the notice of a meeting or such other proportion not less than a majority as the articles of regulations or bylaws permit.

Clause applies if amended box is checked.

Resolved, that the following amended articles of incorporations be and the same are hereby adopted to supercede and take the place of the existing articles of incorporation and all amendments thereto.

Exhibit A

All of the following information must be completed if an amended box is checked.
 If an amendment box is checked, complete the areas that apply.

FIRST: The name of the corporation is: Downtown Lancaster Special Improvement District, Inc.


SECOND: The place in the State of Ohio where its principal office is located is in the City of:
Lancaster Fairfield
(city, village or township) (county)

THIRD: The purposes of the corporation are as follows:

see attached

FOURTH: The number of shares which the corporation is authorized to have outstanding is: _____
 (Does not apply to box (2))

REQUIRED
 Must be authenticated
 (signed) by an authorized
 representative
 (See instructions)


 Authorized Representative

3/21/06
 Date

Jeff Siegler
 (Print Name)

 Authorized Representative

 Date

 (Print Name)

ATTACHMENT TO ARTICLE THIRD OF
THE AMENDED ARTICLES OF INCORPORATION
OF
DOWNTOWN LANCASTER SPECIAL
IMPROVEMENT DISTRICT, INC.

The Corporation is organized to operate exclusively for charitable and educational purposes (but not including the operation of a full secondary educational institution or a vocational school) within the meaning of 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law) and more specifically as follows:

1. To govern a special Improvement district created pursuant to ORC Chapter 1710.
2. To encourage and participate in programs that will maintain, improve and build the downtown area of the City of Lancaster as a viable place of business, cultural and recreational activity.
3. To assist the City of Lancaster, Fairfield County and other agencies and groups in providing programming which will preserve the economic well being and opportunities in the downtown area of the City of Lancaster.
4. To encourage and participate in programs to preserve the aesthetic, architectural and historic character of the downtown area of the City of Lancaster.
5. To engage in any lawful act or activity for which corporations may be formed under ORC Chapter 1702 and amendments thereto, as may be deemed appropriate by the trustees of the Corporation, and to exercise any powers or rights now or hereafter conferred on nonprofit corporations under the laws of the State of Ohio which are in furtherance of any of the purposes for which the Corporation is formed.
6. To engage in any lawful act or activity for which corporations may be formed under ORC Chapter 1710 and amendments thereto as may be deemed appropriate by the trustees of the corporation.
7. The above enumerated purposes shall be interpreted in connection with the limitation that the Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

And further as follows:

8. In no event shall any part of the net earnings of the Corporation inure to the benefit of, or be distributable to, its Trustees or officers or to other private persons, except that the corporation shall be authorized and empowered to pay reasonable

Exhibit A

compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles.

9. No substantial 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 (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
10. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).
11. Upon dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law), as the Board of Trustees shall determine; provided, however, that should the Board of Trustees fail to agree upon a distribution then the assets shall escheat to the State of Ohio for public purposes.



CODE of REGULATIONS
Of
DOWNTOWN LANCASTER SPECIAL IMPROVEMENT DISTRICT, Inc
(A non-profit Corporation)
Tax ID: 1470850

ARTICLE I: NAME AND PURPOSE

Section 1: The name and purpose of the Corporation is as set out in its Articles of Incorporation. A copy of which is attached hereto as Exhibit "A".

ARTICLE II: MEMBERSHIP

Section 1: The annual meeting of the members of the Downtown Lancaster Special Improvement District, Inc. shall be held January of each year at such a time and place as shall be designated by the Board of Directors. The annual, meeting shall be held for the purpose of: electing Directors to the Board of Directors; receiving reports of the Directors; and, for transacting such other business as may come before it.

Section 2: Any number of individual members present shall constitute a quorum at any annual or special meeting of the members.

Section 3: Special meetings of the members may be called by the Chairman, or 5 or more members of the Board of Directors.

Section 4: a). Notice of the annual meeting of the members shall be sent to members by email, fax, or regular mail in time reasonably calculated to be delivered at least five (5) days before the date of the meeting.

b). Notice of any special meeting of the members shall include an agenda and shall be sent by email, fax, or regular main in time reasonably calculated to be delivered at least five (5) days before the date of the meeting.

ARTICLE III: BOARD OF DIRECTORS

Section 1: The Board of Directors shall be the governing board of the Corporation and shall consist of at least eleven (11) Directors, or more, all of whom shall be voting Directors. The Board of Directors shall include at least the Mayor of the City of Lancaster, or the Mayor's designated representative or proxy; the designated representative or appointee of City Council of the City of Lancaster; the designated representative or appointee of the Commissioners of Fairfield County, Ohio; and at least eight (8) other members.

Section 2: The term of office of the Mayor of the City of Lancaster shall be the term of office held by the Mayor or the Mayor's designee. The term of office for the designated representative or appointee of the City Council of the City of Lancaster shall be for one year unless otherwise stipulated by the City Council of the City of Lancaster. The term of office for the designated representative or appointee of the Commissioners of Fairfield County shall be for one year, unless otherwise stipulated by the Commissioners of Fairfield County, Ohio. Member directors shall be elected as follows: all eight member directors shall be elected to a two year term by a majority of the members. The elections and terms shall be staggered with four member directors elected one year and then the other four elected the next year. In the event of future enlargement of the Board of Directors, nominations to the Board of Directors shall be requested by the Board from its members.

Section 3: All powers concerning the operation of the Corporation are reserved to the Board of Directors except those delegated to the officers and others hereinafter set forth, or by future resolution of the Board of Directors. In general, the Board of Directors shall have the power to adopt and or amend the By-Laws of the Corporation, contract for professional and/or management services, purpose, initiate, or approve any study, policy, plan or other matter concerning the purposes of the Corporation; adopt an operating budget for the Corporation, and review any action of the officers and others.

Section 4: A Director may be removed for good cause shown by the vote of seventy-five percent (75%) of the remaining members of the Board of Directors or may resign at any time by notice in writing delivered to any other officers of the Corporation.

ARTICLE IV: MEETINGS OF THE BOARD OF DIRECTORS

Section 1: The Board of Directors shall hold regular meetings at such times and places as shall be established by the Board of Directors. At the first meeting each year, or at such other meeting as the Directors may designate, the Directors shall elect officers of the Corporation. The Secretary of the Corporation shall provide notice of all meetings, and the purposes thereof, to all members of the Board of Directors.

Section 2: Special meetings may be called by the Chairman or twenty-five percent (25%) of the members of the Board of Directors. The notice of any special meeting shall set forth the time, date, and place thereof and the person or persons calling such meeting shall cause such notice to be given. Notice for each such meeting shall be given to each Director in writing. Unless otherwise limited to the notice thereof, any business may be transacted at any special meeting.

Section 3: A majority of the Board of Directors shall constitute a quorum for the conducting of any business by the Board and a majority of the Board members present is necessary to constitute a quorum to adopt any action of the Board.

Section 4: Any action which may be authorized or taken at a meeting of the Board of Directors may be authorized or taken without a meeting with the affirmative vote or approval of, and in writing or writings signed by, all members of the Board of Directors then in office.

ARTICLE V: NOMINATIONS AND ELECTION OF DIRECTORS

Section 1:

- a. **Nominating Committee:** The nominating committee shall consist of at least three (3) members of the Board of Directors appointed by the Chairman. The nominating committee shall nominate candidates for election to the Board of Directors following the qualifications for Board Members as set forth herein.
- b. **Criteria for Nomination:** Except as otherwise provided, the Board of Directors shall be elected from among the members
- c. **Submission of Nominations:** Prior to the January Board meeting of each year, the Nominating Committee shall present to the Chairman a slate of candidate who are members in good standing and who are agreed to accept the responsibility of being a Director to serve a two year (2) term to replace a Director whose term is expiring. The nominations shall be presented to the Board for its approval at the regular Board meeting in November of each year.
- d. **Notice of Nominations:** Upon approval of the slate of candidates by the Board, the Chairman, on or before the annual meeting, shall notify the membership of the following information:
 1. The names and addresses of each person nominated as a candidate for Director;
 2. The names and addresses of each person on the Board whose term will expire on the date of the next annual meeting;
 3. The names and addresses of each person on the Board whose term will not expire on the date of the next annual meeting;
- e. **Nominations:** Additional names of candidates for Directors may be nominated at the annual meeting by qualified members in attendance thereat.
- f. **Election of Directors:** If a nomination is made by a member at the annual meeting and a written ballot is necessary, the following applies, otherwise a hand or voice ballot is acceptable:
 1. The Chairman shall appoint three (3) judges made up of the members of the Board of Directors who are not nominees for election to the Board. The judges shall prepare the ballot, oversee the casting, counting, and certification of the vote and election of candidates to the Board.

2. The candidates shall be listed on the ballot in alphabetical order. The Board of Directors shall have the right to order the judges to include on the ballot such information as it deems important.
 3. The ballot shall be distributed to each member entitled to vote who attends the annual meeting of the members. No absentee ballots shall be permitted. The Board may establish procedures and rules for voting by proxy.
 4. The judges shall collect the ballots, validate the count the same and certify to the Board of Directors the names of elected Directors.
 5. The number of candidates needed to fill the vacancies receiving the greatest number of votes shall be declared the elected Directors.
 6. The Board of Directors shall have the power to make such other rules as may be necessary to assure a fair and reasonable procedure for implementing the vote.
- g. If no nominations are made from the floor by a member and the nominating committee has made its nominations, the nominations shall be closed and the nominated slate of candidates shall be declared elected to the Board of Directors. If the nominating committee has nominated more candidates than there are vacancies, then the provisions starting at Section 3(f) of this Article shall be followed.
- h. Each and every date provided for this Article V may be extended for additional days, not to exceed ten (10), upon approval by a two-thirds vote of the Board of Directors.

Section 2: All newly elected Board members shall be seated at the next regular meeting of the Board of Directors after the annual meeting and said term will end at the conclusion of the annual meeting of members of the year ending the Director's term.

Section 3:

- a. A member of the Board of Directors who is absent from two (2) consecutive regular meetings of the Board of Directors shall be deemed to have resigned from membership on the Board, unless any absence is forgiven by a majority vote of the Board of Directors then present to vote at any such regular meeting
- b. Vacancies on the Board of Directors, or among officers, shall be filled by the Board of Directors by a majority vote. The newly elected Director or Officer shall serve from the date of the appointment until the end of the term so filled.

ARTICLE VI: OFFICERS

Section 1: The Board of Directors shall elect a Chairman, a Vice Chairman, a Secretary, and a Treasurer, and such other officers as the Board of Directors may see fit. The officers shall be chosen from the members of the Board of Directors. Any two of the Officers may be held by one person, but in the case in which the action of more than one officer is required, no one person shall act in more than one capacity.

Section 2: Any officer may resign at any time by notice in writing delivered to any other officer of the Corporation.

Section 3: Except in the case of death, removal, or resignation, an elected officer shall serve until his/her successor has been elected. In the event of death, removal, or resignation of an elected officer (other than the Chairman if there is a Vice Chairman in office at the time), the Board of Directors shall elect a successor for the balance of the unexpired term of such officer. In the event of the death or resignation of the Chairman (if there is a Vice Chairman in office at that time), the Vice Chairman shall assume the office of Chairman for the unexpired term, and shall be deemed to have resigned the office of Vice Chairman.

ARTICLE VII: DUTIES OF OFFICERS

Section 1: The Chairman shall preside at meetings of the members of the Board of Directors, may designate the date, time, and place of meetings as provided herein, may execute all authorized instruments, including without limitation contracts, bonds, notes, debentures, deeds, mortgages, and other obligations in the name of the Corporation and shall perform such other duties as the Board of Directors may require.

Section 2: The Vice Chairman shall perform all of the duties of the Chairman in the case of the absence of or disability of the Chairman, or when circumstances prevent the Chairman from acting, and in such case shall have all the powers and obligations of Chairman, and any such instruments executed by the Vice Chairman shall be as valid and binding as though executed by the Chairman. The Vice Chairman shall also perform such other duties as the Board of Directors may require.

Section 3: The Secretary shall take and keep records of all meetings, conduct such correspondence of the Corporation as may be designated by the Chairman, perform the usual duties of his/her office, and perform such other duties as the Board of Directors may require.

Section 4: The Treasurer shall be the custodian of all funds and securities in other corporations and similar property belonging to the Corporation and shall do the same as may be ordered by the Board of Directors. He or she shall keep accurate financial accounts and hold the same open for examination of the Directors. On expiration of his/her term of office, he/she shall turn over to his/her successor or to the Board of Directors all property, books, papers, and moneys of the Corporation in his/her hands.

Section 5: The Board of Directors may also elect for a term of one year one or more Assistant Secretaries, and one or more Assistant Treasurers, who shall perform duties of the Secretary and Treasurer, respectively, in the case of the absence or disability of such Secretary or Treasurer, together with such other duties as the Board of Directors may from time to time prescribe. Such other officers as the Board of Directors may elect, shall have such powers and duties as the Board of Directors may from time to time to prescribe.

Section 6: The Board of Directors is authorized to delegate the duties of any officer to any other officer and generally control the action of the officers and to require the performance of duties in addition to those mentioned herein.

Section 7: Any officer, if required by the Board of Directors, shall give bond in such a form and with such security as the Board of Directors from time to time may require for the faithful performance of his/her duties.

ARTICLE VIII: PRESIDENT/OPERATING UNIT

Section 1: The day-to-day operations of the Corporation may be directed by a President, who may be employed or contractually retained by the Board of Directors. The President shall report regularly to the Chairman of the Board of Directors and attend all meetings of the Board of Directors. The President shall also perform such other duties as the Board of Directors may require.

Section 2: The President shall have such authority as may be delegated to the President by the Board of Directors.

Section 3: The qualifications of the President shall be established by the Board of Directors. The President may be responsible for recommending programs and strategies for the development of a downtown revitalization program; coordinating the implementation of such programs and strategies with other community organizations; representing the Corporation to the media and public at large; and performing all other duties as may be assigned or delegated by the Board of Directors consistent with the purposes of the Corporation.

ARTICLE IX: INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1: Each member of the Board of Directors and officer of the Corporation, who is made a party to any litigation, action, suit or proceeding, whether civil, criminal, or administrative, by reason of his/her being or having been a Director or officer of the Corporation or a Director or officer of any other Corporation which he served at the request of the Corporation, shall be entitled to be indemnified by the Corporation against the reasonable expense actually incurred by him/her in connection with the defense of such litigation, except in relation to the following matters:

- a) Those to which he or she shall finally be adjudged in such litigation to be liable because of dereliction in the performance of his/her duties as such Director or officer, or;
- b) Those which have resulted in a judgment in favor of the Corporation and against him/her, or which are settled by any payment by him/her to the Corporation.

Section 2: Except in cases where clause (a) or clause (b) above applies, "expenses" shall be deemed to include fines and penalties imposed on such person, and amounts paid upon plea or nolo contendere or similar plea or in compromise or settlement of the litigation or in satisfaction of judgment, if, and only if, such indemnification, and the amounts to be indemnified against, are approved as being reasonable in the circumstances by (1) the vote of a majority of the Directors of the Corporation in office if such majority are not involved in said litigation, or (2) the vote of a majority of the members of the Corporation excluding for the purpose hereof the members involved in such litigation, or (3) a court of competent jurisdiction, the foregoing right or indemnification shall not be exclusive of other rights to which such person, executors, or administrator may be entitled.

ARTICLE X: AMENDMENTS OF CODE REGULATIONS

Section 1: This constitution may be amended by a majority vote of the members present at a meeting called for the purpose of considering a change to the constitution. Said meeting may be held in conjunction with the annual meeting of the members or any membership meeting called pursuant hereto.

Section 2: A summary description of the changes proposed to the constitution and the time and place of the meeting of the members which will consider the changes shall be sent to the Members by regular mail in such time as to be reasonably calculated to be delivered at least five (5) days before such meeting.