

**CHARTER OF
THE COUNCIL OF BUSINESS IMPROVEMENT DISTRICTS
OF THE CITY OF MILWAUKEE**

Article 1) Organization

A. Organization. The Council of Business Improvement Districts of the City of Milwaukee (hereafter referred to as the "Council") is an unincorporated city-wide organization of business improvement districts (hereafter referred to as "BIDs" or "Agencies") not affiliated with and autonomous from the City of Milwaukee.

B. Vision. The vision of the Council is to foster strong neighborhoods where the needs of commercial and property owners are met resulting in a more vibrant and dynamic Milwaukee. Further, the Council shall represent and act on behalf of the common interests of Milwaukee BIDs.

C. Goal. The goal of the Council is to inform, educate, and advocate on behalf of Milwaukee BIDs.

D. Primary Charges. The primary charges of the Council are to:

1. Disseminate information
2. To share resources & expertise among its member districts
3. To assist member districts in their development
4. To support BIDs in their physical/social & economic environments
5. To be a collective voice to propose & advocate for initiative/ legislation & issues that support the viability of Milwaukee BIDs

Article 2) Membership and Meetings

A. Eligibility. The Council's composition will include BID representatives who are in a position to act on behalf of their agencies in achieving the vision, goal, and primary charges of the Council. For purposes of determining eligibility, an "BID" shall be defined as:

- A business improvement district with an approved operating plan by the City of Milwaukee.

B. Other Members. The Council may add affiliate members upon an application being made and accepted in accordance with rules and guidelines established by the Council.

C. Dues. The Council may assess each member agency annual dues or other fees but may suspend such assessment if sufficient funds exist within the treasury for the Council to carry out its mission. Such determinations shall be made by the Council at-large, and shall be subject to a vote.

D. Status. In January of each year, the Chairperson of the Council shall review the status of each agency, which appoints members to assess whether the agency still meets the criteria. The Chairperson shall promptly report any finding that an agency no longer

meets the criteria together with the specific reasons for the finding to the Executive Committee. The Executive Committee shall promptly review the matter.

- E. Representation. Each agency shall have only one representative on the Council. Two or more agencies having the same Executive Director or Manager may, at their discretion, designate said Manager to serve as their representative. That person may be its Chairperson or its Chief Executive Officer or its Manager. Agencies may designate subordinate personnel to represent them on Council committees.
- F. Quorum. Regular meetings may be held without a quorum. However, for purposes of elections, significant policy decisions (i.e. changes in the Council's mission by-law amendments, or dissolution, etc.) a quorum of one over one-half of the regular member agencies must be present.
- G. Meetings. Regular Council meetings shall normally be quarterly, at such times and places as set by the Council or the executive committee. Special meetings may be called by the Council or by the executive committee, with adequate advance notice of their time, place, and purpose to Council members.
- H. Agenda. The Chairperson upon advice of the Executive Committee shall provide an agenda for each meeting. A short written description of the items on the agenda shall be provided to members of the Council in advance of a meeting.
- I. Minutes. All meetings shall be recorded by the Secretary and shall include a briefing of the results of the deliberations. After approval by the Chairperson, copies of the minutes of the meetings of the Council shall be provided to all members, and minutes of the meetings the Council's Executive Committee shall be made available to members of the Council upon request.
- J. Voting. Each agency, by its designated representative shall be entitled to cast one (1) vote. Except as otherwise provided by law or by this charter a majority vote of the agency representatives present at a meeting at which a quorum is present shall constitute the action of the Council. Agency representatives may not vote by proxy but may vote, in extenuating or emergency situations only, by electronic means (i.e. email or facsimile ballot) or via teleconference.

Article 3) Officers

- A. Number of Officers. The Council shall have four officers: Chairperson, Vice-Chairperson, Secretary, and Treasurer. The duties of each are set forth below.
- B. Elections and terms of office. All officers shall be elected by the membership of the Council at a March meeting of the Council. Each officer shall be elected to serve a term of two years and may be re-elected.
- C. Nominations by Committee. Not later than December 31 of the year preceding the year in which elections will occur, the Chairperson shall appoint a committee to nominate candidates for officer positions to be filled at the election. The committee shall consist of at least three persons, no more than one of whom shall then be a member of the Executive Committee shall. No later than February 1, the committee shall inform the membership

of its nominee list. Officer nominations should reflect due consideration for the range of interests reflected on the Council. The nominating committee shall endeavor to select nominees for the four (4) offices, which represent the four (4) geographic areas of the City of Milwaukee and to rotate the officers among these geographic areas at each election cycle.

- D. Other nominations. Any agency representative not nominated for a particular position may place his/her name in nomination for that position by providing the Secretary written notification of that desire, together with written support of the nomination signed by at least three (3) other agency representatives. To be effective, the Secretary must receive such notification no later than the Executive Committee meeting next preceding the Council meeting at which the election will be held.
- E. Election procedure. Election of officers shall be by secret ballot, which shall be counted by the nominating committee. For each office, the winner shall be the individual receiving the plurality of votes cast for that office at the election meeting.
- F. Offices held in individual capacity. Although each individual serves on the Council as a representative on behalf of any member agency, when the office becomes vacant the individual's successor as agency representative does not succeed to the officer position.
- G. Duties of officers. The Chairperson shall preside over the regular Council and executive committee meetings. The Vice Chairperson shall perform the duties of the Chairperson when the Chairperson is unable to do so. The Secretary shall disseminate meeting notices, record the meetings of the Council and Executive Committee, and maintain correspondence records. The Treasurer shall collect dues, make disbursements as appropriate, and maintain Council financial accounts. In the absence of the Chairperson and Vice-Chairperson, presiding duties shall fall to the next senior officer present.

Article 4) Executive Committee

- A. Membership. The Council Executive Committee shall consist of the four officers, together with one other member elected at large from among the agency representatives (hereafter "at-large member"). The at-large member shall be elected to serve a term of two years and may be re-elected.
- B. Nomination and election of at-large member. Except as provided below, all the provisions of Article 3 above regarding nomination and election of officers apply with respect to the at-large member.
- C. Duties.
 - (1) Generally. The Executive Committee shall serve as the governing structure of the Council. Consistent with the Council's principles of collegiality and mutual support, the Executive Committee shall, when possible, bring before the entire Council policy issues of significance to the membership or important segments thereof.

- (2) Meetings. The Executive Committee shall meet normally prior to the regular meeting for the purpose of identifying agenda items at such times and places as it may set. The Executive Committee may hold special meetings at such times and places as shall be agreed upon by a majority of its members.
- (3) Vacancies. In the event of a vacancy in the office of the Chairperson, the Vice-Chairperson shall become the Chairperson. In the event of a vacancy in any other elected office, or in an at-large member position, the remaining members of the Executive Committee shall appoint a person to fill the unexpired term. In the event that the appointed person is already an officer or at-large member, the Executive Committee shall make such additional appointments to fill unexpired terms, as needed to maintain its full membership of four officers and three at-large members.
- (4) Removal or Resignation. Any person elected or appointed an Officer of the Council may be removed from office at any time by a majority vote of the Council at any regular or special meeting.
- (5) Authority. The authority to set general and specific rules governing the day-by-day activities of the Council lies with the Executive Committee.

Article 5) Other Committees

The Council may create, from time to time, such ad hoc committees and task forces, as it deems necessary to further the purposes of the Council. The Council may establish each such committee under those terms and conditions that it deems appropriate to the nature of the committee and the work to be performed, provided, however, that the Council may not delegate to such committee powers reserved to the Council as a whole or to the Executive Committee. The Council may also establish standing committees around mission components of the Council (i.e. Advocacy, Professional Development,)

Article 6) Amendments

Proposals for amendments may be presented to the Council by the Executive Committee, or by petition submitted in writing to the Council by at least three agency representatives. Amendments presented to the Council shall become effective only if ratified by a 2/3 majority of the representatives of Council member agencies. Unless otherwise specified, amendments become effective as of the first day of the month after their ratification.

Article 7) Dissolution

The Council may be voluntarily dissolved. Dissolution shall be by vote of 2/3 of the membership attending a meeting called expressly for such purpose. Should the Council be dissolved, any funds remaining in the treasury shall be distributed evenly among agencies that have paid dues for at least one year.

Article 8) Operating Year

The operating year of the Council shall be from January 1 through December 31, each year.

Article 9) Council Affiliations

The Council will not affiliate with:

- A. Any registered political candidate or organization.
- B. Any organization or coalition or organizations that discriminates on the basis of sex, income, age, sexual preference, religion, disability or national origin.
- C. Any organization, coalition, or organizations, which are incompatible with the Council goals or method of community organization.

Article 10) Conflict of Interest

- (a) Any duality of interest of possible conflict of interest on the part of any member of the Council or its Officers shall be disclosed and made a matter of record on any annual basis as well as when the interest develops, and before the transaction in question is consummated. Procedures designed to ensure disclosure may be developed by the Council from time to time and carried out.
- (b) Any member of the Council having a liability or possible conflict of interest on any matter should promptly notify the presiding Officer of the same and should not vote or use his or her personal influence on the matter. However, such member or may be counted in determining the presence of a quorum for the meeting. The minutes of the meeting should reflect that a disclosure was made, the abstention from voting, the quorum situation, and the determination that the proposed contract or transaction is fair and reasonable to the Council. However, the foregoing requirements should not be construed as preventing the member of the Council so involved from briefly stating his or her position on the matter nor from answering the pertinent questions of other members of the Council.
- (c) The Council and its Officers shall exercise the utmost good faith in all transaction touching upon their duties with this Corporation, they shall be held to a strict rule of honest and fair dealing. All acts of such persons shall be for the best interest of the Council. Such persons shall not accept any material gifts, favors, or hospitality that might influence their decision-making or actions affecting the Council. They shall not use their positions, or knowledge gained there from, so that a conflict might arise between the interest of this Council and that of the individual any new agency representative.

Article 11) Representation to other organizations

Unless otherwise determined by the Chairperson, the Chairperson shall act as the official representative of the Council to other organizations. The Chairperson may appoint another person to represent the Council to other organizations. Any other person appointed as a representative of the Council to other organizations need not be a member of the Council.

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