

**Historic King Drive  
Business Improvement District  
(BID #8)**

**2012 Operating Plan**

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# Year 20 Operating Plan

## **I. Introduction**

In 1984, the Wisconsin Legislature created Sec. 66.1109 (formerly Sec. 66.608) of the Wisconsin Statutes (“BID Law”) enabling cities to establish Business Improvement Districts (BIDs) upon the petition of at least one-property owner within the proposed district. The purpose of the law is “... *to allow businesses within those districts to develop, to manage and promote the districts and to establish an assessment method to fund these activities.*” (1983 Wisconsin Act 184, Section 1, legislative declaration)

On September 17, 1992, the Common Council of the City of Milwaukee by Resolution File Number 920644, created Business Improvement District Number 8 (“Historic King Drive BID”, “BID”, or “District”) and adopted its initial operating plan.

The BID Law requires that a BID Board of Directors “...*shall annually consider and make changes to the operating plan. The Board shall then submit the operating plan to the local legislative body for its approval.*” The Board of Directors of Historic King Drive BID submits this 2012 Operating Plan in fulfillment of the statutory requirement (“Operating Plan”).

This Operating Plan proposes a continuation of activities described in the initial (July 1992) Historic King Drive BID Operating Plan (“Year 1 Operating Plan”). Therefore, it incorporates by reference the Year 1 Operating Plan as adopted by the Common Council of the City of Milwaukee. In the interest of brevity, this Operating Plan details the elements that are required by the BID Law and any proposed changes for 2012. It does not repeat the background information that is contained in the Year 1 Operating Plan nor does it include the Business Improvement District statute, original petitions or the City of Milwaukee Attorney’s Statement.

## **II. District Boundaries**

Boundaries of the Historic King Drive BID are shown on the map in Appendix A of this Operating Plan. A listing of the properties included in the Historic King Drive BID is provided in Appendix B. (Together Appendix A and B, “BID Boundary”)

## **III. Proposed Operating Plan**

### **A. Plan Objective**

The objective of the Historic King Drive Business Improvement District is to develop, redevelop, maintain, operate and promote the area of Historic King Drive that is within the BID Boundary.

### **B. Proposed Activities**

Principal activities to be engaged in by the District during its twentieth year of operations are to include but not limited to operating a District office to promote new development and the increase value of present improvements by providing staffing, equipment, supplies and resources to:

- Respond to questions about available space for lease or purchase;
- Coordinate and support volunteers to promote private and public financing of District development activities;
- Coordinate business recruitment and business development;
- Provide informational materials regarding business and property opportunities;
- Encourage increased police protection and safety programs;
- Maintain maintenance program;
- Publish and distribute District information and promotional materials;
- Initiate publicity and media coverage of District activities;
- Promote the unique historical significance and commercial mix of the District;
- Encourage design-sensitive renovations of buildings in the District;
- Plan and coordinate special events;
- Review and implement 2011 Redevelopment Plan;
- Implement Main Street Approach; and
- Actively review proposed new uses and renewals, and encourage uses that benefit the District and discourage uses that detract from the District.
- Marketing the district

The BID's activities may also include:

- Borrowing funds to pay for streetscape improvements and developing such improvements
- Borrowing funds to acquire, develop and own real property to be used for the benefit of the District

C. Proposed 2012 Expenditures

**REVENUES**

BID Assessment	\$197,594
Fundraising/Contributions/Earned Income	\$0
Main Street Program Funds (CDGA)	\$60,000
Main Street Technical Assistance Funds	\$0
<b>TOTAL REVENUES</b>	<b>\$257,594</b>

**EXPENSES**

*Management*

Dues, Subscriptions & Library	\$500
Insurance (Gen. Liability, D&O, Volunteer)	\$4,440
Office Supplies	\$2,100
Postage	\$370
Personal Property Taxes	\$500
Audit	\$4,100
Bookkeeping & Accounting	\$9,600
Staff	\$110,000
Rent	\$10,800
Telephone & Internet	\$1,200
Utilities	\$960
Miscellaneous	\$300

**TOTAL MANAGEMENT EXPENSES** **\$144,870**

*Main Street Activities*

Public Safety & Maintenance Initiatives	\$34,844	
Design Initiatives	\$27,724	
Organization Initiatives	\$5,000	
Economic Restructuring Initiatives	\$0	
Marketing Initiatives	\$36,000	\$103,568
<i>Business Owner / Home Owner Rebate</i>	\$5,000	\$5,000
<b>TOTAL EXPENSES</b>		<b>\$253,438</b>
<b>SURPLUS</b>		<b>\$4,156</b>

D. Financing Method

The proposed expenditures will be financed from funds collected from the BID Assessments (as defined by Section IV.A), voluntary private contributions and public grants. The estimated assessed value of BID-eligible properties within the District is \$211,980,000, almost \$2,586,000 higher than the previous year. Approximately \$197,594 or about 77 percent of the BID budget will be raised through BID Assessments. Approximately \$60,000 of the BID's budget will be raised through a separate contract with the Community Development Grants Administration to implement the Main Street Approach.

The BID Board of Directors shall have the authority and responsibility to prioritize expenditures, and to revise the budget and activities as necessary.

E. Organization of BID Board

The District's Board of Directors shall be selected pursuant to the District's Bylaws. The Board's primary responsibility will be implementation of this Operating Plan. The Board may engage a third party to assist in the execution of these duties.

Pending Final Approval by the City Council of outstanding nominations and renewals, the current Historic King Drive BID Board of Directors is comprised as follows:

*Term Expiring 2011*

- Fletcher Crawford
- Bob Ferriday
- Dave Rotter
- Dan Zens

*Term Expiring 2012*

- Pamila Brown
- Welford Sanders
- Sam Denny
- Larry Roffers
- Jo Spear, Jr.
- LaMarr Franklin
- Luc Monsanto
- Michael Coakley

Term Expiring 2013

- Vacant
- Vacant

Term Expiring 2014

- Susan Kissinger

**NOTE: The paragraph below is a proposed change to the Historic King Drive Business Improvement District's Bylaws. This paragraph was approved by the King Drive BID's Board of Director's on September 22, 2011 and is pending final approval by the Common Council before it can be implemented or take effect.**

The Board of the Directors **shall be composed of no more than** fifteen members of whom **all but three shall be owners/owner-designated representatives of a BID assessed property or a commercial tenant of a BID assessed property.** The remaining **three (3)** board positions shall be representatives of community organizations which function within the environs of the District. Board members cannot be an elected municipal or governmental official unless the elected official **meets the criteria stated earlier in this section.**

#### **End of proposed change.**

The Historic King Drive BID Board of Directors as currently constituted, and as may be adjusted in accordance with the Historic King Drive Bylaws shall serve as the District Program Board for implementing the Main Street Approach in the area.

#### F. Relationship to other Entities

The BID shall be a separate entity from any other entity ("Unaffiliated Entity"), notwithstanding the fact that members, officers, employees and directors may be shared. Such Unaffiliated Entities shall remain private organizations, not subject to the open meeting law, and not subject to the public record law. Such Unaffiliated Entities may contract with the BID to provide services to the BID in accordance with this Plan.

### **IV. Method of Assessment & Rate**

#### A. Assessment Rate and Method

The principle behind the assessment methodology is that each parcel's owner should pay for District development in proportion to the benefits derived. Obviously, not every parcel within the District will benefit equally, but it is assumed that development of the District will produce at least some minimum benefit for all parcels. Thus, a \$125 minimum assessment has been applied to taxable properties. Additionally, a cap of \$1,500 or maximum assessment per parcel is applied.

The use of a minimum and maximum value is designed to reflect the expected benefits to the area by the BID. Since most of the proposed BID activities are district-wide and not property specific, the proposed minimum assessment is designed to spread a level of cost to all properties

within the District. Above this minimum level, it is believed that there will be some additional benefits received based upon the value of the property. However, these benefits are not necessarily directly proportional to value. Therefore, a cap of \$1,500 is proposed since no one large property stands to gain significantly more benefits than other properties.

BID-eligible properties are assessed in the following manner:

- An unimproved tax parcel is assessed at a rate of \$4/1,000 of assessed value up to a maximum BID Assessment of \$1,500. No minimum assessment is applied to unimproved parcels.
- There is a \$125 minimum assessment on all BID-eligible improved tax parcels valued at \$10,000 or less.
- For improved tax parcels valued over \$10,000, the assessment is \$125 plus \$4/1,000 assessed value for the amount over \$10,000, up to a maximum of \$1,500.

The assessment assigned to each parcel based on this formula is herein referred to as “BID Assessment.” Any BID Assessments related to a previous year or years may not be contested. The assessed value used for the BID Assessment will be as shown on the attached list. Any BID Assessment related to this Operating Plan may only be contested prior to approval and adoption of this Operating Plan by the City Council.

#### B. Excluded and Exempt Property

The BID Law requires explicit consideration of certain classes of property. In compliance with the law the following statements are provided.

1. The BID will assess properties to the maximum extent allowed by law, this includes without limitation, properties used in part or in whole for manufacturing, properties that are vacant, mercantile apartments, and all other properties that are used for any commercial gain. By way of example, and not limiting the foregoing, a property which is used exclusively by its owner and immediate family for their principle residence shall not be assessed. A property will be assessed, however, when any portion of the premises is either (a) leased or possession is otherwise given to a third party, or (b) is used for any other commercial purpose. If any other provision of this Operating Plan shall be in conflict with this paragraph, this paragraph shall prevail.

2. State Statute 66.1109(1) (f) Im: The district will contain property used exclusively for manufacturing purposes, as well as properties used in part for manufacturing. These properties will be assessed according to the method set forth in this Operating Plan because it is assumed that they will benefit from development in the District.

3. In accordance with the interpretation of the City Attorney regarding State Statute 66.1109(1) (b), property exempt from general real estate taxes has been excluded from the District, during the time of the exemption.

#### C. Business Owner / Home Owner Rebate

As stated above, “property known to be exclusively residential” is excluded from the BID Assessment. The BID Boundaries include several businesses where the property owner is also the business owner, and also lives at the same property. If no adjustment is made, the property owner pays a BID assessment on his or her entire property, even the portion where he or she lives. In order not to place an undue burden on such Business Owners / Home Owners, the BID has set aside \$5,000 to offer as rebates to such owners. Applications for such rebate must be made by the

Business Owner / Home Owner prior to April 1, 2012. The rebate shall be determined as follows. The applicant shall submit:

- (1) Evidence of the "Total Square Footage of Subject Building," including any basement, but not including any roof area, nor the area of a residential garage. Sufficient evidence may include building plans or information from the City Assessor;
- (2) Evidence of the square footage used exclusively by the applicant and the applicants immediate family for residential purposes, not including any roof area, nor the area of a residential garage ("Residential Square Footage Occupied by Applicant"). Sufficient evidence may include pictures of the residential area and business area that correspond to the documentation submitted as part of (1) above; and
- (3) Evidence that the property is the applicant's sole and primary residence. Sufficient evidence may include a Driver's License that includes the subject property's address.

The BID's Board of Directors shall make a determination of whether the evidence submitted is sufficient. Applicants that have received such approval are "Approved Applicants." The rebate given to the Approved Applicant shall be determined as follows. The "Individual Eligible Rebate" for each applicant shall be determined by the following equation:  $\text{Assessment Paid by Applicant for the Subject Year} * (\text{Residential Square Footage Occupied by Applicant} / \text{Total Square Footage of Subject Building})$ . Then, all of the applicants' Individual Eligible Rebates shall be summed together to determine the "Total Eligible Rebates". If the Total Eligible Rebates is less than \$5,000, each Approved Applicant shall receive a rebate in the amount of the applicant's Individual Eligible Rebate. If the Total Eligible Rebates is greater than \$5,000, then the "Percentage Rebate" shall be determined by taking \$5,000 divided by Total Eligible Rebates. Then each Approved Applicant shall receive a rebate in the amount of the applicant's Individual Eligible Rebate multiplied by the Percentage Rebate.

This rebate only applies to residents that own and live at the subject property, not to business owners that lease an apartment, nor to residents living at the property that are not also the owner of the subject property. The rebate may apply to residents that own the property under the name of a limited liability company or other form of ownership as long as the applicant can show that he or she is the 100% owner of such entity. The determinative date that the BID Board will consider whether a homeowner lived at the premises is January 1 of the subject year. No property owner shall be entitled to a rebate if he or she owes any outstanding taxes or other fees to the City of Milwaukee. A property owner that is current on installment payments shall not be considered to owe outstanding taxes, however, any rebate shall be paid directly to the city to be applied towards outstanding installments. Each applicant must submit a recertification every year to be considered for a rebate. This program will be considered annually by the BID Board and may or may not be a part of future Operating Plans. In no event shall the Individual Eligible Rebate given to an Applicant in any year exceed 50% of the Assessment Paid by Applicant for the subject property in that year.

#### D. Assessments for Additional Services

The BID may, but shall have no obligation, to provide certain maintenance on the sidewalk area in front of a private property. This maintenance may only include (a) weed removal; (b) excessive trash removal; (c) snow/ice removal and (d) graffiti removal. Prior to performing such maintenance the BID shall either (i) send notice by certified mail to owner of record, or (ii) post notice on the property. The notice shall give the owner 48 hours to resolve the maintenance problem. If the problem is not resolved the BID may, but shall have no obligation, to resolve such problem. In such cases that the BID does perform maintenance it may add to the relevant

property's assessment in the subsequent year a fee of up to \$50 per hour. This increased assessment may cause a property's assessment to exceed the maximum assessment as stated in Section IV.A above. The aggregate additional assessment that may be added to a property's regular assessment in any operating year, shall be \$500.

**V. Relationship to Milwaukee Comprehensive Plan and Orderly Development of the City.**

A. City Plans

In February 1978, the Common Council of the City of Milwaukee adopted a Preservation Policy as the policy basis for its Comprehensive Plan and as a guide for its planning, programming and budgeting decisions. The Common Council reaffirmed and expanded the Preservation Policy in Resolution File Number 881978, adopted January 24, 1989.

The Preservation Policy emphasizes maintaining Milwaukee's present housing, jobs, neighborhoods, services, and tax base rather than passively accepting loss of jobs and population, or emphasizing massive new development. In its January 1989 reaffirmation of the policy, the Common Council gave new emphasis to forging new public and private partnerships as a means to accomplish preservation.

The district is a means of formalizing and funding the public-private partnership between the City and property owners in the Historic King Drive business area and for furthering preservation and redevelopment in this portion of the City of Milwaukee. Therefore, it is fully consistent with the City's Comprehensive Plan and Preservation Policy.

B. City Role In District Operation

The City of Milwaukee has committed to helping private property owners in the District to promote its development. To this end, the City of Milwaukee has played a significant role in the creation of the Business Improvement District, and intends to assist in the implementation of the Operating Plan. In particular, the City of Milwaukee will:

1. Provide assistance as appropriate to the BID Board of Directors;
2. Monitor and, when appropriate, apply for outside funding which could be used in support of the District;
3. Collect BID assessments and maintain them in a segregated account; Disburse all funds of the District, no earlier than January 31, 2012 and no later than March 31, 2012. Disbursement of the full amount assessed by the District shall be made without reference to the amount of assessments collected by the City by the date of disbursement;
4. Receive annual audits as required per Wis. Stats. Sec. 66.1109(3)(c).
5. Provide the Board of Directors through the Tax Commissioner's office on or before June 30th of each plan year with the official City of Milwaukee records on the assessed value of each tax key number within the district as of January 1 of each plan year and provide an update immediately prior to preparation of tax bills for purpose of calculating the actual BID assessments for the following plan year; and
6. Encourage the State of Wisconsin, County of Milwaukee and other units of government to support the activities of the District.



The presentation of this Operating Plan to the City of Milwaukee shall be deemed a standing order of the Board of Directors under Sec. 66.60 8 (4) Wis. Stats. to disburse the BID assessments without necessity of an additional disbursement agreement, disbursement method or accounting method. Budget authority made under this plan shall be shown in the City's budget as a line item.

**VI. [Intentionally Omitted]**

**VII. Future Year Operating Plans**

A. Phased Development

It is anticipated that the BID will continue to revise and develop the Operating Plan annually, in response to changing development needs and opportunities in the District, in accordance with the purposes and objectives defined in the Year 1 Operating Plan.

Section 66.1109 (3) (a) of the BID law requires the BID Board and the City to annually review and make changes as appropriate in the Operating Plan. Therefore, while this document outlines in general terms the complete development program, it focuses upon Year Nineteen activities, and information on specific assessed values, budget amounts and assessment amounts are based on Year Nineteen conditions. Greater detail about subsequent year's activities will be provided in the required annual Plan updates, and approval by the Common Council of such Plan updates shall be conclusive evidence of compliance with this Plan and the BID law.

In later years, the BID Operating Plan will continue to apply the assessment formula, as adjusted, to raise funds to meet the next annual budget. However, the method of assessing shall not be materially altered, except with the consent of the City of Milwaukee.

B. Amendment, Severability and Expansion

This BID has been created under authority of Section 66.1109 of the Statutes of the State of Wisconsin. Should any court find any portion of this Statute invalid or unconstitutional its decision will not invalidate or terminate the BID and this BID Plan shall be amended to conform to the law without need of reestablishment.

Should the legislature amend the Statute to narrow or broaden the process of a BID so as to exclude or include as assessable properties a certain class or classes of properties, then this BID Plan may be amended by the Common Council of the City of Milwaukee as and when it conducts its annual Operating Plan approval and without necessity to undertake any other act. This is specifically authorized under Section 66.1109(3)(b).

**VIII. Contracting with BID #8**

Any contracting with the BID shall be exempt from the requirements of Sec 62.15, Wis. Stats. because such contracts shall not be for the construction of improvements or provision of materials. If the BID does contract for the construction of improvements or provisions of material, it shall follow the requirements of such statutes to the extent applicable. Further, the annual accounting required under Sec 66.608 (3) (c) Wis. Stats., shall be deemed to fulfill the requirements of Sec 62.15 (14) Wis. Stats. The BID Board of Directors and the City of Milwaukee shall comply with the provisions of Sec. 66.60 before the City inserts assessments for this BID

plan onto the tax bills for the parcels assessed thereunder, only to the extent required by law, to create a lien on the parcels assessed.

# *Historic King Drive Business Improvement District*

## **Bylaws**

### **Article I. Offices**

**Section (1) *Principal Office:*** The principal office of the Historic King Drive Business Improvement District shall be located in the City of Milwaukee at 2212 North Dr. Martin Luther King Jr. Drive. The BID Board may determine a different location as the affairs of the BID require from time to time.

### **Article II. Objective**

**Section (1) *Statute & Annual Operating Plan:*** The objectives of the Board shall be those set forth in section 66.1109 Wisconsin Statutes and in the Operating Plan adopted by the City of Milwaukee for Business Improvement District No 8. (Historic King Drive).

**Section (2) *General Purpose:*** The purpose shall be to further the economic development of Historic King Drive and its environs~ to promote and assist the growth and development of all business concerns within the said area; to promote good relations among business people in the Historic King Drive district and surrounding community; to foster just and equitable principles of trade; and to cooperate with governmental units for legislating fairly for business generally and this area in particular.

**Section (3) *Board Discretion:*** The Board may decide to engage in other purposes conducive to the best interests of its members and the community.

### **Article III. Meetings of Members**

**Section 1: *Annual Notification or Hearing:*** Prior to submitting its annual Operating Plan to the Common Council of the City of Milwaukee, the Board shall notify property owners by mail that the annual plan has been submitted. The Board may also hold a public hearing on the proposed plan. Written notice of the hearing shall be mailed to all property owners assessed by the BID at least one week prior to the hearing. All notices shall state that copies of the Operating Plan are available from the Board on request.

**Section (2) *Special Meetings:*** Special meetings of the membership may be called at the discretion of the Board of Directors or upon application for same by not less than thirty percent (30%) of the membership.

**Section (3) *Place of Meeting:*** The Board of Directors may designate any place as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of the meeting shall be 2212 North Dr. Martin Luther King Jr. Drive.

**Section (4) *Notice of Meeting:*** Written or printed notice stating the place, day and hour of any meeting of members shall be delivered one week in advance, either personally or by mail, to each member by or at the direction of the Chair or Secretary, or the offices or person(s) calling the meeting.

## Article IV. Board of Directors

**Section (1) *General Powers:*** The direction of the BID shall be managed by its Board of Directors.

**Section (2) *Number, Tenure & Election:*** The number of Directors shall not be more than fifteen (15). Each Director shall hold office for three years. After the three year period has expired, the Board will decide to renew position. The Directors may be elected throughout the year given resignations or other vacancies. Their term of office shall begin at the meeting at which they are elected. Elections of a Director will occur by nominations of serving Directors. A successful candidate must receive two-thirds of the present votes to qualify for election and confirmation by the City of Milwaukee Mayor.

**Section (3) *Composition:*** The Board of the Directors will be composed of fifteen Board members of whom 12 shall be owners of commercial property and/or operators of businesses within the District boundaries. The remaining 3 board positions shall be representatives of community organizations which function within the environs of the District. If the Board size increases to more than fifteen (15), all additional Board members must be commercial property owners and/or operators of businesses within the District. Board members cannot be an elected official unless the elected official is a commercial property owner and/or operators of a business within the District.

**Section (3) *Composition:*** The Board of the Directors shall be composed of no more than fifteen members of whom all but three shall be owners/owner-designated representatives of a BID assessed property or a commercial tenant of a BID assessed property. The remaining three (3) board positions shall be representatives of community organizations which function within the environs of the District. Board members cannot be an elected municipal or governmental official unless the elected official meets the criteria stated earlier in this section.

**Section (4) *Removal, Resignation & Vacancies:*** Any member elected or appointed by the Board of Directors may be removed by the Board whenever in its judgment the best interest of the Board would be served thereby; such removal requires a two-thirds vote from the membership of the Board after notice and opportunity for a hearing are afforded the member in question. A Director whose position as a property owner, business operator or community organization member changes and as a result no longer holds a position within the BID district must resign from the Board of Directors. A Director absent from two (2) successive meetings without giving advance notice and reason for such absence shall forfeit said office. Repeated neglect of committee duties shall be treated in like manner. A Board member may resign by submitting a written resignation to the Secretary. A Board member who has submitted a written resignation shall continue to serve on the Board, if otherwise able, until a successor is confirmed by the Common Council. Any vacancy occurring in the Board of Directors will result in a notification and petition for replacement to the Mayor of Milwaukee.

**Section (5) *Regular Meetings:*** Regular meetings of the Board of Directors will occur at a minimum on a quarterly basis. At least one week notice, delivered to the members and to the City Clerk shall be necessary to schedule a meeting of the Board. All regular meetings are open to the public, except those specified in Section 9.85 Wisconsin Statute.

**Section (6) *Special Meetings:*** Special meetings of the Board of Directors may be called by the Chair or at the request of three (3) members of the Board. All special meetings are open to the public, except those specified in Section 9.85 Wisconsin Statute.

**Section (7) *Quorum:*** A quorum of the Board shall consist of least five (5) members for the transaction of business.

**Section (8) *Manner of Acting:*** The act of the majority of the Directors at a meeting at which a quorum is present shall be the act of the Board of Directors. Any motion or proposal to modify or rescind a

previous act or actions of the Board of Directors can become effective only by the vote of the majority of Directors in office.

**Section(9) *Compensation:*** Directors shall not receive any stated salaries for their services. Directors are eligible for reimbursement for Board approved expenses.

## Article V. Officers

**Section (1) *Officers:*** The Officers of the Board shall consist of a Chair, Vice-Chair, Secretary and Treasurer. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such offices to have the authority and perform the duties prescribed, from time to time, by the Board of Directors.

**Section (2) *Election and Term of Office:*** The Officers of the Board shall be elected to serve for one year or until their successors have been selected. Their term of office shall begin at the meeting at which they are elected. Officers are elected by nomination from the Board of Directors.

**Section (3) *Removal:*** Any Officer elected or appointed by the Board of Directors may be removed by the Board when ever in its judgment the best interest of the Board would be served thereby. Such removal requires a two-thirds vote from the membership of the Board after notice and opportunity for a hearing are afforded the officer in question.

**Section (4) *Chair:*** The Chair shall preside at all meetings and hearings of the Board and shall perform such duties as are customarily exercised by a presiding officer. the Chair may sign, with the Vice-Chair and Treasurer, any checks, contracts or other instruments which the Board of Directors has authorized be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer of the BID. In addition, the Chair may appoint general and special committees if and when the occasion requires.

**Section (5) *Vice-Chair:*** The Vice-Chair shall perform the duties of the Chair in the resignation, absence or inability to act, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. The Vice-Chair shall perform such other duties as from time to time may be assigned to him/her by the Chair or the Board of Directors.

**Section (6) *Treasurer:*** The Treasurer shall be charge and custody of and be responsible for all funds and securities of the BID. The Treasurer shall perform all the duties incident to the office of Treasurer. The Chair and the Treasurer shall prepare or have prepared an annual operating budget showing income and expense and shall present it to the Board for approval and shall prepare or have prepared the annual audit required by law.

**Section (7) *Secretary:*** The Secretary shall keep the permanent minutes of the Board; insure that copies of the minutes, reports and records of the Board are filed with the City Clerk; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

## Article VI. Committees

**Section (1) *Executive Committee:*** The Executive Committee shall be composed of the officers of the Board of Directors plus two at-large Board Members. When the Board of Directors is not in session, the Executive Committee shall have and may exercise all the powers of the Board of Directors, except in respect to the election of officers or the filling of vacancies in the Board of Directors, or any of its

committees and the approval of BID Contracts. The Executive Committee shall transact such additional and other businesses which the Board of Directors delegates to it; and shall transact urgent business requiring immediate action.

**Section (2) *Standing Committees:*** In order to better facilitate the work of the BID, five standing committees will conduct business throughout the year:

**Economic Restructuring**  
**Marketing and Promotions**  
**Public Safety and Maintenance**  
**Design**  
**Organization**

Membership in a Standing Committee is open to the public. However, each committee will be made up of at least two (2) BID Board members and no more than eleven (11) BID #8 assessed property owners. Each committee may have ex-officials as members. Each committee will be chaired by a BID Board member. Each committee will be assigned through the Annual Operating Plan a budget for program implementation. These budgets will be approved by the Board of Directors. A majority of the members of each committee will constitute a quorum and the act of the majority of a quorum will constitute the act of such committee. Any member of any committee who is absent from four consecutive meetings (without being excused by the Chairperson of the Committee) will be deemed to have resigned.

**Section (3) *Removal:*** Any Standing Committee member may be removed by the Board whenever in its judgment the best interest of the Standing Committee would be served. Such removal requires a two-thirds vote from the membership of the Board after notice and opportunity for a hearing afforded the Standing Committee member in question.

## **Article VII. Contracts, Checks, Deposits, Records and Funds**

**Section (1) *Fiscal Year:*** The fiscal year of the BID shall begin on the first day of January and end on the last day of December in each year.

**Section (2) *Contracts:*** The Board of Directors may authorize any officer(s) or staff of the BID to enter into any contract or execute and deliver any instrument in the name of and on behalf of the BID, and such authority may be general or confined to specific instances.

**Section (3) *Checks, Drafts, etc.:*** All checks, drafts or order for payment, notes or other evidences of indebtedness issued in the name of the BID, shall be signed by such officer or officers as indicated by these bylaws. The signatures of two (2) officers shall be required on any check for an amount more than \$2,000 or for any withdrawal. A check less than \$2,000 shall require the signature of one officer. The Secretary shall certify the names and signatures of the current officers to any financial institutions and the institution shall be fully protected in relying on any such certification by the Secretary until it receives written notice of change in such office or signing authority.

**Section (4) *Deposits:*** All funds of the BID shall be deposited from time to time to the credit of the BID in such banks, trust companies or other depositories as the Board of Directors may select.

**Section (5) *Gifts:*** The Board of Directors may accept on behalf of the BID any contribution, gift, bequest or device for the general purpose or for any special purposes of the BID.

**Section (6) *Reimbursement:*** Board members may make application to the Chair for reimbursement of out of pocket expenses up to \$50. Reimbursement for out of pocket expenses in excess of \$50 will require prior Board approval.

**Section (7) Minutes and Financial Record:** The BID shall keep complete books and records of accounts. There shall be minutes of proceedings of its Board of Directors and these records will be kept at the principal office of the BID. The BID's records and minutes shall be open to inspection upon written request by any Board member, BID member, City official or private citizen.

**Section (8) Funding:** The BID shall receive funds primarily from its annual assessment process and the City of Milwaukee contribution. The BID Board can instruct its Executive Director to pursue funds outside of its assessment process including private foundations, other public entities and corporations.

## **Article VIII. Liability of Officers and Directors; Indemnification**

**Section (1) Liability:** No person shall be liable to the BID for any loss or damage caused by any action which he or she took in his or her capacity as an Officer or Director of the BID, if he or she acted in good faith and in a manner which he or she reasonably believed to be in the bests of the Business Improvement District.

**Section (2) Indemnification:** The BID shall indemnify the Directors, Officers and others in a manner not inconsistent with the laws of the State of Wisconsin. The BID shall purchase and maintain Director and Officer Liability insurance. Indemnification shall be with respect to any and all costs, expenses, attorney fees, judgments, individual deductible required by insurance and all other damages as may be incurred by or imposed upon said indemnified individual .

## **Article IX. Governance**

**Section (1) Parliamentary Procedure:** The rules contained in the current edition of the Robert's Rules of Order shall govern the Board in all cases which are applicable and in which they are not inconsistent with these bylaws, the Operating Plan and any statues applicable.

**Section (2) Agenda:** The order and items of business may be varied as the Chair, with the consent of the members present at the meeting, may determine.

## **Article X. Executive Director**

The BID's day to day activities will be managed by a paid Executive Director who serves at the discretion of the Board of Directors

**Section (1) Responsibilities:** The Director's primary responsibilities will include but not limited to the facilitation of board and committee meetings; public representation of the BID; development of promotional and marketing activities; preparation of annual BID operating plan; management of budgetary expenditures and the identification of resources needed for retention and attraction of businesses.

**Section (2) Compensation & Benefits:** The Executive Director's salary and benefit package shall be determined by the Board of Directors. The Board shall review compensation and benefit adjustments in conjunction with the Executive Director's performance review.

**Section (3) Termination:** The Executive Director serves at the will of the Board of Directors. The Board may at any time terminate the services of the Executive Director for any reason.

## **Article XI Amendment To Bylaws**

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of

. the Directors present at any regular meeting or at any special meeting.