

# Carson City Downtown Business Association Bylaws

## Approved: 10/6/2022

The Carson City Downtown Business Association (also referred to as CCDBA) is comprised of retail, services, professional, lodging, restaurants, and other businesses of the downtown Carson City area.

### MISSION AND VISION

The Carson City Downtown Business Association is a non-profit organization whose mission is to benefit the businesses located with the designated downtown area. The Association's vision is to foster the continued growth and prosperity of our vibrant downtown business district.

### ARTICLE I NAME

The name of this organization is the Carson City Downtown Business Association (also referred to as CCDBA).

### ARTICLE II PURPOSE

The purpose of the Carson City Downtown Business Association is to increase awareness of the downtown Carson City area businesses, attractions, and special events, to promote a healthy business climate, and to encourage high ethics and professional standards.

### ARTICLE III FUNDRAISING

The Carson City Downtown Business Association may raise funds on its own behalf in order to further the goals of the organization.

### ARTICLE IV MEMBERSHIP AND DUES

#### Section 1

Eligible members shall include the following:

#### (A) Business Members

Any business in the Carson City Downtown Business area which shall include the following boundaries:

#### **North/South boundary**

The north boundary on the westside of Carson St will be the northside of Fleischmann St.  
The north boundary on the eastside of Carson St. will be the northside of John St.

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The south boundary is the northside of 5<sup>th</sup> St.

## **East/West boundary**

The east boundary is the eastside of Plaza St.

The west boundary is the westside of Division St.

Business Members must possess a valid and current business license from Carson City as well as all applicable State and Federal permits. Business Members are voting members.

## **(B) Associate Members**

Any individual, organization, city or county group sympathetic to the principles of the Carson City Downtown Business Association, and whose business is not inside the CCDBA boundaries as defined in Section 1, Paragraph (A). The CCDBA Board may accept other contributions, including in-kind services, in lieu of dues for associate members. Associate Members are non-voting members, unless elected to serve on the CCDBA Board of Directors. No more than two (2) associate members may serve on the CCDBA Board of Directors.

## ARTICLE V

### Section 1

The CCDBA Board of Directors shall be the governing body of the CCDBA. The Board shall consist of eleven officers: President, Vice President, Secretary, Treasurer, Sergeant at Arms, and six members at large.

### Section 2

Duties of the elected officers are as follows:

#### **President**

- 1) Serves as spokesperson for the Carson City Downtown Business Association.
- 2) Chairs General Meetings and Board Meetings.
- 3) Prepares agendas for meetings.
- 4) Assumes all public relations responsibilities
- 5) Delegates responsibilities as necessary.

#### **Vice President**

- 1) Acts in place of President in his/her absence.
- 2) Works in conjunction with the President on ongoing projects.
- 3) Maintains Master Bylaws file.
- 4) Maintains inventory of CCDBA assets/supplies (decorations etc) in a suitable storage location.
- 5) Delegates responsibilities as necessary.

#### **Secretary**

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- 1) Maintains all correspondence files.
- 2) Maintains insurance binders and other legal documents.
- 3) Files list of CCDBA officers with the CCDBA State Agent.
- 4) Drafts CCDBA correspondence.
- 5) Records and distributes minutes of all General and Board meetings.
- 6) Receives and distributes Carson City Downtown Business Association mail.
- 7) Updates and activates telephone and email chains.
- 8) Notifies Board and General Membership of monthly meetings
- 9) Responsible for record retention and coordinating offsite document retention/storage.
- 10) Responsible for sign in sheets are CCDBA Monthly Membership meetings.
- 11) Delegates responsibilities as necessary.

## **Treasurer**

- 1) Chairs the Budget Committee.
- 2) Deposits dues and other revenue.
- 3) Prepares monthly financial statements.
- 4) Maintains bank accounts as needed.
- 5) Processes check requests and prepare checks for signatures.
- 6) Prepares and send invoices to membership prior to new fiscal year.
- 7) Delegates responsibilities as necessary.

## **Sergeant at Arms**

- 1) Maintains order at meetings.
- 2) Assures voting procedures are followed.

## Section 3

All questions of parliamentary procedure shall be settled in accordance with the current edition of Roberts Rules of Order. The President shall have the option of appointing or re-appointing a member as Parliamentarian.

## ARTICLE VI

### ELECTIONS AND VOTING

#### Section 1

Election of officers shall be held at the June General Membership Meeting. Terms of the officers shall be for one (1) year, however, consecutive terms may be served by any officer.

#### Section 2

The President, Vice President, Secretary, Treasurer, and Sergeant at Arms shall be elected by a simple majority of voting members present.

To prevent voting controversy, a secret ballot may be used. If the slate of nominees provided by the Nominating Committee remains as presented and no member requests addition to the slate on the day of the vote, the President shall conduct the vote by a show of hands.

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### Section 3

Only one (1) representative from each Business Member shall be allowed to vote. Associate members are non-voting members.

### Section 4

Nominating Committee: Chaired by the President, this committee shall consist of the President, the immediate Past-President (if still a member of good standing of the Carson City Downtown Business Association or, in the absence of a Past-President, a current Business Member in good standing (to be selected by the President), and one (1) other business member in good standing. The President shall solicit interested Business Members for the CCDBA Board of Director positions and Committee Chairs from the general membership not less than two (2) months prior to the scheduled June general membership meeting. The Nominating Committee shall meet in May and present its list of nominees at the scheduled June general meeting for a vote by the membership. Interested Business Members may volunteer to be considered for a position up to, and including, the day of the scheduled June general membership meeting and subsequent vote. The new officers shall preside over the scheduled July board meeting. Installation of the newly elected officers shall be at the scheduled July meeting. All expenses incurred by the committee must be approved by the Chair and submitted in writing to the Treasurer for payment.

## **ARTICLE VII MEETINGS**

### Section 1

Regular general membership meetings shall be held as set by the general membership.

### Section 2

The CCDBA Board of Directors shall meet prior to each general meeting. A special Board of Directors meeting may be called at anytime and place by the President or by any two (2) Board members so requesting.

### Section 3

Any member of the CCDBA Board of Directors absent from three (3) or more consecutive Board meetings without a reasonable excuse may be removed from office by a majority vote of the Board's remaining members. The Board shall appoint a replacement before the next regular Board Meeting for the remainder of the term of office.

## **ARTICLE VIII BUSINESS MANAGEMENT**

### Section 1

The Carson City Downtown Business Association shall maintain an account with a

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banking institution whose offices are located in Carson City. Approved CCDBA check signers are: President, Vice President, Secretary, Treasurer. Checks must be signed by any two (2) approved CCDBA check signers.

## **Section 2**

Requests for payment shall be submitted to the Secretary. Written requests for reimbursement or disbursement must be approved by the Treasurer, who determines which budget account will be charged.

Expenses over and above budgetary commitments must be submitted to the Board of Directors for review and recommendation to the general membership.

## **Section 3**

On an annual basis, a financial review of the CCDBA will be conducted by a resource independent of the Board of Directors. Results of this review are to be presented to the CCDBA Board of Directors at the April CCDBA Board of Directors and subsequently the general membership at the May CCDBA monthly membership meeting.

## **ARTICLE IX COMMITTEES**

### **Section 1**

Each committee shall consist of a chair and as many other members as volunteers are needed by the chair. Each committee chair will submit a proposed budget for the fiscal year by August 1st for integration into the general budget. The committee chair must approve all funds spent by their respective committee and a comprehensive report shall be submitted to the Treasurer and the Board at the scheduled Board meeting in the month immediately following the expenditure before it can be paid. Standing Committee chairs shall sit as a regular member of the Board of Directors. Special Event committee chairs report directly to the Executive Committee and their presence is requested at Board meetings two (2) months before the chaired event, through the event, and one (1) month after for a breakdown session.

### **Section 2**

Budget Committee (Standing): Chaired by the Treasurer, this committee shall meet from May through September or until a formal budget is passed and is responsible for presenting a written annual budget to the CCDBA Board of Directors..

Proposed budgets submitted by the committee chairs shall not be submitted to the Budget Committee prior to July 1st and no later than August 1st. Special Event committees without a chairperson at the time proposed budgets are to be submitted shall submit their budget as soon as practicable once a chairperson has been selected. The CCDBA Board of Directors, at its sole discretion, shall amend the overall budget as may be necessitated by the Carson City Downtown Business Association's projected income and existing bank balance and shall vote approval of the annual budget at the scheduled August Board meeting. The CCDBA Board of Directors may, at its sole discretion, determine where any and all Carson City Downtown Business Association funds are to be allocated. For the purposes of adequate funding of all Carson City Downtown Business Association projects

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and committees, all Carson City Downtown Business Association funds shall be considered to be in the Carson City Downtown Business Association general operating account. Should budget shortfalls occur, any and all funding for committees and projects shall be reduced accordingly. Requests from committees for unforeseen mid-term expenditures might arise from time to time. The CCDBA Board of Directors shall work together to determine the appropriateness of the committee's request and shall discuss and vote on the request at the next scheduled Board meeting following the committee's submittal of its request.

## **ARTICLE X FISCAL YEAR**

The fiscal year of the Carson City Downtown Business Association shall begin on July 1st and end on June 30th.

## **ARTICLE XI CONTRACTS AND AGREEMENTS**

The CCDBA Board of Directors may enter into contracts and agreements to further the Carson City Downtown Business Association's goals and purposes. Contracts and agreements shall require approval of at least five (5) members of the CCDBA Board of Directors and approval of the general membership.

## **ARTICLE XII AMENDMENTS**

### **Section 1**

Bylaw changes must be brought to the CCDBA Board of Directors for review and recommendation. These Bylaws may be amended by a majority vote of the general membership at any regular meeting or any special meeting called for that purpose, provided that such amendment(s) shall be plainly stated in writing and submitted to the general membership one (1) meeting prior to any vote by the general membership on such proposed amendment(s). At the general membership meeting in which the vote on the proposed amendment(s) is scheduled, the President shall open the meeting to discussion of the proposed amendment(s) for a period not to exceed twenty (20) minutes, with the President accepting comments from those in favor and those opposed in an alternating fashion. At the end of this discussion period a vote of the general membership shall be taken and a simple majority of the members present shall decide the fate of the proposed amendment(s).

### **Section 2**

Notice of meetings at which amendments are to be considered must be given at least two (2) weeks prior to the meeting.

## **ARTICLE XIII DISSOLUTION**

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In the event of dissolution, the assets of the Carson City Downtown Business Association shall be distributed to other non-profit organizations as defined by the Internal Revenue Code at the discretion of a majority of the general membership.