

**BY-LAWS
OF
DOWNTOWN BUSINESS IMPROVEMENT DISTRICT
GRAND JUNCTION, COLORADO**

ARTICLE 1.000

GENERAL

1.100 Establishment. Under ordinance number 1669, the City of Grand Junction (“City”) established a Downtown Business Improvement District known as the Grand Junction, Colorado, Downtown Business Improvement District (“BID”) or (“Downtown BID”), as a body corporate.

1.200 Purpose. The BID is established to market and promote downtown, as well as present special events and use its power to promote the general welfare of the district by the use of its direct and supplemental powers.

1.300 Powers. By ordinance of the City of Grand Junction, the BID has all powers authorized by Part 12 of Article 25 of Title 31, Colorado Revised Statutes, and all additional and supplemental powers necessary or convenient to carry out and effectuate the purposes and provisions of said Part 12. A copy of Part 12, contingent on amendment that may occur from time to time is attached hereto and incorporated by this reference as if fully set forth.

1.400 Seal. The BID shall have a seal, which shall be circular in form and shall have inscribed thereon the name of the BID and the word “SEAL.”

1.500 Offices. The BID shall have the power to maintain an office within the boundaries of the Downtown BID of the City of Grand Junction, Colorado.

1.600 Annual Budget. Each year the Board shall consider and approve a budget pursuant to Section 3.550 of these bylaws. After such approval, the budget shall be submitted to the Grand Junction City Council (“City Council”) for its approval.

ARTICLE 2.000

THE BOARD OF THE DOWNTOWN BID

2.100 Board Members. The Chair and the Members of the Board shall manage the affairs of the BID.

2.110 Membership. The number and terms of Board Members shall be determined by resolution of the City Council in accordance with 31-25-1200, et. seq., C.R.S.

2.120 Members shall serve staggered terms and shall serve until their term ends. Members may be re-appointed in accordance with then existing City Council policy on term limits.

2.130 A member representing the City Council shall serve at the pleasure of the City Council.

2.140 Eligibility. Each Board Member, except the Representative from City Council, shall reside, be a business lessee or a representative of a business lessee, or own real property within the boundaries of the BID. No officer or employee of the City of Grand Junction, other than an appointee from the City Council, shall be eligible for appointment to the Board.

2.150 Compensation. All Members including the Chair shall serve without compensation, but they may be reimbursed for actual and necessary expenses incurred on behalf of the BID.

2.200 Vacancies. In the event of one or more vacancies or expiration of any one or more Board Member's terms, the BID may, at a regular or specially called Board of Directors' meeting, nominate replacement Board Member(s) for consideration by the City Council. In the event a Board Member's term has expired, the Board may nominate him/her for an additional term or nominate a replacement.

2.210 Nominations. The BID may nominate a prospective Board Member(s) to the City Council at least sixty (60) days prior to the expiration of an existing Board Member's term. When a vacancy is created, the BID may nominate a prospective Board Member(s) promptly after it receives notice of the vacancy(ies).

2.220 Voting. Board Members whose terms are being considered by the BID for extension or replacement are disqualified to vote on nominations for extension or replacement for their own term.

2.230 Appointment. City Council is not obligated to appoint Board Members nominated by the BID and may appoint Board Members of their own selection. However, should the City Council fail to extend the term of, or replace, any existing Board Member nominated by the BID for term extension, such Board Member shall continue to serve as a Board Member of the BID until a successor has been appointed and qualified.

2.240 Removal. After notice and a public opportunity to be heard, the Board may request that a Member(s) of the Board be removed for cause by the City Council. A Board Member(s) may be removed by the City Council for misfeasance, malfeasance or any other violation of the public trust or affront of the dignity of the Board.

ARTICLE 3.000

OFFICERS OF THE DOWNTOWN BID

3.100 Board Chair. The Board Chair shall preside at all meetings of the BID except as otherwise authorized by resolution of the BID. The Chair shall sign all contracts, deeds and other instruments made by the BID. At each meeting, the Chair shall submit such recommendations and information as deemed necessary for the proper administration of the business affairs and policies of the BID.

3.110 Election. At the first regularly scheduled meeting of the Board in July of each year, a Chair shall be elected to preside at the meetings of the Board with the full power to vote on any issue, except as otherwise provided herein. The Chair shall serve until election of a new Chair at the first regular meeting the following July, at which time the Chair may be renominated or a new Chair may be elected.

3.200 Vice-Chair. The Vice-Chair shall perform the duties of the Chair in the absence or incapacity of the Chair and, in case of the resignation or death of the Chair, the Vice-Chair shall perform the duties of the Chair, until such time as the BID shall select a new Chair. The Vice-Chair shall be elected in the same manner and at the same time as the Chair.

3.300 Treasurer. The Treasurer shall keep the financial records of the BID and, together with the Director, shall approve all vouchers for the expenditure of funds of the BID. The Treasurer shall prepare and submit a monthly report stating the assets, liabilities and year-to-date and month-to-date expenditures of the BID. The Treasurer shall submit the report to the Director and the Director shall report to the Board.

3.400 Secretary. The Secretary shall maintain custody of the official seal and of all records, documents or other papers not required to be maintained by the Treasurer. The Secretary shall attend all meetings of the Board and keep a record of all its proceedings, file minutes of all regular or special meetings with the City Clerk and shall perform such other duties as required by law, agreement with the City or as may be delegated to him/her by the Board. The Secretary shall have power to affix the BID's seal to and attest all contracts and instruments to be executed by the BID.

3.410 The Secretary may also be known as the Executive Secretary. The Secretary shall be hired and supervised by the Director.

3.500 Director. Pursuant to the requirements of 31-25-1200, et. seq., C.R.S., the BID shall employ a Director.

3.510 Appointment. The Board shall appoint a Director only after approval by the City Council. The Director is the Board's employee and shall serve at the pleasure of the Board. The Board shall periodically review the Director's performance. The Director is and shall be an at-will employee. The compensation to be paid to the Director shall be established by the Board and budgeted accordingly.

3.520 Responsibility. The Director shall be the Chief Executive Officer of the BID and shall have general supervision over and be responsible for the performance of the functions of the BID. Subject to and in accordance with these bylaws and direction by the Board, the Director may expend funds in accordance with standard, generally accepted governmental accounting and fiscal management practices. The signature of the Director and the Treasurer shall be required on all vouchers for the payment of all expenses. The Director shall provide periodic financial statements and reports to the Board as required by the Board.

3.530 Staff. The Director shall be responsible for hiring and supervising any subordinate staff and for providing reports to the Board. Staff shall serve under the direction of the Director. The Director shall control employment activities in accordance with the Personnel Rules established by the Board.

3.540 Bond. The Board may require a bond from the Director, or, by resolution, waive the bond requirement.

3.550 Budget. The Director shall annually prepare a budget and submit it to the Board for its approval, in accordance with applicable State Statutes and Financial Management Rules of the City. The budget shall indicate the amount of compensation to be paid to staff and the amounts to be devoted to specific BID projects.

3.600 Additional Duties. All officers shall perform additional duties as directed by the Board.

ARTICLE 4.000

MEETINGS

4.100 Regular Meetings. The Board shall determine dates of regular business meeting by resolution. Regular meetings may be recessed and continued to another date and/or time. The Secretary shall send notice by mail, facsimile transmission or electronic mail (e-mail) to each Board Member at least two (2) days in advance of each meeting, stating the time and location within the City at which the meeting is to be held. By resolution, the Board may direct that a regular meeting not be held, but in no event shall more than two consecutive scheduled meetings be cancelled.

4.110 Attendance. In the event of the absence of a Board Member for three consecutive regular meetings, a letter may be written by the Director, at the direction of the Board, to the City Council, requesting removal of that Board Member pursuant to Article 2.240 of these bylaws.

4.200 Special Meetings. Special meetings of the BID may be called by the Chair or in the Chair's absence the Vice-Chair, at a convenient place and time provided not less than a Quorum of all Board Members are in attendance or consent in writing to holding such special meeting and that the meeting is properly noticed in accordance with the Colorado Open Meetings law and minutes are kept, if necessary, as required by law.

4.300 Open Meetings. All meetings of the Board shall be open to the public, except those that may be lawfully closed by law.

4.400 Quorum. The Quorum necessary to conduct all business shall be a majority of all Board Members.

4.500 Voting. All regular business matters shall be decided by a majority of the Quorum unless otherwise provided for in these bylaws, or by law.

4.600 Rules of Order. All meetings shall be conducted under the most recent Edition of Robert's Rules of Order, Revised, except as otherwise provided by these bylaws and 35-25-1200, et seq., C.R.S.

ARTICLE 5.000

CONTRACTS; FINANCE

5.100 Contracts. The Board may authorize, by resolution, the Chair or the Director, consistent with the BID stated by the resolution, to enter into any contract or execute any instrument in the name of and in behalf of the BID.

5.200 Finance

5.210 Deposits. All funds of the BID will be deposited in the City treasury to the credit of the BID.

5.220 Vouchers. All vouchers for the payment of accounts shall be submitted by the Director to the Treasurer for payment from funds deposited to the credit of the BID. Both the Director and the Treasurer shall approve all vouchers for the expenditure of funds of the BID.

5.230 Loans. No loans shall be contracted for on behalf of the BID and no evidence of indebtedness shall be issued, except by resolution of the Board. Such resolution may be general or confined to specific instances.

ARTICLE 6.000

AMENDMENTS

6.100 Amendments. The bylaws of the BID may be amended at any regular or special meeting by a two-thirds (2/3) vote of the entire Board. No such amendment shall be adopted unless at least two (2) days' notice, as provided in Section 4.100 of these bylaws, has previously been given to all Board Members. All amendments to these bylaws shall be reviewed in accordance with Section 8.100 of these bylaws and if approved, filed in the office of the Clerk of the City of Grand Junction.

ARTICLE 7.000

INDEMNIFICATION

7.100 Indemnification. Any of the BID's officers, Directors and other employees may be indemnified or reimbursed by the BID for reasonable expenses (including, but not limited to, attorney's fees, judgments and payments in settlement) actually incurred in connection with any action, suit or proceeding, civil or criminal, actual or threatened, to which he or they shall be made a party by reason of his being or having been, or by reason of any actual or alleged acts performed or omitted to be performed in connection with his being or having been a Board Member, officer or employee of the BID; provided, however, that no person shall be so indemnified or reimbursed in relation to any matter in such action, suit or proceeding as to which he shall finally be adjudged to have been guilty or liable for gross negligence or willful misconduct or criminal acts in the performance of his duties to the BID; and provided further, that no person shall be so indemnified or reimbursed in relation to any matters in such action, suit, or proceeding which has been made the subject of a compromise settlement except with the approval of a court of competent jurisdiction, or the Board of Directors of the BID acting by vote of Directors not parties to the same or substantially the same action, suit or proceeding, constituting a majority of the whole number of the Board Members. The foregoing right of indemnification or reimbursement shall not be exclusive of other rights to which such person, his heirs, executors or administrators, may be entitled as a matter of law.

7.200 Insurance. The BID may, upon the affirmative vote of a majority of its Board of Directors, purchase insurance for the purpose of indemnifying its Board Members, officers and other employees of the extent that such indemnification is allowed in Section 7.100.

ARTICLE 8.000

APPROVAL OF BYLAWS

8.100 Approval. Upon approval of these bylaws by a two-thirds (2/3) vote of all Members of the Board, they shall be submitted to the City Council for approval and upon the approval of the City Council, shall be filed with the City Clerk and all statutorily permissible acts previously taken by the Board and its Director shall be ratified and confirmed, by both the Board and the City Council.

ARTICLE 9.000

DISSOLUTION

9.100 Dissolution. Upon resolution by a two-thirds (2/3) vote of all Members of the Board of the BID, the Board may request the City Council to dissolve the BID provided all statutory requirements are satisfied.

The foregoing bylaws were approved and adopted January 26, 2006.

DOWNTOWN BUSINESS IMPROVEMENT DISTRICT

By Karen Vogel
Karen Vogel, Board Chair

ATTEST:

By: Diane German
Secretary

DOWNTOWN GRAND JUNCTION BUSINESS IMPROVEMENT DISTRICT



 Included in BID