

# **Casper Downtown Development Authority**

## **Bylaws**

(Amended and Revised 2009)

### **Article I – Purpose**

As set forth in Wyoming Statutes on the Downtown Development Authority, W. S. 15-9-201 *et. seq.*, the Downtown Development Authority of the City of Casper has adopted these rules governing its powers and the procedures for the exercise of those powers. These rules shall guide the conduct of the official business of the Authority and serve as Bylaws for the Board. These Bylaws, and any amendments thereto, shall be filed in the office of the City Clerk.

The Authorities purpose will be served by

1. Promoting the health, safety, prosperity, security, and general welfare of the inhabitants of the central business district and the people of Wyoming;
2. Halting or preventing the deterioration of property values or structures within the central business district;
3. Halting or preventing the growth of blighted areas within the central business district; and
4. Assisting municipalities in the development and redevelopment of the district and in the overall planning to restore or provide for the continuance of the health thereof, and will be of especial benefit to the property within the boundaries of this Authority, and to encourage tourism by initiating special events in the district (Revised by the DDA Board of Directors January 18, 1992).

## **Article II – General Provisions**

Section 1. Powers of the Authority Board. The Board shall have the powers set forth in W. S. 15-9-201 *et. seq.* or other provisions of law subsequently adopted.

Section 2. Office of the Authority. The principal office of Authority shall be located in Casper, Wyoming.

Section 3. Fiscal Year. The fiscal year of the Authority shall begin on the first (1<sup>st</sup>) day of July of each year and shall end on the thirtieth (30<sup>th</sup>) day of June the following year.

Section 4. Property Interest of Members and Officers. No Member or Officer of the Authority shall have any right, title or interest in or to any real or personal property or other assets of the Authority during its existence, or upon the dissolution of the Authority, nor shall any of the earnings of the Authority inure to the benefits of any Members, Officers or other private individuals.

Section 5. Non-liability for Debts. The private property of the Members and Officers shall be exempt from execution or other liability for any debts of the Authority and no member or officer shall be liable or responsible for debts or liabilities of the Authority.

Section 6. Indemnification of Members and Officers. The Authority shall indemnify any Member, former Member, Officer, or former Officer of the Authority against expenses actually and reasonably incurred by him or her in connection with the defense of any action, suit, or civil proceedings, or for any loss or claim resulting from any such action, suit or proceeding, in which he or she is adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of the duty to the Authority.

The Authority is authorized to obtain a policy or policies of insurance for the purpose of providing such indemnification to the Authority.

Section 7. Conflicts. Conflicts of interest for the Board are the same as set forth in W. S. 15-9-220. The minutes of each meeting wherein any matter in which a member has a specific financial interest is approved or disapproved shall reflect the Member's disclosure of such interest, the lack of influence on the decision making process, and the abstention from voting of such interested Board Member.

### **ARTICLE III - Membership**

Section 1. Designation, Membership and Terms of Office. The Members of the Authority's Board shall consist of not less than five (5), nor more than eleven (11) persons who shall have the qualifications listed in W. S. 15-9-205 and W. S. 15-9-206. At least one (1) member shall be a member of the City Council. A majority of the Board's members, except for any member from the City Council, shall be residents, a lessee, or own property in the Downtown Development Authority district boundary, and as said boundary may change from time to time by action of the City of Casper. The district boundary may be viewed upon request.

In accordance with W. S. 15-9-205, a Member shall hold office until his successor has been appointed and qualified. The terms of all Members, except any member who is a member of the governing body, shall expire four (4) years from the expiration date of the terms of their predecessors and shall be eligible for reelection. If an incoming Board member is filling a Board position that has been left vacant prior to its four (4) year term expiration, the incoming Board member will fulfill the remaining time left of the term of his or her predecessor.

The Mayor who seeks the advice and consent of the governing body shall appoint members. . When a vacancy occurs on the Board, or when a Member's term on the Board expires, the current Authority Board of Directors will submit

recommendations to the Mayor of qualified candidates. The Mayor shall appoint a successor within thirty (30) days after the occurrence of a vacancy.

In addition, the City Planning Office (MPO) and the Natrona County Commission may appoint a representative to the Authority's Board. These representatives shall be ex-officio members of the Board and shall enjoy the same rights and privileges of the Board; however, Ex-Officio members shall not be voting members of the Board. Before assuming the duties of the office, an appointed member shall qualify by taking and subscribing to the oath of office required of officials of the City of Casper.

Section 2. Removal. After notice and an opportunity to be heard, an appointed Member of the Board may be removed for cause by the Governing Body in accordance with W.S. 15-9-206(d).

Section 3. Compensation. No Member of the Authority shall receive any salary compensation for his or her services nor shall any member of the Board, nor any person from whom the Board may receive any property or funds, receive of the Board any pecuniary profit from the operations of the Board, provided, always:

- a. That reasonable compensation may be paid to agents and employees hired by the Authority for services rendered in effecting one or more purposes of the Authority, and
- b. That any Member, when actually engaged in the performance of his duties, may receive reimbursement for the actual and necessary expenses incurred.

## **ARTICLE IV – Meetings**

Section 1. Open Meetings. All meetings of the Board are public meetings and are open to the public at all times, except as otherwise provided.

Section 2. Annual Meetings. The annual meeting of the Board shall be the regular meeting in July of each year.

Section 3. Regular Meetings. A regular meeting may be at the call of the Chairperson for the conducting of business. The Board shall meet not less than once every three (3) months at the call of the Chairperson or upon oral or written request of the majority of the Board. The Chairperson may, upon notification to the members of the Board, cancel or reschedule such meetings if a quorum cannot be in attendance.

Section 4. Recessed Meetings. The Board may recess any regular, special or recessed regular or special meeting to a place and time specified in an order of recess. Only matters appearing on the Agenda may be acted upon in a meeting recessed to another location or time.

Section 5. Executive Sessions. The Board may hold executive sessions not open to the public for the purpose of dealings with land acquisition or sale, personnel matters, or legal matters.

Section 6. Quorum. A majority of appointed voting members of the Board shall constitute quorum for the transaction of business. No action shall be taken in the absence of a quorum, except to adjourn the meeting to a subsequent date. A member may be considered in attendance via teleconference in order to establish a quorum.

Section 7. Voting. All voting members, including the Chairperson, shall be entitled to one vote. Members of the Board shall cast in person or via teleconference all votes. The affirmative vote of at least a majority of the quorum shall be necessary for any voting matter. Members may provide an absentee vote by electronic mail for the purpose of approving monthly vouchers only.

## **ARTICLE V – Administration**

Section 1. Officers. The Board shall annually elect four (4) officers from among its own members during its annual meeting in July. To qualify as a candidate for office, the Board Member should have served for a minimum of six months on the Board. The newly elected officers will assume duties immediately following the conclusion of the election. The four (4) officers of its Board shall consist of a Director, Vice-Chairperson, Secretary, and Treasurer. Each Officer shall serve a one (1) year term and shall be eligible for reelection. The maximum term in any one office shall be two (2) years.

- a. Director – The Chairperson shall preside at all Board meetings and public hearings and shall conduct these meetings in an orderly and efficient manner. The Chairperson shall decide all points of order or procedures and shall transmit reports and recommendations of the Board to the City Council and Mayor.
- b. Vice-Chairperson – The Vice-Chair shall act in the absence of the Chairperson or in the event of the Chairperson’s inability or refusal to act in the performance of the Chairperson’s official duties, and when so acting shall have all the powers of, and be subject to all restrictions upon the Chairperson.
- c. Secretary – The Secretary shall be responsible for the Minutes of the Board meetings and shall be the custodian of the Board records. Minutes shall be mailed or sent by electronic mail to all Board Members for their review prior to the next regularly scheduled meeting. The Secretary shall also be responsible for the Authority’s adherence to governing documents such as statutes, ordinances and bylaws.
- d. Treasurer – The Treasurer shall have charge, custody of and responsibility for all funds and securities of the Authority. The Treasurer shall give a bond for the faithful discharge of the duties in such sum and with such surety or sureties, as the members of the

Board shall determine. The Treasurer shall prepare regular written or oral reports to the Board on the financial condition of the Authority.

Section 2. Standing or Advisory Committees. Standing committees or advisory committees of the Casper Downtown Development Authority Board of Directors may include: a design committee, an economic restructuring committee, a promotions committee, an organizational committee, an executive committee, and any other standing or advisory committee as deemed necessary.

No fewer than three (3) committee members shall serve on each committee. No more than four (4) and no less than one (1) Downtown Development Authority Board of Directors shall serve on one committee. The Executive Director and/or Main Street Manager shall act as a permanent member of each committee without needing to be in attendance at all meetings. The committees shall include outside consultants, residents of the City, and business people of the Downtown Development Authority District appointed by the Committee Chair with consent of the Downtown Development Authority Chairperson. Standing or Advisory Committee functions are to meet, review, and make recommendations to the Board and shall have no powers or duties beyond recommendation making.

Section 3. Executive Committee. The Executive Committee shall consist of the Officers of the Board. Meetings may be held from time to time, as the Executive Committee deems necessary. The Executive Committee may make recommendations to the Board regarding financial and administrative matters.

Section 4. Removal. Officers of the Board shall serve at the pleasure of the Board.

Section 5. Executive Direction and Staff. The Board is empowered to hire or dismiss employees and shall have the authority to contract for services or facilities needed to carry out its duties. The Board may employ administrative

and other technical, legal and clerical assistance as is necessary and may engage the services of research and consulting agencies within the limits of its authorized and available funds as may be agreed upon from time to time.

a. The Executive Director and/or Main Street Manager shall sign a written contract of employment signed and approved by the Chairperson and Vice-Chairperson of the Casper Downtown Development Authority. The Executive Director and/or Main Street Manager shall present all other staff hiring selections to the Board of Directors for approval. Employment agreements shall be signed by the appropriate staff member, Executive Director and/or Main Street Manager and Chairperson of the DDA Board of Directors, City Manager and Mayor for all staff recommended by the Executive Director and/or Main Street Manager.

#### **ARTICLE VI – Political Campaign Activity**

The Board shall not expend funds of the Authority or otherwise contribute to the advocacy of any political candidate or ballot question.

#### **ARTICLE VII – Parliamentary Authority**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Authority in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Authority may adopt.

#### **ARTICLE VIII – Amendments**

These Bylaws may be altered, amended, or repealed by the affirmative vote of a super majority (8) of the members of the Board voting at any special or regular meeting when the amendment is an agenda item and has been provided to the Board members in written form, at least (5) working days prior to that regular or special meeting. Notwithstanding the foregoing, these Bylaws may not be altered, amended or repealed so as to be inconsistent with applicable law.