



**BYLAWS
OF THE
DOWNTOWN MANAGEMENT CORPORATION
OF FORT MYERS, FLORIDA, INC.
MAY 2021 - LAST REVIEW**

**SECTION 1
GENERAL**

1.1 Name

This organization is incorporated under the laws of the State of Florida and shall be known as Downtown Management Corporation of Fort Myers, Florida Inc., a non-profit corporation. DBA: River District Alliance

1.2 Goals and Objectives

The goals and objectives of this Corporation are:

1.2.1 To promote, enhance, and encourage the general public to visit and support the Downtown Fort Myers Community.

1.2.2 To promote and enhance a better understanding of and appreciation for the Downtown Fort Myers community as a redevelopment area, to promote historic preservation, and conduct business and special events.

1.2.3 To foster and promote the utilization of Downtown Fort Myers by promoting it as a special events venue, a historic preservation destination, and as a desirable business location.

1.2.4 To promote and encourage programs of civic, educational, social, economic, and cultural benefit for the enhancement of the Downtown Fort Myers community.

1.2.5 To promote and encourage active participation and cooperation of its members and members of other organizations for the purposes described herein.

1.2.6 To engage in any and all lawful activities not inconsistent with these purposes.



1.3 Area

The "Downtown Management Corporation Area" shall mean the properties falling within the borders marked by West the Edison & Ford Winter Estates, East of the Riverside Community Center, North of the Caloosahatchee River, and South to the City of Palms Park and IMAG. (See attached Map)

1.4 Limitations of Methods

The Downtown Management Corporation of Fort Myers, Florida Inc. shall observe all local, state, federal laws including but not limited to United States Code, Title 26, Section 6104 (d) and the Sunshine law, which apply to a non-profit organization as defined in Section 501©(3) of the Internal Revenue Code, as amended from time to time.

SECTION 2

MEMBERSHIP

2.1 Eligibility

Any single representative of an association, corporation, partnership, estate, or other legal entity owning property, an individual licensed and permitted business (as proprietor, partner, shareholder or appointed designee), representative of a nonprofit/government organization, or a resident agreeing to abide by the goals and objectives of the organization, its Bylaws, and Articles of Incorporation, shall be eligible for voting membership based on application review process and approval by the Board. The Board can review eligibility on an as needed basis.

2.2 Dues

2.2.1 Membership dues shall be in accordance with such rate, schedule, or formula as may be from time to time adopted by the Board of Directors in a resolution.

2.2.2 Dues shall be payable between October 1st-December 31st of each fiscal year of the Downtown Management Corporation or as otherwise provided for by the Board of Directors.

2.2.3 Members with unpaid dues as of January 31 will be considered not in good standing with the organization and voting privileges will be suspended.



2.3 Orientation

As may be determined by the Board of Directors, orientation regarding the purposes of activities of this organization may be conducted for new members, officers, and directors. New members, officers, and directors will be provided with a copy of the bylaws and other documents as deemed necessary.

SECTION 3

MEMBERSHIP MEETINGS

3.1 Annual Meeting

3.1.1 The annual meeting will be held once a year.

3.1.2 The time and place of the annual meeting of members shall be determined by the Board of Directors and notice of the annual meeting shall be emailed to each member and posted on the RDA website at least thirty (30) days before said meeting.

3.1.3 The notice of the annual meeting shall be deemed delivered upon posting on the RDA website at least thirty (30) days before said meeting.

3.2 Agenda, Minutes

An agenda for any membership meeting must be prepared in advance and posted on the RDA's website at least seven (7) days prior to the meeting. Minutes of all membership meetings shall be kept by the Secretary or the Secretary's designee. All minutes shall be distributed via email to all Board members by the Secretary within fourteen (14) days following the Board of Directors meeting.

SECTION 4

BOARD OF DIRECTORS

4.1 Governing Body

The representing government and policy-making responsibilities of this organization shall be vested in the Board of Directors which shall control its property, be responsible for its finances, and direct its programs based on recommendations of its membership.



4.2 Number of Directors

4.2.1 The Board of Directors shall have a minimum of three (3) and up to thirteen (13) members to be elected by the voting membership during the annual meeting, and all of whom shall serve three (3) year terms, in rotating years. If, at the expiration of a Director's term, they wish to remain on the board, a membership vote is required at the Annual meeting.

4.2.2 Of the full Board of Directors, five (5) shall be elected by the Board of Directors as Executive Board of Directors: Chairperson, Vice-Chairperson, Treasurer, Secretary, and Immediate Past-Chairperson. The membership shall elect the remaining directors. Vote tabulation completed by RDA staff member. Vote tabulation witnessed by Board Secretary or Nominating Committee Chair. The Chair of the Board will organize committees as deemed necessary.

4.3 Meetings of the Board of Directors

4.3.1 Regular meetings of the Board shall be held monthly in a place determined by the Board. Notice of the regularly scheduled Board meeting shall be disseminated thirty (30) days prior to the meeting. In accordance with Florida law, Directors may attend meetings telephonically. Each Board Meeting may be preceded by a Board-Only Workshop. The public will be invited to join the Board Meeting at the conclusion of the Board Workshop. All voting takes place at the public Board Meeting.

4.3.2 Members may attend any Board meeting and participate by completing a request to speak form before the meeting begins. The Board Chair will invite those with a completed form to speak during public input, and members are encouraged to do so.

4.3.3 Special meetings of the Board may be called by the Chair, Vice Chair, Secretary, and Treasurer or by written notice signed by three (3) members of the Board.

4.3.4 Notice of special meeting shall be delivered via email to each director and posted on the RDA website at least seven (7) days prior to any special meeting.

4.3.5 Any notice of a special meeting must state the agenda for the meeting and only matters disclosed on the agenda may be considered at the special meeting.

4.3.6 Notice of special meetings shall be deemed delivered when posted on the RDA website at least seven (7) days in advance. Additional notice should be given via telephone, email, and/or hand delivery.



4.3.7 Voting is completed by all members of the Board of Directors except the Chair of the Board. The Chair of the Board only votes in the event of a tie.

4.3.8 A special vote may be conducted by email to all Board members. In the case of an email vote quorum is 50% + 1 of the entire Board.

4.3.9 Quorum for meetings of the Board of Directors consists of a minimum of 7. BOD Meetings shall still take place, if there is no quorum, however, no voting can occur.

At any Board meeting, special or general, a majority of the sitting Board shall constitute a quorum.

(4.5 Omitted)

4.6 Selection of Directors

A Nominating Committee that may consist of the entire BOD shall seek nominations from the membership for the open Director position(s). Upon receipt of the Nominating Committee's recommendations, Chair shall direct that a ballot be prepared, identifying the BOD vacancies that are up for election and the nominees for each office. Space shall be provided for write- in candidates. All candidates must be eligible for voting membership, or the representative of a voting member under 2.1 above, and in good standing. The Nominating Committee may recommend, and the membership may vote, to leave a position open, leaving that vacancy to the discretion of the Board of Directors. Candidates can hold only one vacancy during a term. Election should be carried out by anonymous ballot vote conducted by the RDA paid administrators. Should a member be unable to attend the election their ballot may be submitted to by proxy to the RDA administrative offices.

4.6.1 All board members are required to have been an active member in good standing for a minimum of one (1) year prior to seeking Board of Director vacancy.

4.7 Vacancies and Absence

4.7.1 Appointment. In the event of mid-year vacancies on the Board of Directors, the Nominating Committee will seek nominations then conduct a BOD vote to fill the position. If a qualified nominee is not found, BOD can choose to keep the vacancy open.

4.7.2 Absences. A member of the Board of Directors who shall be absent from two (2) consecutive regular meetings of the Board of Directors, or three (3) regularly-scheduled Board meetings in any fiscal year, shall automatically be dropped from membership on the Board unless confined by illness or other absence approved by a majority vote of the Board. In the event of an absence a Board member should send any reports, questions, and votes to the President, prior to the meeting.



4.8 Seating of New Directors

All newly appointed Board members shall be seated immediately at the next regularly scheduled Board Meeting and shall have full voting privileges. Newly appointed Board Members should be given a welcome package to include the Corporation's bylaws and descriptions of the requirements of their position on the Board and any other qualified documents. **(4.9 Omitted)**

4.10 Management

The Board of Directors may employ a President & CEO and/or other such personnel as deemed necessary and shall determine the salary, based on the annual budget, and other conditions of employment. The RDA Board of Directors and any paid RDA Staff must comply with the Code of Ethics. Per an employee handbook, staff and board of directors have to follow the guidelines set forth to resolve any ethics grievances to be led by the Ethics and Grievances committee, which will be comprised of two (2) Board Members and one (1) Executive Board member.

4.11 Indemnification

The Downtown Management Corporation hereby resolved to provide for the indemnification of any and all current or former officers and directors against expenses actually and necessarily incurred by them in connection with the defense of any demand, action, lawsuit, or proceeding in which they or any of them are made parties, or a party, by reason of having been officers or directors of this organization, except in relation to matters as to which such individuals shall be adjudged in such action, suit, or proceeding to be liable for misfeasance or malfeasance in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for misfeasance or malfeasance.

SECTION 5

OFFICERS

5.1 Appointment of Officers

5.1.1 Election. The officers shall be elected at the annual meeting by anonymous ballot.

5.1.2 Qualification. Each candidate nominated must be an active voting member, in good standing and must have agreed to accept the responsibility of the office for which nominated. All officers are required to have served on the BOD for a minimum of one (1) year prior to seeking office.

5.1.3 (Omitted May 2021)



5.1.4 Notices required by this Paragraph 5.1 are deemed delivered upon email and posting on the website.

5.2 Election

5.2.1 The appointed slate of candidates for the offices of this organization shall be elected by anonymous ballot vote at the first meeting following the annual meeting of the membership. Should a member be unable to attend they may submit their sealed proxy ballot to the RDA administration offices prior to the meeting. Vote tabulation completed by RDA staff member. Vote tabulation witnessed by Board Secretary or Nominating Committee Chair.

5.2.2 All officers shall take office immediately and serve a two year term. In the event of a vacancy the Nominating Committee shall seek nominations to fill the position.

5.3 Officers and Duties

5.3.1 Chair. The Chair shall serve as the Chair of the Board of the Downtown Management Corporation and shall preside at all meetings of the membership, & Board of Directors. At the end of their term, the Chair shall serve as Immediate Past-Chairperson. The term as Chair will be two years and term as immediate Past Chairperson will be two years.

5.3.2 Vice Chair. He/she shall assist the Chair in the performance of his/her duties. In the absence of the Chair, the Vice-Chair shall exercise the powers and authority and perform the duties of the Chair. The Vice-Chair shall assume the position of the Chair at the end of the Chair's term unless in the case of appointment. The Vice-Chair term will be two years.

5.3.3 Treasurer. He/she shall be responsible for the safeguarding of all funds received by the Downtown Management Corporation and for their proper disbursement. Such funds shall be kept on deposit in financial institutions, or invested, in a manner approved by the Board of Directors. Treasurer is responsible to oversee the preparation of all financial reports for Board meetings, shall oversee the preparation of the Corporation's 990 Tax Return, and shall be co-signer on Corporation accounts with the President & CEO and BOD Chair.

5.3.4 Secretary. He/she shall be responsible for the dissemination of the Board meeting agendas, previous Board meeting minutes, financial reports, and all other organization notifications to all members. These documents should be distributed via email at least seven (7) days after the Board meeting to the President & CEO. The Secretary is responsible for all record keeping at all Board & Membership meetings.



5.3.5 Immediate Past-Chairperson. Immediate Past Chair shall be responsible for the board development, recruitment, and other such responsibilities and duties that may be conferred upon him or her by the Board.

5.3.6 President & CEO. The President & CEO is the Chief Executive Officer of the Corporation. The Day-to-day operations of the corporation shall be managed exclusively by the President & CEO, under guidelines established by the Board of Directors, and shall be hired and empowered by the Board. The President & CEO shall have such management responsibility and authority, subject to his or her job description, guidelines, goals, and budgets established or approved by the Board, within the parameters of his or her employment contract. The President & CEO negotiates personnel contracts and has the power to hire and fire his or her staff. The President & CEO shall be an ex-officio, non-voting member of the Board.

The Executive Board shall negotiate the employment contract for the President & CEO.

5.4 Executive Board

Executive Board. The Executive Board shall consist of the elected officers of the Board and the Executive Director who shall sit as an ex officio member. The Executive Board shall have the authority to represent and exercise the powers of the Board of Directors in the management of the affairs of the Corporation between meetings of the Board and as directed by the Board. Any actions taken by the Executive Board shall be presented to the Board at the next scheduled meeting for ratification.

SECTION 6 (OMITTED May 2021)

SECTION 7

COMMITTEES

7.1 Appointment and Authority

The Chair, with the approval of the Board of Directors, shall oversee all committees and committee chairpersons. The Chair may appoint such ad hoc committees and their chairpersons as deemed necessary to carry out the programs of the Downtown Management Corporation. Willing appointees shall serve annually, unless the Board of Directors approves a different term.

7.2 Function

It shall be the function of committees to make investigations, conduct studies and hearings, make recommendations to the Board of Directors, and carry on such activities as may be delegated to them by the Board.



7.3 Limitation of Authority

7.3.1 No action by any member, committee, employee, director, or officer shall be binding upon, or constitute an expression of the bylaws of this organization until it has been approved or ratified by the Board of Directors, unless express written permission in the form of a policy is provided by the Board of Directors.

7.3.2 Committees shall be discharged by the Chair of the Board when their work has been completed and their reports accepted, or when, in the opinion of the Board of Directors, it is deemed wise to discontinue the committees.

SECTION 8

FINANCES

8.1 Funds

All money paid to the Downtown Management Corporation shall be placed in a general operating fund. Should the organization receive funds with restricted use, funds will be deposited in the general operating fund but will be only used for the designated intent. Funds unused from the current year's budget will be placed in a reserve account.

8.2 Disbursements

8.2.1 Upon approval of the budget, the Chair of the Board, Treasurer, and/or a designated Downtown Management Corporation staff person is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval for the Board of Directors.

8.2.2 Checks may be signed only by the President & CEO, Treasurer, or Chairman of the Board. Checks above \$3,000 must have signatures by at least two of the three check designees.

8.2.3 The Treasurer or his/her designee shall cause a monthly financial report to be made to the Board: The Treasurer and the Downtown Management Corporation shall employ a certified public accountant to assist the Treasurer in maintaining proper financial account and records and to file all tax returns required by law.



8.3 Fiscal Year

The fiscal year of the Downtown Management Corporation shall be from October 1 to September 30.

8.4 Budget

8.4.1 Proposal. In the August Board Meeting, the President & CEO shall present to the Board of Directors, and any attending members the budget proposal for the upcoming year. The proposal should be reviewed by the Board and be approved in the September meeting.

8.4.2 Approval. The annual budget shall be presented to the Board of Directors and membership at the annual meeting and shall be approved by a voice vote of the Board of Directors.

8.4.3 Annual Review. The accounts of the Downtown Management Corporation shall be reviewed annually as of the close of business on September 30 by a certified public accountant. The review shall at all times be available to members of the organization within the offices of the Downtown Management Corporation. A certified audit of the Corporation's financial affairs shall not be required.

8.4.4 Non-Profit Organization. The President & CEO of the Downtown Management Corporation, the Board of Directors, and other such staff as the Board may designate, shall be insured by a non-profit organization liability insurance policy in an amount set by the Board and paid for by the Downtown Management Corporation.

SECTION 9

DISSOLUTION

9.1 Procedure

The Downtown Management Corporation shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall inure or be distributed to the members of the Corporation. On dissolution of the Corporation, any funds remaining shall be distributed in the manner described by the Articles of Incorporation. {***It is recommended that the Bylaws along with the Articles of Incorporation be kept on file with the Fort Myers Community Redevelopment Agency.***}

SECTION 10



10.1 Parliamentary Authority

The current edition of Robert's Rules of Order shall be the [mal source of authority in all questions of parliamentary procedure when such rules are not inconsistent with the Articles or Bylaws of the Downtown Management Corporation.

SECTION 11

11.1 Revisions

These Bylaws may be amended or altered by a majority vote of the Board of Directors. Any proposed amendment should be given to the Board of Directors and posted to the RDA website thirty (30) days prior to the Board of Directors vote.

Originally adopted by the Board of Directors on January 29, 2009.

Revised with approval on July 29, 2013

Revised with approval on October 6, 2015 by the Board of Directors (Annual Meeting)

Revised with approval on October 11, 2015 by the Board of Directors (Annual Meeting}

Revised with approval on June 2021 BOD Meeting

DEFINITION OF TERMS

Resolution: When the RDA Board of Directors passes a motion that is so moved and becomes a policy and/or resolution of the organization.

BOD: Board of Directors

Chair: Board of Directors Chair, lead position on the Board of Directors