

**BYLAWS OF THE SUPERIOR BUSINESS
IMPROVEMENT DISTRICT**

ARTICLE 1
NAME

Section 1.01 - The name of this organization shall be Superior Business Improvement District (Hereinafter referred to as "SBID").

ARTICLE 2
OFFICE OF RECORD

Section 2.01 - The office of the SBID located at 823 Belknap Street, Suite L-10, Superior Wisconsin 54880 or at such location as from time to time determined by the Board of Directors.

ARTICLE 3
ORIGIN

Section 3.01 - The existence of the SBID will be in accordance with WI Statute 66.08 Section (4m) a. and b.

ARTICLE 4
PURPOSE

Section 4.01 - Purpose - The SBID is organized for the purpose of engaging in any and all lawful activities for which Business Improvement Districts may be organized under the laws of the State of Wisconsin, including, but not limited to, the achievements of certain objectives, to-wit.

- a. Promoting and safeguarding the interests of merchants, landowners and business endeavors in the geographically defined boundaries of the SBID in the Superior, Wisconsin area;*
- b. Providing for a unified effort toward the betterment of trade and business condition in the geographically defined boundaries of the SBID in the Superior, Wisconsin area;*
- c. Affording an opportunity for the exchange and association of ideas concerning the geographically defined boundaries of the SBID in the Superior, Wisconsin area by and among all persons, firms, and corporations interested in its continued growth and prosperity;*
- d. Creating a better understanding and appreciation of the importance of the*

geographically defined boundaries of the SBID in the Superior, Wisconsin area to the community of Douglas County as a whole; to the individual citizen of the community and to the State of Wisconsin;

- e. Creating a more intelligent business and public opinion regarding the relationship of the geographically defined boundaries of the SBID in the Superior, Wisconsin area and the city, county, state, and national legislative and political affairs;*
- f. Developing a sense of partnership with the Superior/Douglas County Chamber of Commerce, Development Association, and all other interested groups who are concerned with promoting business and community growth and development;*
- g. Encouraging a business climate which will prevent controversies which are detrimental to expansion and growth of business in the geographically defined boundaries of the SBID in the Superior, Wisconsin area;*
- h. Promoting economic programs designed to strengthen and expand the income potential of all classifications of businesses and persons within the area;*
- i. To provide for the presentation of information and opinions to government agencies;*
- j. To promote improved business standards and methods and uniform business practices in the geographically defined boundaries of the SBID in the Superior, Wisconsin area;*
- k. To promote police and police protection programs, safety programs and fire prevention and protection programs in the geographically defined boundaries of the SBID in the Superior, Wisconsin area;*
- l. To encourage the preservation of the heritage of the geographically defined boundaries of the SBID in the Superior, Wisconsin area, promoting its history, culture, natural and historic beauty;*
- m. To seek continued development of the geographically defined boundaries of the SBID in the Superior, Wisconsin area as a center of government, business professionals, civic, cultural, and religious activity;*
- n. To promote the renovation of portions of the geographically defined boundaries of the SBID in the Superior, Wisconsin area's built environment as well as to encourage design which enhances the historic building fabric thereof;*

- o. To promote programs to develop workable traffic patterns and adequate parking facilities in the geographically defined boundaries of the SBID in the Superior, Wisconsin area;*
- p. To solicit, hold, and invest money and property, both real and personal, including money and property received by gift, contribution, bequest, or devise; to sell and convert property, both real and personal into cash; and to use these funds for the purpose for which this SBID was formed.*

ARTICLE 5 **POWERS**

***Section 5.01** - The SBID shall have, without limitation by the specification thereof, the following powers, all of which shall be exercised exclusively in connection with the promoting or carrying out the purposes of the SBID mentioned in Article 4: to undertake, either alone or in conjunction or cooperation with others, any lawful acts and things and engage in any and all lawful activities which may be necessary, useful, suitable, or desirable for the furtherance of any or all the purposes for which the SBID is organized and to aid or assist other organizations, the activities of which are such as to further any of such purposes.*

ARTICLE 6 **BOARD OF DIRECTORS**

***Section 6.01** - The affairs of the SBID shall be governed by its Board of Directors.*

***Section 6.02** - The government and policy making of the SBID shall be vested in the Board of Directors which shall control its property, be responsible for its finances, and direct its affairs.*

***Section 6.03** - The Board shall adopt such policies as shall be required to conduct affairs of the SBID. The Board shall conduct its meetings according to Robert's Rules of Order, most recently revised.*

***Section 6.04** - The Board may hire an executive director or may enter into an independent contract with a consultant as an executive director who may be authorized to hire personnel or enter into such contracts as may be necessary to meet and accomplish the organization's goals. The director shall be responsible to the Board for the day to day conducting of business.*

***Section 6.05** - The Board of Directors shall consist of eleven (11) individuals as well as the Mayor of Superior or his or her designee. The Executive Director of the Development Association and the President/CEO of the Superior/Douglas County Chamber of Commerce, who shall be permanent ex-officio non-voting members of the Board.*

Section 6.06 – *The directors of the SBID Board of Directors shall be appointed by the Mayor and confirmed by the City Council. The SBID Board of Directors can make recommendations to the Mayor for his/her consideration. Each term will begin on April 1st following the expiration of the previous term and will expire three years later regardless of the date of appointment.*

Section 6.07- *The officers of this association shall be the President, Vice President, Secretary-Treasurer, and such officers as designated by the Board. Officers shall be members of the Board of Directors and elected by a majority vote of the Board of Directors. The term of each officer shall be for (1) one year except that an officer that retains his or her seat on the board may continue to serve as an officer until his or her successor is elected.*

Section 6.08 - *Any director may resign at any time by written notice to the Mayor of Superior.*

Section 6.09 - *Any vacancy in the Board occurring because of death, resignation, refusal to serve, or otherwise shall be filled for the unexpired term by action of the Mayor and City Council of Superior, Wisconsin. The SBID Board of Directors can make a recommendation for the vacancy to the Mayor for his/her consideration. The board member filling the unexpired term of a previous board member because of death, resignation, refusal to serve or otherwise, can notify the board and the Mayor of Superior, Wisconsin, of their desire to continue as a board member serving a new appointment at the end of the partial term served. Board members are expected to attend 50% of board meetings throughout the year. The Board may declare a vacant seat with less than 50% participation.*

Section 6.10 - *The directors shall receive no compensation for their services as directors, but the Board may by resolution authorize reasonable reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe the procedure for approval and payment of such expenses by designated officers of the SBID. Nothing herein shall preclude a director from serving the SBID in any other capacity and receiving reasonable compensation for such services.*

Section 6.11 – *A quorum to conduct business shall be a majority of the total membership of the Board.*

Section 6.12 - *The Board shall meet monthly at a time and place to be designated by the Board but not less than six (6) times each year. The President or any two (2) directors may call a special meeting of the Board.*

Section 6.13 - *A director shall serve on or chair a committee a minimum of 1 yr. during his or her term.*

ARTICLE 7
POWERS AND DUTIES OF BID OFFICERS AND OFFICIALS

Section 7.01 – *The duties of the SBID Board Officers are as follows:*

President. *The President shall serve as the chief elected officer of the SBID Board of Directors and shall preside at all meetings of the Board and Executive Committee. The President shall assign committee chairpersons, subject to approval of the Board of Directors. President shall preside over the annual meeting of the SBID to be held in April of each year.*

Vice President. *The Vice President shall exercise the powers and authority of the President upon his/her absence.*

Treasurer. *The Treasurer shall be responsible for overseeing the financial activities of the BID. Activities include coordinating the annual budget with the Executive Director and other members assigned by the President. Treasurer shall preview the BID monthly financial reports for approval by the SBID Board prior to each meeting. Funds for the BID are kept and disbursed through the City of Superior.*

Executive Director – *The Executive Director “ED” is responsible for the day-to-day operations of the SBID. The ED is responsible for overseeing staff and will work with the officers of the Board as a non-voting member on the finance committee. The ED is responsible for carrying out the Operating Plan approved by the Board as well as overseeing the approved budget. The ED will also be a liaison between the Board and all other economic development partners of Superior.*

ARTICLE 8
COMMITTEES

Section 8.01 - *The SBID may have up to four (4) standing committees which shall be entitled Design, Business Recruitment and Retention, Education, and Executive Committees. The Executive committee shall consist of four (4) members, the three officers, and the immediate past president or their designate. This committee will be chaired by the president and shall also serve as the finance and personnel committees. A chairperson shall be appointed and shall be responsible for directing and coordinating the affairs of the committee. Each committee shall have at least one (1) board member. The terms of the committees shall be for one year commencing at the time of the annual meeting.*

Section 8.02 - *The Board of Directors, by resolution adopted by a majority of Directors in office may designate or appoint one or more committees, in addition to the above-named standing committees, without limitation, each of which shall consist of one or more Directors, and which shall, to the extent provided in said resolution, have and exercise the authority of the Board of Directors. Other committees not having and exercising the*

authority of the Board of Directors may be designated and appointed by a resolution adopted by a majority of the Directors appointed at a meeting at which a quorum is present. The designated and appointment of any such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon them by law.

ARTICLE 9
ANNUAL MEETING

Section 9.01 - *The annual meeting of the SBID shall be held in the month of April. The time and date of the meeting will be set by the Board of Directors.*

ARTICLE 10
AMENDMENTS

Section 10.01 - *These Bylaws may be amended by resolution at any time upon an affirmation vote of the majority of directors.*

*Revised 2/23/98
1/20/00
3/15/01
9/20/01
2/25/21*