

## CLEARWATER DOWNTOWN DEVELOPMENT BOARD

### BYLAWS

#### ARTICLE I - Name

The name of this corporate body is the "CLEARWATER DOWNTOWN DEVELOPMENT BOARD". Throughout these Bylaws, it shall be referred to as the "DDB".

#### ARTICLE II - Purpose of Bylaws

These Bylaws outline the rules of procedure and organizational structure of the DDB, consistent with the Clearwater Downtown Development Board Ordinance ("Ordinance"). These Bylaws will not duplicate the sections of the Ordinance which specify the downtown area description ("District"), the composition of the DDB, and the functions and powers of the DDB. Capitalized terms not otherwise defined in these Bylaws will have the definition provided in the Ordinance.

#### ARTICLE III - Meetings

**A. Regular Meetings.** Regular meetings will be held once a month at a date, place, and time set by the DDB. Regular meetings may be canceled by the Chair if there is nothing on the agenda or if there is no necessity to have a meeting. Neither the business to be transacted nor the purpose of any regular meeting need be specified in the notice of the meeting.

**B. Special Meetings.** Special meetings shall be held when directed by the Chair, when resolved by the DDB, or when requested in writing by any two members of the DDB. A meeting requested by members of the DDB shall be called for a date not less than 10 nor more than 60 days after the request is made, unless the DDB members requesting the meeting designate a later date. The notice for the meeting shall state the date, time, and place of the meeting, and shall include the purpose or purposes for which the meeting is called.

**C. Public Notice.** All meetings shall be open to the public and notice provided to the public in a manner which complies with the requirements of the Ordinance and with the Laws and Constitution of the State of Florida. Notice to the public cannot be waived.

**D. Notice to Members.** In addition to public notice, DDB members shall be given written notice of special meetings by mail, hand delivery, or electronic transmission at least five business days prior to the meeting. Attendance of a member at a meeting shall be a waiver of this additional notice unless the member objects to transaction of business at the beginning of the meeting.

**E. Quorum.** A majority of the DDB members shall be a quorum at a meeting of the DDB. If a quorum is present, the affirmative vote of a majority of DDB members present shall be the act of the DDB unless otherwise provided by law.

**F. Participation through Technology.** If technology that complies with access requirements of the Laws and Constitution of the State of Florida is readily available at the meeting location, members of the DDB may participate in a meeting of the DDB by means of video, voice, or similar communications equipment which enables all persons participating in the meeting to hear each other at the same time. Participation by this means shall constitute presence in person at the meeting.

**G. Presumption of Assent.** A member who is present at a meeting of the DDB at which action is taken cannot abstain from voting unless a conflict of interest is asserted. Absent an asserted conflict of interest, each member shall be presumed to have assented to the action unless he or she votes against the action.

## ARTICLE IV - Books and Records

### A. General.

1. **Minutes.** Minutes shall be taken at every meeting of the DDB and at every meeting of any committee of the DDB.
2. **Public Records.** The DDB shall retain and preserve all records required by the Laws and Constitution of the State of Florida. This includes all documents made or received by the DDB or any member of the DDB in connection with the transaction of official business of the DDB, regardless of the physical form. By way of example, documents include but are not limited to minutes, communications by text or any other electronic means, and materials prepared for review by the DDB.
3. **Access and Format.** All records shall be in a form capable of being inspected and copied. All records shall be available to the public for inspection and copying. The DDB shall adopt reasonable policies regarding inspection and copying by the public, to include reasonable charges for inspection and copying records.

### B. Financial Matters

1. **Fiscal Year.** The fiscal year of the DDB shall be the 12 month period beginning on October first each year and ending on September thirtieth each year.
2. **Funds.** All funds of the DDB are currently maintained by the City of Clearwater ("City"). If the DDB chooses to maintain its own funds, the funds shall be maintained under a separate account. DDB funds shall be used for the purposes authorized by the Ordinance and shall be distributed only by direction of or with approval of the DDB pursuant to policies and procedures adopted by the DDB.
3. **Supervisions and Control.** Funds of the DDB will be accounted for in accordance with generally accepted accounting procedures and in accordance with the policies and procedures adopted by the DDB. At the request of the DDB, appropriate City fiscal officers currently perform internal supervision and control of DDB funds. The DDB may choose some other means to provide internal supervision and control, but cannot do so without adopting appropriate policies and procedures.
4. **Financial Statements.** Monthly financial statements detailing actual revenues and expenditures, and comparison to the budget will be reviewed at the DDB's regular monthly meeting.
5. **Audit.** The DDB will arrange for an annual financial audit shortly after the beginning of each fiscal year. The contents, timing and submission of the financial audit and the selection of the auditor shall be in compliance with all applicable laws, rules, and regulations. The Treasurer shall chair an audit selection committee consisting of at least two other members to define auditor selection procedures and provide selection recommendations to the DDB. The audit must be performed by Certified Public Accountants with no personal interests, directly or indirectly, in the DDB's fiscal affairs. Unless the choice to do so is not in compliance with applicable laws, rules and regulations, the DDB, upon recommendation of the auditor selection committee, with the consent of the City, may opt to include the audit as part of the City's annual audit. Current law requires that the financial audit be submitted to Florida Auditor General and filed with the Florida Department of Financial Services.
6. **Budget.** The DDB shall adopt a budget each fiscal year. The total amount available from taxation and other sources, including balances brought forward from prior fiscal years, must equal the total appropriations for expenditures and reserves. The budgeting process and the contents, timing, posting, and submission of the budget shall be in compliance with all applicable laws, rules and regulations. The DDB will adopt the final budget at the second of two advertised public hearings in compliance with the TRIM process under Florida Statute §200.065. The final budget must be adopted no later than September 30.

7. **Loans.** The DDB may borrow funds under terms it determines to be necessary in order to meet and fund its budgetary needs.

8. **Funding Requests.** Organizations requesting funds for events or programs will be required to comply with policies and procedures adopted by the DDB, including but not limited to required application forms, supporting documentation, deadlines for submission, and reports.

9. **Investment Policy.** Prior to each fiscal year, the DDB shall adopt a written investment policy for funds in excess of the amounts needed to meet current expenses or limit its investments as provided in Florida Statute 218.415(17).

#### **ARTICLE V - Execution of Instruments**

Except as otherwise provided in this Article V, all corporate instruments, documents, and contracts, must be signed by the Chair or the Vice Chair. When otherwise permitted, a facsimile or electronic (including PDF) copy of a corporate instrument, document, or contract and any signature thereon shall be sufficient. Payment of expenditures authorized by resolution of the DDB shall not require additional signed authorization by the Chair or Vice Chair.

#### **ARTICLE VI - Officers**

**A. Officers.** The officers of the DDB shall consist of a Chair, a Vice Chair, a Secretary, and a Treasurer, each of whom shall be elected by the DDB at the regular meeting in January of each year. Any other officers and assistant officers the DDB deems necessary may be elected or appointed by the DDB from time to time.

**B. Duties of Officers.**

1. **Chair.** In addition to the duties outlined in other provisions of these Bylaws, the Chair shall be the chief executive officer of the DDB, shall have general direction and control of the business of the DDB subject to the directions of the DDB, and shall preside and keep order at all meetings of the DDB.

2. **Vice Chair.** In addition to the duties outlined in other provisions of these Bylaws, during the absence or disability of the Chair, the Vice Chair shall have all the powers and functions of the Chair.

3. **Secretary.** In addition to the duties outlined in other provisions of these Bylaws and unless otherwise delegated by contract approved by the DDB, the Secretary shall have custody of and maintain all of the non-financial records of the DDB, arrange for the recording of the minutes of all meetings of DDB, send all notices of all meetings, and perform such other duties as may be prescribed by the DDB. If delegated by contract, the Secretary shall monitor compliance with the contract.

4. **Treasurer.** In addition to the duties outlined in other provisions of these Bylaws and unless otherwise delegated by contract approved by the DDB, the Treasurer shall have custody of all DDB funds and financial records, keep full and accurate accounts of receipts and disbursements, supervise preparation of financial reports and records, prepare and present the preliminary budget, and monitor compliance with the TRIM process under Florida Statute §200.065. If delegated by contract, the Treasurer shall monitor compliance with the contract.

5. **Removal of Officers.** An officer elected or appointed by the DDB may be removed by the DDB whenever in its judgment the best interests of the DDB will be served thereby. Any vacancy in any office may be filled by the DDB.

#### **ARTICLE VII - Committees of the DDB**

The DDB may establish committees as needed. The chair of each committee shall be appointed by the DDB Chair and must be qualified for service on the DDB. The DDB Chair may appoint the members of a committee or allow the committee chair to do so.

**ARTICLE VIII - Referenda and Elections**

**A. General Provisions Applicable to Referenda and Elections.**

1. **Supervisor.** The election supervisor shall be the Pinellas County Supervisor of Elections or such other independent entity selected by the DDB.
2. **One Ballot.** Only one ballot shall be allowed for each eligible parcel of property in the District.
3. **Registration.**
  - a. In order to vote, each property must have a designated voter registered with the DDB. The designated voter registered for a property owned by one individual must be the owner. If a property is owned by a legal entity or has more than one owner, the owner or owners of the property must designate a registered voter.
  - b. The DDB shall obtain a list of the names and last known addresses of the Freeholders from the tax assessment rolls of Pinellas County.
  - c. At least four weeks prior to the mailing of ballots, the DDB shall provide notice of referenda and elections by publication and by United States mail to the last known address of each Freeholder.
  - d. The mailed notice shall include a Voter Registration form to be completed by the Freeholder with the name and mailing address of the individual to receive the ballot and a representation that the legal entity or individual making the designation is a property owner within the District. For a property owned by a legal entity or more than one owner, a representation that the designated voter has the right to represent the entity or all of the owners of the parcel shall be included.
  - e. The Voter Registration must be received by the DDB at least two weeks prior to the mailing of the ballots. The Voter Registration shall remain effective until title to the property is transferred or until a new Voter Registration form is filed.
4. **Election.** Within 30 days after the closing of the registration list, the election supervisor shall have a secret and direct ballot of the Freeholders. Ballots received by the Supervisor of Elections later than 2:00 p.m. on the day of the election shall be null and void.
5. **Certification of election.** Within two business days after holding the election, the election supervisor shall certify the results thereof to the DDB.

**B. Provisions Applicable to Referenda.** The Freeholders shall be deemed to have approved the passage of the measure submitted to the electorate at such time as the election supervisor certifies to the DDB that in excess of 50 percent of those voting were in favor of the measure.

**C. Provisions Applicable to Elections.**

1. **Terms.** Board members shall be elected for three-year terms, with two or three members being elected each year. The number of members to be elected shall increase to include a vacancy filled by an appointed person to elect a member to fill the unexpired portion of the vacancy, if any.
2. **Nominating Committee.** The Chair shall appoint a nominating committee consisting of at least three members no later than the regular meeting in July. The nominating committee shall actively recruit

candidates. The nominating committee shall present a slate of eligible candidates, the number of which shall be equal to not less than the number of seats to be filled, at the regular DDB meeting in August. Additional nominations shall be accepted from the DDB and from the citizens attending the meeting.

3. **Candidates.** The DDB shall supervise the preparation and sending of an election package to candidates consisting of a congratulatory letter, list of Freeholders, and a request for a photograph and brief biography. A deadline for returning the photograph and biography shall be prominently included in the package. Candidate information sheets will be prepared for inclusion with the ballots.

4. **Ballots.** Ballots shall be on a form approved by the DDB and the Supervisor of Elections. Ballots shall be mailed at least two weeks prior to the election to each Freeholder who has timely returned a valid Voter Registration to the person and address provided in the Voter Registration.

5. **Election.** Elections take place on the second Tuesday in October by the counting of the ballots by the canvassing committee. Each qualified voter shall have the right to write in any additional person on the ballot for each seat to be filled. Any ballot containing more or less votes than the number of seats to be filled shall be null and void.

6. The nominees receiving the greatest number of votes, depending upon the number of seats to be filled, shall be elected as board members and shall serve for three-year terms. If an unexpired term is included on the ballot, the nominee receiving the greatest number of votes after those elected for three-year terms shall be elected and shall serve for the remainder of the unexpired term.

7. If two or more nominees receive equal and the highest number of votes, the nominees shall draw lots to determine who shall be elected, or, if applicable, who shall serve a full term and who shall serve a shorter unexpired term.

D. The canvassing committee shall be appointed at the September meeting and shall consist of those members of the DDB who are not running for reelection. The canvassing committee will meet to count the ballots at 3:00 p.m. on the day of the election at a place approved by the DDB and by the Supervisor of Elections. An employee of the Supervisor of Elections shall be present for the counting of the ballots.

#### **ARTICLE IX - Amendment of Bylaws**

Amendments to the Bylaws may be proposed by the DDB or by 10 percent of the Freeholders signing a petition proposing an amendment. A majority vote of the DDB is required to pass an amendment to the Bylaws.