

Bylaws for the City of Portage Business Improvement District

Article 1 - General

Section I Name

This organization shall be known as The Business Improvement District (BID), operating as the Board of Directors of the Business Improvement District.

Section II Creation

The Business Improvement District was approved on December 11, 1987 by the Common Council of the City of Portage and must, per Chap. 66.1109, Wis. Stats. be approved on a yearly basis by that body.

Section III Purpose

The purpose of the Business Improvement District is to provide an organizational and funding mechanism to support the development, improvement and promotion of the downtown area for the economic benefit of all businesses within the District as well as the general social and economic benefit of the people of the City of Portage and visitors.

Section IV Area

The Business Improvement District will include all properties shown within the boundaries outlined on the attached map.

Article II – Funding

Section I Special Assessment

All property within the boundaries of the Business Improvement District will be assessed at a rate determined by the Board of Directors and approved by the Portage Common Council. This special assessment will be levied by the City pursuant to Wis. Stats. 66.1109. Assessment shall be a pro-rated share of the annual Business Improvement District budget based on the assessed valuation of each property.

Section II Exemptions

All properties within the boundaries of the Business Improvement District shall be assessed except:

1. Properties which are exempt from paying property taxes, such as public utilities and religious buildings.
2. Real property used exclusively for residential purposes.

Article III - Board of Directors

Section I Composition of the Board

The Business Improvement District will establish a Board of Directors consistent with Wisconsin Act 184 whereby a majority of the Directors must own or occupy real estate within the Portage Business Improvement District. The Board will consist of seven (7) members, as follows:

- No less than four (4) owner / occupants
- No more than three (3) at large representatives

Section II Selection and Appointment of Directors

The Board of Directors shall be appointed by the Mayor and confirmed by the local legislative body. The BID Board will make annual Board member recommendations to the Mayor.

Section III Term of Office

Terms of office will be for three years, with a yearly appointment by the Mayor. Term of office will begin January 1st.

Section IV Responsibilities

The government and policy-making responsibilities of the Business Improvement District shall be vested in the Board of Directors, which shall enter into contractual agreements, purchase and control its property, be responsible for its finances and direct its affairs. The Board has the option of carrying out all or parts of the Operational Plan to accomplish all or part of the BID Operational Plan.

Members of the BID Board of Directors must either serve on the Executive Committee, or serve as a Committee Chairperson or as Liaison to the Board on a committee.

The BID Board of Directors will host an orientation meeting with the Business Improvement District Members every year in January. The BID Board President will preside over the meeting whereby the BID Board of Directors will be introduced, Committee Chairpersons will be recognized and the goals and action plans of the BID Board and each committee will be identified.

All meetings of the BID Board of Directors shall be posted with the City of Portage and comply with Wisconsin Open Meetings Requirements(Chap. 19.81, Wis. Stats).

Section V Seating of New Directors

All newly appointed Board members shall be seated at the regular January meeting and be considered participating members at that time with their Board term officially beginning on January 1st. Incumbent Board member terms shall expire on the same date.

Section VI Election of Officers

Election of officers shall take place at the regular January meeting, with a President, Vice President, Treasurer and Secretary elected by the Board of Directors.

Section VII Vacancies

Vacancies on the Board of Directors shall be filled by appointment of the Mayor.

Section VIII Management

The Board of Directors shall contract a maintenance worker for related duties and shall negotiate yearly regarding remuneration and outline of duties and responsibilities.

Article IV – Officers

Section I Executive Committee

The Executive Committee shall act for and on behalf of the Board of Directors when the Board is not in session, but shall be accountable to the Board for its actions. It shall be composed of the President, Vice President, Treasurer and Secretary. The President shall serve as chairman of this committee. With the exception of the Treasurer and Secretary, a Board of Directors member may only hold one officer position. A single Board of Directors member may be appointed to serve both the Treasurer and Secretary officer positions.

Section II Duties of Officers

- A. President. The President shall serve as the chief elected officer of the Business Improvement District 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 Portage Business Improvement District Orientation Meeting to be held in January each year.
- B. Vice President. The Vice President shall exercise the powers and authority of the President upon his/her absence of disability. The Vice President shall serve as chairman of the Operating Plan Committee. As such, the Vice President will be responsible for determining the special projects and programs and ensuing budgetary requirements for the next year.

- C. Treasurer. The Treasurer shall be responsible for overseeing the financial activities of the Business Improvement District. Activities include coordinating the annual budget with Vice President, committee chairpersons and other members assigned by the President. Treasurer shall present all claims to pay, maintain accounting of approved future expenditures and present monthly financial reports for approval by the BID Board for each monthly meeting. Funds shall be kept in a segregated account in the municipal treasury, and disbursed through the City of Portage.

- D. Secretary. The Secretary will be responsible for creating the minutes of each meeting according to the requirements of Open Meetings Law and are to be provided to the BID Board President no later than one (1) week after the past BID Board meeting. Secretary creates monthly BID Board meeting agenda under the direction of the BID Board President and provides completed agenda to the City Clerk no later than the 1st Wednesday of each month. Secretary collects and distributes all necessary committee and contractor reports that are referenced in the upcoming agenda to the BID Board Members no later than the 1st Friday of each month before the following BID Board meeting. Secretary will maintain annual contact list of assigned committee members and volunteers, along with the annual committee directives from the BID Board President and other approved Board assignments. Secretary shall provide an updated committee contact list to the Board of Directors no later than the February meeting.

Article V – Committees

Section I Appointment and Authority

Committees are responsible for being the first line of responsibility and accountability for completing goals and objectives that have been assigned, as well as the specific conduit for Business Improvement District retailers, owners, occupants and service providers.

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

After the Election of Officers for the upcoming fiscal year has been completed at the December meeting, the BID Board President will appoint Committee Chairpersons and Board Liaison(s), as well as each committee's objectives for the upcoming fiscal year. Committee Chairperson(s) and/or Liaison(s) will be formally presented to the BID Board of Directors at the January meeting, along with each committee's goals and objectives. Committee members shall be recommended by the chairman or liaison of each committee and approved by the Board of Directors.

No action by any committee or committee member, employee or contractor, Director or Officer shall be binding upon, or constitute an expression of the policy of the Portage Business Improvement District Board of Directors, until having been approved or ratified by the Board.

Section II Committee Leadership & Responsibilities

Committee make up will contain a Committee Chairperson and/or a Liaison to BID Board of Directors, along with as many interested non-BID Board Member volunteers. Directors are encouraged to recruit committee volunteers and encourage their involvement within the committee to assist in its success.

If approved Committee Chairperson is not a BID Board Director, a BID Board Director must be appointed to the committee as the Liaison to the Board.

Each Committee Chairperson is responsible for producing and providing an annual budget for review and for possible action by the BID Board of Directors. Each Committee's preliminary budget should be provided to the Vice President, the budget coordinator, no later than August 1st of each year.

Committee Chairperson and/or Liaison presents monthly written committee reports or previous month's meeting minutes, along with requests to the BID Board for consideration and possible action. Monthly committee reports/minutes are to be provided to the Secretary no later than the Friday after the 1st Wednesday of each month for distribution to the Board Directors for reviewing before BID Board meeting.

Section III Committee Structure

Executive - as stated in Article IV - Officers; Section I - Executive Committee.

Building & Grounds - The Buildings & Grounds Committee Chairperson/Liaison serves as a conduit to the BID Board of Directors with all issues relating to the BID Contractor, along with the current and potential grounds, buildings and property, owned by and under the care, custody and control of the Business Improvement District. Responsibilities include the proposal of the annual plan and budget, along with specific items each month as necessary, for consideration to the BID Board of Directors for possible action, as well as the implementation and overseeing of the committee's plan and its successful completion. The Buildings & Grounds Committee Chairperson/Liaison is required to update and oversee Contractor duties and responsibilities, as necessary, and annually coordinate Contractor bids & recommendations to the BID Board for consideration and action. The Buildings & Grounds Committee Chairperson/Liaison ensures that the BID Board Treasurer receives the monthly Contractor expenditure receipts no later than the Friday after the 1st Wednesday of each month. The Buildings & Grounds Committee Chairperson/Liaison ensures that contractor report is presented to the BID Board Secretary no later than the Friday after the 1st Wednesday of each month. The Buildings & Grounds Committee Chairperson/Liaison ensures that the Contractor report is presented to the BID Board at each monthly meeting.

Farmers Market - Committee Chairperson/Liaison serves as a conduit to the BID Board of Directors with all issues relating to the Farmers Market. Responsibilities include the proposal of the annual plan and budget, along with specific items each month as necessary, for consideration to the BID Board of Directors for possible action, as well as the implementation and overseeing of the committee's plan and its successful

completion. The Farmers Market Committee Chairperson will work directly with and oversee the BID Contractor who will serve as the Manager of the Farmers Market related activities. The Farmers Market Committee Chairperson is required to ensure that the BID Board Treasurer receives the monthly Farmers Market related expenditure receipts no later than the Friday after the 1st Wednesday of each month. Farmers Market Committee Chairperson ensures that Farmers Market report is presented to the BID Board Secretary no later than the Friday after the 1st Wednesday of each month. Farmers Market Committee Chairperson/Liaison ensures that the Farmers Market report is presented to the BID Board at each monthly meeting.

Grants (Community Events) - Committee Chairperson/Liaison serves as a conduit to the BID Board of Directors with all issues relating to grant requests for community events within the Business Improvement District. Responsibilities include the proposal of the annual plan and budget, along with specific items each month as necessary, for consideration to the BID Board of Directors for possible action, as well as the implementation and overseeing of the committee's plan and its successful completion.

Marketing (Advertising/Promotion/Marketing) - Committee Chairperson/Liaison serves as a conduit to the BID Board of Directors with all issues relating to advertising, promoting and marketing within the Business Improvement District. Responsibilities include the proposal of the annual plan and budget, along with specific items each month as necessary, for consideration to the BID Board of Directors for possible action, as well as the implementation and overseeing of the committee's plan and its successful completion. In 2019 Downtown Portage Inc.(DPI) ceased to exist and BID assumed DPI's resources and the responsibility for the administration of programs, events and activities previously coordinated by DPI.

Streetscape - Committee Chairperson/Liaison serves as a conduit to the BID Board of Directors with design, planning and the care of the Streetscape within the Business Improvement District. Responsibilities include the proposal of the annual plan and budget, along with specific items each month as necessary, for consideration to the BID Board of Directors for possible action, as well as the implementation and overseeing of the committee's plan and its successful completion.

Additional committees may be appointed by the President as deemed necessary to carry out the goals of the Business Improvement District as stated in the Operating Plan, or to serve a special need within the District.

Article VI - Finances

Section I Funds

Funds will be raised through a special assessment of all property that is not deemed exempt on a pro-rated share of the BID budget based on the assessed valuation of each property or through City of Portage funding, Farmer's Market or sale of BID owned property.

Section II Disbursements

Upon approval of the budget by the City of Portage Common Council, as set forth by the BID Board of Directors, funds will be disbursed through a segregated account in the municipal treasury as designated in the budget.

Section III Fiscal Year

The fiscal year of the Business Improvement District shall close on December 31st each year.

Section IV Budget

Each June, the President shall appoint a budget committee to work under the direction of the Vice President, to formulate a budget in line with the coming year's goals and objectives of the Board and committees. The BID Board Vice President will present a proposed budget at the August meeting, which will, in turn, be presented along with the coming year's Operating Plan to the City of Portage to accomplish the BID Operational Plan.

Section V Accounting

The accounts of the Business Improvement District shall be audited annually as of the close of business on December 31st by a qualified public accountant.

Article VII

Section I Parliamentary Authority

The current edition of Roberts Rules of Order shall be the final source of authority in all questions of parliamentary procedure when such rules are not consistent with the Bylaws of the Business Improvement District.

Article VIII

Section I Amendments

These bylaws may be amended or altered by a two-thirds vote of the Board of Directors.

For the Portage Business Improvement District:

President

Date

For the City of Portage:

Mitchel Craig, Mayor

Marie A. Moe, City Clerk

Date

Date