



# **BY-LAWS OF BATAVIA BUSINESS IMPROVEMENT DISTRICT MANAGEMENT ASSOCIATION, INC.**

## **ARTICLE I ORGANIZATION**

1. This corporation is formed under the New York Not-For-Profit Law. The Corporation and Improvement District were formed under article 19-A of the New York State Municipal Law.
2. The purpose for which the Corporation is formed is to manage activities that will promote and improve the Central Business District of the City of Batavia. The Business Improvement District (BID) has as its mission the development of programs that promote design and preservation, economic development, and that promote the business opportunities afforded by downtown.
3. The Corporation is not formed for pecuniary profit or financial gain, and no part of the assets, income or profit thereof shall be distributed to, or inure to the direct benefit of its members, directors or officers.
4. The Corporation's mailing address shall be: 200 East Main Street, Suite 12, Batavia, New York 14020. The office of the Corporation shall be 200 East Main Street, Suite 12 (2<sup>nd</sup> Floor), Batavia, New York , in the central business district of the City of Batavia.
5. Dissolution of the corporation and funds. The Corporation may only be dissolved when there is no outstanding indebtedness incurred and pursuant to a local law of the City of Batavia. The local law may be adopted upon the motion of the Batavia City Council, or upon the written petition of the owners of at least fifty-one percent, or more of the total assessed valuation of all benefited real property included in the boundaries of the district, and at least fifty-one percent of the owners of the benefited real property within the area included in the district.

Upon non-judicial dissolution, all assets of the Corporation shall be distributed according to Article 10 of the Not-For-Profit Corporation Law and upon judicial dissolution, all assets of the Corporation shall be distributed according to Article 11 of the Not-For-Profit Corporation Law. A certified copy of the order of dissolution will be filed with the State Comptroller.

6. Policies

A. Nepotism

Board members and their families members (as defined below) will be excluded from consideration for employment by the organization. Employees shall not hold a position with the organization while they are or members of their immediate family (as defined below) serve on the board of directors or any committee of the board. Employees may not hold a job over which a member of their immediate family exercises supervisory authority. In this section, immediate family includes the following; husband, wife, son, son-in-law, daughter, daughter-in-law, father, father-in-law, mother, mother-in-law, brother, brother-in-law, sister, sister-in-law, grandparents, and grandchildren. Relatives, up to and including first cousins of any employee, board member, or any person exercising, hiring, promotion, termination authority may not be hired into agency service without approval of the executive director or the executive committee of the Batavia Business Improvement District (BID) Board of Directors.

B. Code of Ethics

Board members, staff, and volunteers shall act with honesty, integrity, and openness in all their dealings as representatives of the organization. The Batavia Business Improvement District (BID) promotes a working environment that values respect, fairness, and integrity. The Batavia Business Improvement District (BID) shall have an active, governing body, the Board of Directors, which is responsible for setting the mission and strategic direction of the organization and oversight of the finances, operations, and policies of the organization. The Board of Directors ensures that its board members have the requisite skills and experience to carry out their duties and that all members understand and fulfill their governance duties acting for the benefit of the Batavia Business Improvement District (BID) and its public purpose.

C. Inclusiveness and Diversity

The Batavia Business Improvement District (BID) shall have a policy of promoting inclusiveness and its board members, staff, and volunteers reflect diversity in order to enrich its programmatic effectiveness. The Batavia Business Improvement District (BID) shall take meaningful steps to promote inclusiveness in its hiring, retention, promotion, board recruitment and constituencies served.

**ARTICLE II**  
**MEMBERSHIP**

1. All owners and tenants of real property within the district are eligible to become members of the Corporation.
2. There shall be one class of voting members.
  - A. Property and tenants of real property within the taxing district with property tax responsibility.

3. There shall be three (3) classes of non-voting members.
  - A. Residential tenants and commercial tenants leasing space within the district without property tax responsibility.
  - B. Tax exempt property owners within the district.
  - C. Public Representatives.

A Public Representative is an individual that lives and or works in Genesee County outside the boundaries of the Batavia Business Improvement District and in not a member of the corporation.
4. Each voting member shall have one vote for each dollar of assessment. However, no one owner can hold more than 25 percent of the vote, regardless of the value of his assessments. Voting members will be determined by the records of the city's assessor's office. No member shall be entitled to vote at any meeting or election unless their assessment levy is paid to date.

### **ARTICLE III MEETINGS**

1. An annual meeting of the membership shall be held in the month of April each year. Notices of such meetings will be sent to all members not less than ten (10) days prior to the meeting. The officers of the corporation shall report on the past year's activity and conduct such other business as may be necessary. The Board of Directors will reorganize immediately following the annual meeting.
2. Upon written request of 25 percent of the membership, based upon assessed valuation, the President or the Board of Directors shall call a meeting of the general membership. Notice of such meeting shall be delivered by mail at least ten (10) days prior to the meeting. Such notice shall state the purpose of the meeting. However, if an emergency arises, members can call a meeting within three days.
3. The Board of Directors shall meet regularly at a time and date to be determined by the Board. Special meetings of the Board may be called anytime by the President or three (3) Directors provided that a notice is provided every Director. Such notice or special meeting shall state the purpose of the meeting. Business transacted at a special meeting shall be confined to the purposes stated in the notice.
4. All regular meetings of the Board of Directors are open to corporation members.
5. The fiscal year of the Corporation shall end March 31<sup>st</sup>.

### **ARTICLE IV BOARD OF DIRECTORS**

1. The business of this Corporation shall be managed by its Board of Directors.

2. Each Director shall be at least 18 years of age and shall be a member of the Corporation.
3. In conformance with Article 19-A of the General Municipal Law (Business Improvement District Law), the Board of Directors shall consist of fourteen (14) members as follows:
  - A. Elected Representatives:

At least Seven (7) and not to exceed more than Eight (8) members elected to represent owners of real property in the district.

At least one (1) member, not to exceed three (3) members shall represent tenants within the district with property tax responsibility. If there is less than one (1) or two (2) tenants with tax responsibility, then tenants without property tax responsibility shall be considered for nomination and election. However, nominated tenants with tax responsibility shall be awarded a Directorship before tenants without tax responsibility are awarded a Directorship. If a tenant receives a written proxy from a real property owner, allowing him or her to vote in the annual election, this would allow the tenant to serve as a director and to represent owners of real property or tenants in the district.
  - B. Public Representatives:

One (1) member shall be appointed by the Chief Executive Officer of the City of Batavia.

One (1) member shall be appointed by the Chief Financial Officer of the City of Batavia.

One (1) member shall be appointed by the City Council of the City of Batavia.
4. The three appointed public members shall serve as incorporators of the Corporation and have a vote on all measures brought to the B.I.D Board of Directors.
5. Eight (8) members of the entire Board shall constitute a quorum for the transaction of business and the vote of a majority plus one of the Directors shall be the act of the Board of Directors.
6. Election:
  - A. In April of each year, the President shall appoint a nominating committee consisting of three (3) board members. The nominating committee shall nominate candidates to fill vacancies on the Board of Directors. The committee annually will nominate candidates for election to the Board of Directors and will submit a list of nominees to the Board of Directors at the February board meeting. The committee shall also select nominees for the annual awards for the annual meeting in April.
  - B. The Board of Directors shall direct a mailing of ballots in March to all voting members of the Corporation. The mailing will be determined by the City's Assessor's records. Write in nominations will be accepted. All ballots must be returned by or at the annual meeting to be held in April.

C. The President will either (a) appoint an election committee consisting of two (2) members who are not nominees or board members or (b) appoint the corporation's then current accounting firm to supervise the election, count the ballots and certify the results to the Board of Directors.

D. Directors shall be elected by a plurality of the votes cast in the balloting process.

7. Election of board members shall be conducted on a staggered basis. Each Director elected to represent owners of real property in the district; Directors that are Public Representatives shall serve a term of three (3) years. Members elected to represent tenants within the district with property tax responsibility will serve for a term of three (3) years. Directors shall take office following the election at the annual meeting.

Directors can serve two (2) complete successive terms. If a Director resigns and a new Director is appointed to his seat, the new Director can serve the remainder of the vacant term of the Director he or she replaced and, if elected, can serve two (2) more successive terms.

Directors that have served two (2) complete successive terms are eligible to be nominated and elected one (1) year after they have served two (2) successive terms.

8. Should a board member cease to be a tenant or an owner or representative of real property with the district, it is expected that a resignation will be submitted.
9. Vacancies occurring on the board shall be filled by appointment of the Board of Directors; such appointee shall serve for the remainder of the vacant term.
10. If the number of board members is enlarged, the Board may elect to do one of the following:
- A. May take nominations from the Board and appoint the new members to serve until the next election is held.
  - B. May hold special elections to elect new members to a term not to exceed more than three (3) years but not less than one (1) year.
11. The Board may terminate a board member's term in the event that he or she does not attend two (2) consecutive meetings without prior notification.
12. Directors may be removed for cause by a vote of the Board.
13. The Board may appoint an Advisory Board composed of members of the community, not to exceed fifteen (15) members.
14. A Director may resign at any time by giving written notice to the Board, the President or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.
15. Each Director present shall have one (1) vote regardless of his assessed valuation.

16. Directors shall serve without compensation.

17. Conflicts of Interest

Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the board shall ensure that:

A. The interest of such officer or director is fully disclosed to the board of directors.

B. No interested officer or director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting of the board of directors at which such matter is voted upon.

C. Any transaction in which a director or officer has a financial or personal interest shall be duly approved by the members of the board of directors not so interested or connected as being in the best interests of the organization.

D. Payments to the interested officer or director shall be reasonable and shall not exceed fair market value.

E. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

## **ARTICLE V OFFICERS**

1. The Officers of the Corporation shall be a President, a Vice-President, a Secretary, and a Treasurer.

2. The President, Vice-President, Secretary and Treasurer shall be elected by the Board of Directors at the first Board meeting following the annual meeting.

3. All Officers shall be elected by the Board to hold office for the term of one (1) year or until his successor has been elected.

4. The President shall preside over all meetings of members and of the directors. He or she shall be a member (ex officio) of all standing committees and shall, in general, supervise and manage all of the business and affairs of the Corporation, subject to the control of the Board of Directors; he or she shall have the power to sign checks, notes and contracts.

5. The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. The Vice-President shall also have such powers and duties as shall be delegated by the President or prescribed by the Board.

6. The Secretary or a member of the Administrative Staff shall keep minutes of all meetings of members of the board; shall give notice of all meetings of members and board of which notice is required. The Secretary or Administrative Assistant shall have custody

of corporate minutes and record, the corporate seal, and shall perform all duties incident to the office.

7. The Treasurer shall have custody of all funds, securities, evidence of indebtedness and other financial documents of the Corporation; shall sign or endorse on behalf of the Corporation checks, notes and other obligations to the credit of the Corporation in such banks as the Board of Directors may designate; shall pay out of funds on hand all just debts of the Corporation; and keep accurate accounts of all monies received and paid out and all assets and liabilities of the Corporation. The Treasurer shall provide monthly financial reports to the Directors and an annual financial report prior to the annual membership meeting in April. The Executive Director/ (Downtown Manager) or the Administrative Assistant are authorized to act on behalf of the Board to perform any or all of the above.

The Executive Director, for purposes of conducting normal business, will have the authority to write checks in an amount not to exceed \$500.00. Checks over \$500.00 shall require two signatures – from either the Treasurer, the President, Secretary, or Executive Director / Downtown Manager.

8. The budget will be proposed to the Batavia Business Improvement District (BID) board by the Treasurer and Executive Director at the February meeting and will be adopted by the Batavia Business Improvement District (BID) Board of Directors at the March meeting.
9. Any officer elected by the Board may be removed by the Board with or without just cause.

## **ARTICLE VI COMMITTEES**

1. The Board of Directors shall establish Special Committees of the Corporation as the need arises and each Special Committee is to be on-going without limitation as to time unless the Board of Directors determines such committee(s) is no long necessary.
2. All Special Committees are directly responsible to the Board of Directors. All Special Committee recommendations shall be submitted to the Board of Directors for approval.
3. Standing Committees:
  - A. Design
  - B. Business Development
  - C. Executive. Consists of the current Board of Directors Officers and the immediate past President of the Board of Directors and the Executive Director. The Executive Committee shall meet upon the order of the president, vice-president or the Executive Director and has general oversight and direction of the affairs of the B.I.D. and shall exerise such powers and perform such duties as may be from time to time lawfully designated to or required of it by the Board of Directors during periods between board meetings. At each meeting of the Board of Directors, the Executive Committee shall report the business done by it since the time of its last report.
  - D. Nomination

E. Promotion

4. Standing Committee chairpersons shall be elected members of the Board of Directors.
5. Standing Committee members shall be appointed on an annual basis. If a Standing Committee member resigns, a new member may be appointed by the Board of Directors to fill the remaining term. The appointee shall serve the remainder of the term of the committee member being replaced.
6. Ad hoc committees may be formed from time to time as the need arises for special tasks, projects or events. The President of the Board of Directors shall appoint committee chairpersons for each ad hoc committee formed. These positions will be limited to the special task, project or event for which the committee was formed and terminate at the conclusion of the special task, project or event. Chairpersons of each ad hoc committee shall attend all board meetings.
7. The chairperson of each ad hoc committee shall determine the number of committee members necessary for carrying out the duties of the committee and shall appoint all committee members subject to approval of the Board of Directors. Each proposed committee shall, prior to approval by the Board of Directors, submit a completed committee form to the ad hoc committee chairperson. Ad hoc committee chairpersons shall, during the committee appointment process, first give preference to qualified proposed committee members who are members of the Business Improvement District (B.I.D.) and if after solicitation of B.I.D. members there are remaining committee positions available, give second preference to qualified proposed committee members residing or having businesses within the City of Batavia.

**ARTICLE VII**  
**STAFF**

1. The BID may maintain an office for conduct of business. A downtown location will be the site of this office.
2. The BID may maintain a permanent staff to oversee any or all activities of the BID.
3. The BID may employ an Executive Director/Downtown Manager to oversee the operations of the BID. His or her responsibility shall include:
  - A. The development of new programs in keeping with the mission of the BID.
  - B. Responsibility for the administration of all programs and daily business of the BID.
  - C. Responsible for the preparation of the Annual Report and other reports as needed to carry out the mission of the BID.
  - D. Management of the BID staff.
  - E. Special assignments as agreed upon by the Board of Directors.



- F. Executive Director / Downtown Manager shall receive 5% of all grants and donations in excess of \$500 from a single source. This amount shall be paid through payroll with appropriate withholdings. The Treasurer is to be notified of any payments that are due.

The salary of our ED/DM is set as part of the budget process and fixed income. The intent is to justly reward the ED/DM for striving to meet the goals of our organization. This policy was approved by the Board of Directors and as such, can be changed or removed at anytime and without advance notice.

- 4. The BID may employ an Administrative Assistant to assist with any or all business conducted on behalf of the Director or Board of Directors. His or her responsibilities shall include:
  - A. Take direction on behalf of the Board to conduct the financial business of the BID.
    - 1. Endorse on behalf of the corporation checks, notes, and other obligations the credit of the Corporation in such banks as the Board of Directors may designate.
    - 2. Shall pay out of funds on hand all just debts of the Corporation; and keep all accurate accounts of all monies received and paid out and all assets and liabilities of the Corporation.
    - 3. Shall assist in the preparation of reports to the Directors and annual reports at the annual membership meetings.
  - B. Act on behalf of the Board and Executive Director on assigned administrative matters necessary for the conduct of routine business.
  - C. Special assignments as agreed upon by the BID Board and / or the Executive Director.
- 5. The BID may also hire personnel to maintain the downtown public areas. These individuals may be hired on a full or part-time basis.
- 6. The BID may also hire additional personnel or enter into contract with individuals who are to perform work on behalf of the BID.
- 7. Performance Evaluation Policy

A. Description

A Batavia Business Improvement District (BID) employee will have a job performance evaluation not less than annually. The evaluation will be prepared, reviewed, and delivered by the executive committee of the Board of Directors. All performance appraisals are maintained in a secure manner.

## **ARTICLE VIII AMENDMENTS**

These By-Laws and any hereafter adopted may be amended at any meeting of the Board of Directors by a majority vote of the entire Board of Directors or at any meeting of the members by a majority vote of the voting members present and voting in each case upon ten days written notice of the proposed change. Revised 05/17/16

### **AMENDMENTS TO BY-LAWS**

#### ***Organization***

##### **Addition to Article I**

- #5** The Corporation may only be dissolved when there is no outstanding indebtedness incurred and pursuant to a local law of the City of Batavia. The local law may be adopted upon the motion of the Batavia City Council, or upon the written petition of the owners of at least fifty-one percent or more of the total assessed valuation of all benefited real property included in the boundaries of the district, and at least fifty-one percent of the owners of the benefited real property within the area included in the district.

Upon dissolution, all assets of the Corporation revert to the City of Batavia. A certified copy of the order of dissolution will be filed with the State Comptroller.

**Amendment approved: May 18, 1999**

---

## **COMMITTEES**

##### **Addition to Article VI**

- #1** The Board of Directors shall appoint special committees of the Corporation as the need arises.
- #2** All committees are directly responsible to the Board of Directors and all committee recommendations shall be submitted to the Board for approval.
- #3** Special committees:
- A. Design
  - B. Business Improvement (formerly Economic Restructuring)

- C. Organization  
    Sub-committees: Finance and Parking
- D. Promotion

- #4 Committee chairpersons shall be members of the Board of Directors and appointed by the Board following the annual meeting in April.
- #5 Members of a committee shall be selected by the committee chairperson and shall be appointed by the Board of Directors. Members may consist of both the B.I.D. and non-members from the community.
- #6 Committee members shall be appointed for three (3) years on a staggered basis. Members may serve two (2) consecutive terms. If a member resigns and a new member is appointed to his/her seat. The new member may serve the remainder of the vacant term of the member being replaced.

**Amendment approved: March 21, 2000**

---

***Board of Directors***

**Addition to Article IV, Section 3**

- B. Director-at-Large:  
    One (1) member, without designation to a group or area, shall be appointed by the President and Board of Directors for a term not to exceed one (1) year.

**Amendment approved: May 26, 2000**

---

***Board of Directors***

**Change in Article IV, Section 7**

Each Director elected to represent owners of real property in the district; Directors that are Director-at-Large, Public Representatives and the Chamber Representative shall serve a term not to exceed three (3) years. Members elected to represent tenants within the district with property tax responsibility shall serve a term not to exceed three (3) years.

**Amendment approved: March 27, 2001**

---

***Board of Directors***

**Change in Article IV, Section 3A**

**Elected Representatives:** (Number of tenants on board of directors)

.... At least one (1) member and not to exceed more than two (2) members shall represent tenants within the district with property tax responsibility. If there is less than one (1) or two (2) tenants with tax responsibility, then tenants without tax responsibility shall be considered for nomination and election.

**Amendment approved: November 27, 2001**

---

***Board of Directors***

**Change in Article IV, Section 3A**

**Elected Representatives:**

At least seven (7) and not to exceed more than eight (8) members elected to represent owners of real property in the district.

**Amendment approved: February 26, 2002**

---

***Staff***

**Addition to Article VII, Section 3F**

**Executive Director:**

Executive Director / Downtown Manager shall receive 10% of all grants and donations in excess of \$500 from a single source. This amount shall be paid through payroll with appropriate withholdings. The salary of the E.D. is set as part of our budget process and fixed income. It is our intent to justly reward our Ed/DM for striving to meet the goals of our organization.

The Treasurer is to be notified of any payments that are due. The Downtown Manager is authorized to submit a request for payroll of these amounts as they occur and also for any that have occurred in the past four months that have not previously been awarded.

This policy is approved by the Board of Directors and as such, can be changed or removed at anytime and without advance notice.

**Amendment approved: May 29, 2002**

---

## ***Officers***

### **Change to Article V, Section 7**

#### **The Treasurer / Executive Director:**

The Executive Director/Downtown Manager, for purposes of conducting normal business, will have the authority to write checks in an amount not to exceed \$500.00. Checks over \$500.00 shall require two signatures – from either the Treasurer, the President or Executive Director/Downtown Manager.

**Amendment approved: June 30, 2004.**

---

## ***Staff***

### **Change to Article VII, Section F**

#### **Executive Director / Downtown Manager:**

Executive Director / Downtown Manager shall receive 5% of all grants and donations in excess of \$500.00 from a single source. This amount shall be paid through payroll with appropriate withholdings. The Treasurer is to be notified of any payments that are due.

The salary our ED /DM is set as part of the budget process and fixed income. The intent is to justly reward the ED / DM for striving to meet the goals of our organization. This policy was approved by the Board of Directors and as such, can be changed or removed at anytime and without advance notice.

**Amendment approved: January 17, 2005**

---

## ***Organization***

### **Change to Article I, Section 1**

Change the word Central to State.

## ***Membership***

### **Change to Article II, Section 4**

Change the word old to hold.

## ***Board of Directors***

### **Change to Article IV, Section 3A Elected Representatives:**

At least one (1) member, not to exceed (3) members shall represent tenants within the district with property tax responsibility.

### **Addition to Article IV, Section 3A Elected Representatives:**

If a tenant receives a written proxy from a real property owner, allowing him or her to vote in the annual election, this would allow the tenant to serve as a director and to represent owners of real property or tenants in the district.

### **Change to Article IV, Section 3B. Director-at-Large (replaced by Public Representatives):**

#### **B. Public Representatives:**

One (1) member shall be appointed by the Chief Executive Officer of the City of Batavia.

One (1) member shall be appointed by the Chief Financial Officer of the City of Batavia.

One (1) member shall be appointed by the City Council of the City of Batavia.

### **Change to Article IV, Section 3D. Other Representatives (removed from section):**

Section 3D has been removed as per changes above. There is no appointment from the Genesee County Chamber of Commerce as per the Chamber board.

### **Change to Article IV, Section 5.**

Eight (8) members of the entire Board shall constitute a quorum for the transaction of business and the vote of a majority plus one of the Directors shall be the act of the Board of Directors.

### **Change to Article IV, Section 7.**

Election of Board members shall be conducted on a staggered basis. Each Director elected to represent owners of real property in the district; Directors that are Public Representatives shall serve a term of three (3) years. Members elected to represent

tenants within the district with property responsibility will serve for a term of three (3) years. Directors shall take office following the election at the annual meeting.

**Change to Article IV, Section 11.**

The Board may terminate a board member's term in the event that he or she does not attend two (2) consecutive meetings without prior notification.

**Change to Article IV, Section 12.**

Directors may be removed for cause by a vote of the Board of Directors.

**Change to Article IV, Section 13.**

The Board may appoint an Advisory Board composed of members of the community, not to exceed fifteen (15) members.

**Change to Article IV, Section 14.**

A Director may resign at any time by giving written notice to the Board, the President or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such officer, and acceptance of the resignation shall not be necessary to make it effective.

**Change to Article IV, Section 15.**

Each Director present shall have one (1) vote regardless of his or her assessed valuation.

**Addition to Article IV, Section 16.**

Directors shall serve without compensation.

## ***Officers***

**Change to Article V, Section 7.**

**The Treasurer:**

The Treasurer shall have custody of all funds, securities, evidence of indebtedness and other financial documents of the Corporation; shall sign or endorse on behalf of the Corporation checks, notes and other obligations to the credit of the Corporation in such banks as the Board of Directors may designate; shall pay out of funds on hand all just debts of the Corporation; and keep accurate accounts of all monies received and paid out and all assets and liabilities of the Corporation. The Treasurer shall provide monthly financial reports to the Directors and an annual financial report prior to the annual membership meeting in April. The Executive Director/Downtown Manager or Administrative Assistant are authorized to act on the behalf of the Board to perform any or all of the above.

## ***Committees***

### **Addition to Article VI, Section 3C. Special Committees:**

Organization / Sub Committees: Finance and Parking / Safety.

### **Change to Article VI, Section 5.**

Ad hoc chairpersons shall be limited to eighteen (18) months service on a committee. These positions will be limited to a specific task / project and terminated at the conclusion of said task/project. Chairpersons shall attend all aboard meetings.

### **Change to Article VI, Section 6.**

Members of the committee shall be selected by the committee chairperson and shall be appointed by the Board of Directors. Members may consist of both B.I.D. and non-members from the community.

### **Change to Article VI, Section 7.**

Committee members shall be appointed for three (3) years on a staggered basis. If a committee member resigns, a new member is appointed by the Board to his or her seat. The appointee may serve the remainder of the vacant term of the member being replaced.

**Amendments approved: September 19, 2006**

---

### **Change to Article IV, Section 6.A.**

In April of each year the President shall appoint a Nominating Committee of three (3) board members. The Nominating Committee shall nominate candidates to fill vacancies on the Board of Directors. The Committee annually will nominate candidates for election to the Board of Directors and will submit a list of nominees to the Board of Directors at the February board meeting. The Committee shall also select nominees for the annual awards for the annual meeting in April.

**Amendment approved: March 25, 2008**

---

## ***Membership***



**Change to Article II, Section 3C.**

Public Representatives.

A Public Representative is an individual that lives and or works in Genesee County outside the boundaries of the Batavia Business Improvement District and is not a member of the corporation.

***Board Of Directors***

**Change to Article IV, Section 4.**

The three appointed public members shall serve as incorporators of the Corporation and have a vote on all measures brought to the B.I.D. Board of Directors.

**Amendments approved: May 28, 2013**

---

***Organization***

**Addition to Article 1.**

6. Policies

A. Nepotism

Board members and their families members (as defined below) will be excluded from consideration for employment by the organization. Employees shall not hold a position with the organization while they are or members of their immediate family (as defined below) serve on the board of directors or any committee of the board. Employees may not hold a job over which a member of their immediate family exercises supervisory authority. In this section, immediate family includes the following; husband, wife, son, son-in-law, daughter, daughter-in-law, father, father-in-law, mother, mother-in-law, brother, brother-in-law, sister, sister-in-law, grandparents, and grandchildren. Relatives, up to and including first cousins of any employee, board member, or any person exercising, hiring, promotion, termination authority may not be hired into agency service without approval of the executive director or the executive committee of the Batavia Business Improvement District (BID) Board of Directors.

B. Code of Ethics

Board members, staff, and volunteers shall act with honesty, integrity, and openness in all their dealings as representatives of the organization. The Batavia Business Improvement District (BID) promotes a working environment that values respect, fairness, and integrity. The Batavia Business Improvement District (BID) shall have an active, governing body, the Board of Directors, which is responsible for setting the mission and strategic direction of the organization and oversight of the finances, operations, and policies of the organization. The Board of Directors ensures that its board members have the requisite skills and experience to carry out their duties and that all members understand and fulfill their governance duties acting for the benefit of the Batavia Business Improvement District (BID) and its public purpose.

C. Inclusiveness and Diversity

The Batavia Business Improvement District (BID) shall have a policy of promoting inclusiveness and its board members, staff, and volunteers reflect diversity in order to enrich its programmatic effectiveness. The Batavia Business Improvement District (BID) shall take meaningful steps to promote inclusiveness in its hiring, retention, promotion, board recruitment and constituencies served.

## ***Board of Directors***

### **Addition to Article IV.**

#### 17. Conflicts of Interest

Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the board shall ensure that:

A. The interest of such officer or director is fully disclosed to the board of directors.

B. No interested officer or director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting of the board of directors at which such matter is voted upon.

C. Any transaction in which a director or officer has a financial or personal interest shall be duly approved by the members of the board of directors not so interested or connected as being in the best interests of the organization.

D. Payments to the interested officer or director shall be reasonable and shall not exceed fair market value.

E. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

## ***Officers***

### **Change to Article V, sections 8 and 9.**

8. The budget will be proposed to the Batavia Business Improvement District (BID) board by the Treasurer and Executive Director at the February meeting and will be adopted by the Batavia Business Improvement District (BID) Board of Directors at the March meeting.

9. Any officer elected by the Board may be removed by the Board with or without just cause.

## ***Staff***

### **Addition to Article VII.**

#### 7. Performance Evaluation Policy

##### A. Description

A Batavia Business Improvement District (BID) employee will have a job performance evaluation not less than annually. The evaluation will be prepared, reviewed, and delivered by the executive committee of the Board of Directors. All performance appraisals are maintained in a secure manner.

## ***Board of Directors***

### **Change to Article IV, Section 6.C.**

The President will either (a) appoint an election committee consisting of two (2) members who are not nominees or board members or (b) appoint the corporation's then current accounting firm to supervise the election, count the ballots and certify the results to the Board of Directors.

## ***Committees***

### **Change to Article VI, Section 1.**

The Board of Directors shall establish Special Committees of the Corporation as the need arises and each Special Committee is to be on-going without limitation as to time unless the Board of Directors determines such committee(s) is no long necessary.

### **Change to Article VI, Section 2.**

All Special Committees are directly responsible to the Board of Directors. All Special Committee recommendations shall be submitted to the Board of Directors for approval.

### **Change to Article VI, Section 3.**

Standing Committees:

- D. Design
- E. Business Development
- F. Executive. Consists of the current Board of Directors Officers and the immediate past President of the Board of Directors and the Executive Director. The Executive Committee shall meet upon the order of the president, vice-president or the Executive Director and has general oversight and direction of the affairs of the B.I.D. and shall exercise such powers and perform such duties as may be from time to time lawfully designated to or required of it by the Board of Directors during periods between board meetings. At each meeting of the Board of Directors, the Executive Committee shall report the business done by it since the time of its last report.
- D. Nomination
- E. Promotion

### **Change to Article VI, Section 4.**

Standing Committee chairpersons shall be elected members of the Board of Directors.

### **Change to Article VI, Section 5.**

Standing Committee members shall be appointed on an annual basis. If a Standing Committee member resigns, a new member may be appointed by the Board

of Directors to fill the remaining term. The appointee shall serve the remainder of the term of the committee member being replaced.

**Change to Article VI, Section 6.**

Ad hoc committees may be formed from time to time as the need arises for special tasks, projects or events. The President of the Board of Directors shall appoint committee chairpersons for each ad hoc committee formed. These positions will be limited to the special task, project or event for which the committee was formed and terminate at the conclusion of the special task, project or event. Chairpersons of each ad hoc committee shall attend all board meetings.

**Change to Article VI, Section 7.**

The chairperson of each ad hoc committee shall determine the number of committee members necessary for carrying out the duties of the committee and shall appoint all committee members subject to approval of the Board of Directors. Each proposed committee shall, prior to approval by the Board of Directors, submit a completed committee form to the ad hoc committee chairperson. Ad hoc committee chairpersons shall, during the committee appointment process, first give preference to qualified proposed committee members who are members of the Business Improvement District (B.I.D.) and if after solicitation of B.I.D. members there are remaining committee positions available, give second preference to qualified proposed committee members residing or having businesses within the City of Batavia.

**Amendments approved: November 25, 2014**

---

***Organization***

**Change to Article I, Section 5.**

Dissolution of the corporation and funds. The Corporation may only be dissolved when there is no outstanding indebtedness incurred and pursuant to a local law of the City of Batavia. The local law may be adopted upon the motion of the Batavia City Council, or upon the written petition of the owners of at least fifty-one percent, or more of the total assessed valuation of all benefited real property included in the boundaries of the district, and at least fifty-one percent of the owners of the benefited real property within the area included in the district.

Upon non-judicial dissolution, all assets of the Corporation shall be distributed according to Article 10 of the Not-For-Profit Corporation Law and upon judicial dissolution, all assets of the Corporation shall be distributed according to Article 11 of the Not-For-Profit Corporation Law. A certified copy of the order of dissolution will be filed with the State Comptroller.

**Amendments approved: May 17, 2016**

---

## ***Staff***

### **Change to Article VII, Section F**

#### **Executive Director / Downtown Manager:**

Executive Director / Downtown Manager shall receive 5% of all grants, sponsorships and donations. This amount shall be paid quarterly through payroll with appropriate withholdings. The Treasurer is to be notified of any payments that are due.

The salary our ED /DM is set as part of the budget process and fixed income. The intent is to justly reward the ED / DM for striving to meet the goals of our organization. This policy was approved by the Board of Directors and as such, can be changed or removed at any time and without advance notice.

**Amendment approved: February 27, 2018**

---

**Revised: 4/4/2018**