

BY-LAWS

OF THE

**PEEKSKILL BUSINESS DISTRICT
MANAGEMENT ASSOCIATION, INC.**

Adopted 12-4-2018

INCORPORATED UNDER
NYS NOT-FOR-PROFIT CORPORATION LAW IN 1996
AND IN CONFORMANCE WITH
ARTICLE 19-A OF THE NYS GENERAL MUNICIPAL LAW

ARTICLE I FORMATION

1. The Peekskill Business District Management Association, Inc. (the "Association") was formed under the New York State Not-For-Profit Corporation Law ("NPCL") as the management arm of the Business Improvement District (hereinafter the "BID"). The BID was created pursuant to Article 19-A of the New York State General Municipal Law ("GML") and consists of the real property contained within the borders of the BID as established by the City of Peekskill (the "City").
2. The Association was formed to do any and all acts which will restore or promote business activity within the Peekskill downtown business improvement district.
3. The Association is not formed for pecuniary profit or financial gain, and no part of the assets, income, or profit thereof shall be distributable to or inure to the direct benefit of its directors or officers.
4. The office of the Association shall be located at a place to be determined by the Board of Directors.

ARTICLE II MEMBERSHIP IN THE ASSOCIATION

1. All owners and tenants of real property within the BID are eligible to become voting members of the Association.
2. There shall be three (3) classes of voting members: Class A, Class B, and Class C.
 - A. Class A consists of owners of record of residential or commercial real property in the BID which is not in tax arrears. Class A members may be individuals or entities. Each Class A member shall be allocated one vote for each owned tax parcel as shown on the official tax map of the City which shall be cast by the individual owner or by the individual identified by the entity owner as representing it. In no case shall the total number of votes assigned to any number of Class A members under common ownership or control exceed thirty-three and one-third percent of the total number of votes which are eligible to be cast in this Class.
 - B. Class B consists of tenants who are not members of Class A who are occupants of commercial space within the District pursuant to a written lease or a statement from the landlord certifying that the individual is a tenant. Such Tenants must apply for membership in the Association in accordance with Section 2(D) of this Article. For the purposes of Class B membership, an Artist residing in an Artist Loft, as those terms are defined in Section 575-60 of the City Code, is considered to be a commercial/residential tenant who is leasing commercial space. Each Class B member shall have one vote.

- C. Class C consists of persons who become voting members by appointment as a municipal representative as described GML Section 980-m(b). Each Class C member shall have one vote.
- D. Eligibility for Membership. Class A members become members upon acquiring ownership of commercial or residential real property in the BID which is not in tax arrears or upon curing an arrearage, whichever occurs later. Class B members become members by submitting to the BID Board of Directors via its website an application by January 15th of each year which includes a written lease or a statement from the landlord certifying that the applicant is a tenant. Class C members become members upon appointment.
- E. Termination of Membership. Membership in the Association is not transferable. Class A membership shall terminate when the Class A member is no longer the owner of record or when City taxes on property within the BID are unpaid. Class B membership shall terminate when the Class B member is no longer a tenant in the District with a written lease or a statement from the landlord certifying that the individual is a tenant. Class C membership shall terminate when the Class C member is replaced by the appointing authority.
- F. Membership List of the Association. A yearly update of all property owners' names and addresses who are not in tax arrears according to the current tax assessment record, and tenants' names and addresses as submitted on the tenant application who have a written lease or a statement from the landlord certifying that the individual is a tenant (the "Membership List") shall be prepared by the Board prior to February 1st of each year so as to reasonably reflect all owners and tenants as of January 15th of each year.

ARTICLE III MEETINGS

1. There shall be an Annual Meeting of the Association no sooner than 2 days and no later than 67 days after the close of the immediately preceding fiscal year to receive annual reports of officers, directors and committees, to distribute financial reports for the previous year, to elect the Board of Directors and to transact any other business. Notice of the Annual Meeting shall be sent by mail or electronically to the Membership List no later than 15 days before the meeting. Notice shall also be posted prominently on the home page of the Association's website.
2. Upon written request of 10% of those on the membership list, the President or the Board of Directors shall call a special meeting of the Membership. Notice of such meeting shall be sent by mail or electronically to the Membership List at least 10 days prior to the meeting and shall be posted on the Association's website. Such notice shall state the purpose of the meeting.
3. The Board of Directors shall meet regularly, generally on the first Tuesday of each month, but in no event less than once in each calendar quarter of each year, at a time and date to be determined by the Board. Special meetings of the Board may be called at any time by the

President or three (3) Directors provided that a 24-hour notice is provided electronically to every Director. Such notice of special meeting shall state the purpose of the meeting.

4. All regular meetings of the Board of Directors are open to Association members.
5. The fiscal year of the Association shall end December 31st.

ARTICLE IV BOARD OF DIRECTORS

1. The business of this Association shall be managed by its Board of Directors.
2. Each Director shall be at least 18 years of age and must at the time of election and throughout the Director's term of office be a member of the Association.
3. In conformance with GML Article 19-A, the Board of Directors shall consist of eleven (11) members as follows:
 - 6 members elected by and from among the Class A members;
 - 2 members elected by from among the Class B members;
 - 1 member appointed by the Chief Executive Officer (City Manager) of the City;
 - 1 member appointed by the Comptroller of the City; and,
 - 1 member appointed by the Common Council of the City.
4. Six members of the entire Board shall constitute a quorum for the transaction of business.
5. A Director may serve a maximum of two (2) consecutive 2-year terms, and shall again be eligible for election as Director after not serving on the Board for one full year. A Director's office shall become vacant if the Director ceases to be a member of the Association.
6. Directors are elected at the Annual Meeting by a majority of the votes of the Members present and voting by written ballot in person or, when permitted by the Board, by absentee ballot utilizing a "double envelope" system. Proxies or voting by email is not permitted. Ballots will be opened and counted at a public meeting on a date and at a location to be determined by the election committee after the Annual Meeting. Until opened and counted, the ballots shall be contained in a locked courier bag in the custody of the Chair of the Election and Nominations Committee.
7. Vacancies occurring on the Board shall be filled by appointment of the Board of Directors. A Director appointed or elected to fill a vacancy shall hold office until the next annual meeting at which the election of Directors is in the regular order of business and until a successor is elected or appointed and qualified.
8. A vacancy is created when a Director resigns; when a Director ceases to be a member of the Association; when a Director fails without sufficient excuse to attend three consecutive

regularly scheduled meetings of the Board; or when a Director is removed by the members or by the Directors as provided in NPCL Section 706.

9. The Board may appoint an Advisory Board composed of members of the community, not to exceed 7 members.
10. The Board shall submit the BID's Annual Budget to the City Manager not later than November 30th of each year, for the following calendar year.

ARTICLE V OFFICERS

1. The officers of the Association shall be a President, a Vice President, a Secretary, and a Treasurer. The President and the Vice President must at the time of election and throughout the term of office be a Director.
2. The President, Vice President, Secretary, and Treasurer shall be elected by the Board of Directors at the Board meeting following the annual meeting and shall hold office for a term of one year or until a successor has been elected and qualified.
3. The President shall preside over all meetings of members and of the Directors. The President shall be a member (ex officio) of all standing committees and shall, in conjunction with the entire Board of Directors, supervise and manage the business and affairs of the Association, subject to the control of the Board of Directors. The President shall have the power to sign notes, checks, and contracts, subject to Board approval.
4. 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.
5. The Secretary shall keep minutes of all meetings of members of the Board and shall give notice of all meetings of members and Board of which notice is required. The Secretary shall have custody of corporate minutes, records, and the corporate seal and shall perform all duties incident to the office.
6. The Treasurer shall furnish reports to the Directors and annual reports at the annual membership meetings. All vouchers submitted to the City Comptroller by the BID must be in accordance with the BID procurement policy. Executive Director has the authority to approve expenditures up to \$1,500.
7. Any officer elected by the Board may be removed by the Board with or without cause.

ARTICLE VI COMMITTEES

1. The President may appoint such standing or special committees as it may be necessary or expedient to have. Except as noted for a particular Committee, each standing committee must consist of at least one (1) Director, who will be designated as Chairperson. Non-Board members may serve on any Standing or Special Committee except the Elections & Nominations Committee. Except as noted for a particular Committee, each committee will act in an advisory capacity only, with committee actions and decisions subject to the approval of the Board of Directors. Each committee shall keep minutes of proceedings and report to the Board.

2. The standing committees of the Board may be as follows:
 - A. Executive Committee
 - B. Quality of Life Committee
 - C. Business Recruitment & Retention Committee
 - D. Development and Membership Committee
 - E. Finance Committee
 - F. Election & Nominations Committee (*mandatory committee*)
 - A. Executive Committee. The Executive Committee shall be responsible for financial, personnel and operational issues. It shall assist the Treasurer in the development of the annual budget; review financial reports prepared by the Treasurer and make recommendations to the Board on the financial affairs of the Association. The committee shall be responsible for ensuring that the operations of the Association are consistent with the Laws, Bylaws, and ethical standards, and shall make recommendations for changes as appropriate. The committee will also be responsible for the development and implementation of personnel policies and practices, and making recommendations to the Board on personnel matters.

 - B. Quality of Life Committee. The Quality of Life Committee shall devise and oversee a program of planning for services, public area improvements and amenities, and enhanced maintenance services within the BID. It shall work with the Development Committee to seek sources for funding, including grants, for the implementation of any of the above-mentioned services and/or improvements. It shall also oversee the implementation of a safety and security program within the BID.

 - C. Business Recruitment and Retention Committee. The Business Recruitment & Promotion Committee shall oversee the implementation of a marketing program designed to initiate new retail, office and residential investment in the BID and to assure the continued occupancy of existing businesses. It shall also develop a program to address parking issues in the BID. It shall also oversee the implementation of actions to enhance the image of the BID and to foster communications between the BID and City Government, Chamber of Commerce and the appropriate agencies. Furthermore, it will coordinate a promotional campaign and special events designed to attract visitors to the BID.

- D. Development and Membership Committee. The Development Committee and Membership Committee will seek sources of funding, including grants, for specific projects and for the BID-wide projects. Should the request emanate from one of the other committees, it will work in conjunction with that committee to secure funding. This committee will also be responsible to create and maintain the Membership List as set forth in Article II Section 2.F and to recruit new members and ensure the retention of existing members.
- E. Finance Committee. The Finance Committee shall consist of the Treasurer, at least one other Board member, and the Executive Director and chairperson as ex-officio members. The Finance Committee is responsible for the District's financial issues. It shall assist the Executive Director in the development of the annual budget, and in establishing budgets for each District event and special event; review financial reports prepared by the Treasurer and make recommendations to the Executive Committee and to the Board on the financial affairs of the Association. All contracts and other financial arrangements of the District are subject to review by the Finance committee, provided however that review of contracts shall be limited to questions of budgetary constraints. The Finance Committee may approve up to 10% additional spending over the duly approved budget for each District event and special event, provided, however, any additional spending beyond 10% over an event or special event's duly approved budget must be approved by the Board. In the event that the Finance Committee is unable to meet or fulfill its duties, the Board Chair and the Treasurer shall perform the duties of the Finance Committee.
- F. Election and Nominations Committee. The Election and Nominations Committee shall consist of one (1) Class C Member and four (4) additional Directors. The President shall designate the Chair. The committee shall conduct the annual election and shall be the final arbiter as to the validity of any vote cast and the results of the election. The Committee shall accept written nominations from members and shall prepare a list of nominations (the "Directors Slate") for the election of Directors from among Class A and Class B members to be held at the Annual Meeting. The Annual Meeting Notice and the Elections Notice shall be sent by mail or electronically to the address of record for each Class A and Class B member of the Membership List no later than fifteen (15) days before the Annual Meeting. Such Notices and the Directors Slate shall be posted on the Association's website not later than fifteen (15) days before the Annual Meeting. The Elections and Nominations Committee shall verify that all candidates nominated are on the current Membership List in the voting class for the directorship position for which they have been nominated. The Board of Directors may make a provision to allow voting by absentee ballot for the annual election.
3. Special Committees on any subject in which there are not standing committees may also be appointed, which may also include non-Board members.

ARTICLE VII STAFF

1. The Association shall maintain a permanent staff to oversee any or all activities of the BID.
2. The Association may employ an Executive Director to oversee the operations of the BID. His/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 regular 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's staff.
 - E. Special assignments as agreed upon by the BID Board.
3. The Association may employ an Administrative Assistant to assist with any or all business conducted on behalf of the Director or Board of the BID. His/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 Association checks, notes, and other obligations to the credit of the Association in such banks as the Board of Directors may designate.
 2. In conjunction with the Treasurer, shall pay, out of funds on hand, all just debts of the Association; and keep accurate accounts of all monies received and paid out and all assets and liabilities of the Association.
 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 the Executive Director on assigned administrative matters necessary for the conduct of routine business.
 - C. Special assignments as agreed upon by the Board of Directors and/or the Executive Director.

The Association may also hire personnel to maintain the downtown public areas. These individuals may be hired on a full or part-time basis. In the event the Association shall retain such personnel, the Association shall procure all appropriate insurance(s) naming the City as additional

insured. In no event shall any employee or contractor retained by the Association be deemed an employee or contractor of the City and all contracts and employment agreements shall so specify.

The Association may also hire additional personnel or enter into contracts with individuals who are to perform work on behalf of the Association. In the event the Association shall retain such personnel, or execute such contracts, the Association shall procure all appropriate insurance(s) naming the City as additional insured. In no event shall any employee or contractor retained by the Association be deemed an employee or contractor of the City and all contracts and employment agreements shall so specify.

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 at least 10% of those listed on the Membership List. Those voting must be present at the meeting. Those on the Membership List must receive at least 10 days written notice of the upcoming vote on the proposed bylaws amendments.