

BYLAWS  
OF  
DOWNTOWN DOVER PARTNERSHIP CORPORATION

ARTICLE I

Statement of purpose

The purpose of this corporation is to promote the public welfare of the residents of the City of Dover, Delaware by promoting and furthering in any way, the development of the economic, cultural, and historic resources of the downtown area of the City of Dover, and to provide for the residents, to the extent that the common good and general welfare of the community is served. The goal of the corporation is to improve the opportunities for job creation, broaden the tax base through the development of the commercial and residential potential of the Central Dover area, and to maintain and restore the historic architectural and community qualities of the downtown area consistent with the goals of the National Main Street Program. The Downtown Dover Partnership (hereinafter "DDP") shall focus its efforts within the area depicted on Schedule A, which may be changed from time to time, but only by a majority vote of Board members.

ARTICLE II

SECTION 1.      Control.      The entire and complete control of the corporation, including all powers contemplated or provided by the laws of Delaware for members of non-stock corporations, shall be vested in a Board of Directors.

SECTION 2.       Board of Directors.       The Board of Directors shall consist of seventeen (17) directors, appointed from two (2) categories. At least five (5) members of the Board of Directors must own a commercial property within the Business Improvement District or be a designee of such owners.

1.   First Category.

- a. Five (5) individuals, either elected or appointed, from within the government of the City of Dover. These individuals shall include the City Manager, the City Planner, the Mayor, and two members of City Council, as appointed by City Council.
- b. One (1) individual from State Legislature or other representative.

2.   Second Category.       Eleven (11) individuals from the private sector with strong ties and commitment to revitalization of the downtown Dover area; these individuals should not now hold full-time elected or appointed public office. These individuals must include a resident of the downtown Dover area, a downtown business owner, a downtown retailer, a real estate professional whose practice includes the downtown Dover area, a professional services representative whose practice includes the downtown Dover area, a cultural arts representative, the chief executive officer of Bayhealth or his/her designee, the president of Wesley College or his/her designee and the Director of Kent County Tourism or his/her designee. Such

designees must hold senior positions within their respective organizations. Two other members must represent nonprofits, other organizations or individuals with a special interest in downtown.

SECTION 3.       Appointment and term of Office. Individuals from the City of Dover in the first category (1.a.) shall be nominated and confirmed by City Council. The individual from state legislature or other representative in the first category (1.b.) shall be nominated by the DDP Board President and confirmed by the DDP Board

The individuals in the second category, other than the individuals representing Bayhealth, Wesley College, and the County Tourism office, will be nominated by an ad hoc nominating committee appointed annually by the DDP Board President, and confirmed by the DDP Board. Vacancies in this category will be nominated by the DDP Board President and confirmed by the DDP Board.

Individuals in the second category shall serve a term of three (3) years. These members shall be eligible for re-appointment to the Board for one (1) additional three (3) year term. After two (2) consecutive terms, such an individual must remain off the Board for at least one (1) year. After such hiatus, an individual may be nominated to the Board again. The terms of members shall be staggered so that no more than four (4) positions shall be vacated in any one (1) year.

SECTION 4.       Meetings. An annual meeting of the Board of Directors shall be held during the month June of each year at such time and place as may be designated by the Board of Directors. Special meetings shall be held at the written request of the president or any two (2) Directors of the Board. Directors shall be notified of all meetings at least seven (7) days prior to the date of the meeting.

SECTION 5.       Quorum. A majority of the members of the Board of Directors shall constitute a quorum to transact business at any meeting of the Board. All transactions exceeding \$50,000 must be approved by a majority of Board members. No individual can be counted toward a quorum or vote by proxy, telephone or otherwise than in personal attendance.

SECTION 6.       Manner of Acting. The act of a majority of the Directors at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by law or by these bylaws.

SECTION 7.       Compensation. Directors shall not receive any salaries for their services as Directors.

SECTION 8.       Attendance. Each DDP Board Member is expected to attend a majority of DDP Board Meetings throughout their tenure on the Board. Excessive absences shall be referred to the DDP President for consideration and further action, including removal.

### ARTICLE III

## Membership

Membership in this corporation shall be limited, at all times, to the members of the Board of Directors.

## ARTICLE IV

### Functions

The Board shall conduct the business of the corporation, including, *inter alia*:

1. Hiring and firing the Executive Director;
2. Amending the bylaws of the corporation;
3. Determining the goals, general policies and physical strategy of the corporation;
4. Selecting projects and approving the overall budget of said projects;
5. Approving the administrative budget of the corporation at the Annual Meeting;
6. Approving the Annual Report of the corporation;
7. Approving the Annual Financial Statement of the corporation; and
8. Electing officers and filling vacancies in said offices as may occur from time to time during the year.
9. And such other business as the Board determines is appropriate.

## ARTICLE V

### Officers

SECTION 1. Officers. The officers of the corporation shall be a President, a Vice President, a Secretary, a Treasurer, and shall serve as the DDP Executive Committee. The officers shall perform such duties as described in this Article and shall receive no compensation for these stated services.

SECTION 2. Election and Term of Office. The Officers of the corporation shall be elected annually by the Board of Director at the regular annual meeting of the Board of Directors. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected.

SECTION 3. Removal. Any Officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the Officer so removed.

SECTION 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 5. President. The President shall:

1. Call all regular meetings of the Board;
2. Preside at all meetings of the Board;

3. Make appointments to all committees;
4. Serve as a member of any committee;
5. Perform other duties as are prescribed to the office of the President;
6. Supervise and control all of the business and affairs of the corporation;
7. Sign, with the Secretary, or any other proper officer of the corporation authorized to so act by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the corporation; and
8. Generally shall perform all duties as may be prescribed by the Board of Directors from time to time.

SECTION 6. Vice-President. In the absence of the President or in the event of his/her inability or refusal to act, the Vice-President shall perform the duties of the President and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

SECTION 7. Secretary. The Secretary or his/her designee shall:

1. Oversee the custody of corporate records and of the seal of the corporation; and
2. Ensure minutes of the meetings of the Board of Directors are kept in one or more books or files provided for this purpose;
3. Ensure all notices are duly given in accordance with the provisions of these bylaws or as required by law;
4. Perform all the duties incident to the office of Secretary and such other duties as from time to time may have assigned him/her by the President or by the Board of Directors.

SECTION 8. Treasurer. If required by the Board of Directors, the Treasurer shall give bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He/she shall assist the DDP Executive Director in the financial management of the DDP including:

1. Charge and custody of all funds and securities of the corporation;
2. Provision of receipts for monies due and payable to the corporation from any source whatsoever;
3. Deposit all such monies in the name of the corporation in such banks, trust companies, or other depositories;
4. Development of the annual financial statement and administrative budget;



5. Perform all the duties incident to the office of Treasurer, and such other duties as from time to time may have assigned him/her by the President or by the Board of Directors.

SECTION 9. Executive Committee. The Executive Committee shall meet on a regular basis, not less than quarterly, to review DDP business and budget, and advise the Executive Director on matters involving Partnership resources. The Executive Committee is empowered to act on behalf of the DDP Board other than for those items specifically reserved for Board decision as defined within these by-laws. A majority of the members of the Executive Committee shall constitute a quorum to transact business at any meeting of the Committee. All transactions must be approved by a majority of Executive Committee members. No individual can be counted toward a quorum or vote by proxy, telephone or otherwise than in personal attendance.

## ARTICLE VI

### Committees

#### SECTION 1. Committees.

1. There shall be six (6) standing committees: Marketing and Promotion, Organization, Design, Economic Vitality, Merchants, and Parking and Safety. The Board of Directors, by resolution, may designate and appoint one or more additional committees. Each of which shall consist of three or more members. Said committees shall act in an advisory capacity and shall

not have nor exercise the authority of the Board of Directors in the management of the corporation.

2. The Board may create such other Ad Hoc committees as it deems appropriate from time to time, determine their purpose, membership and intended duration.

SECTION 2. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the Board of Directors and until his/her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

SECTION 3. Chair. One member shall be appointed Chair by the DDP President. Chair of each committee shall appoint a Vice Chair.

SECTION 4. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 5. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a quorum of the committee is not required to conduct business but whenever an action by such committee is by less than fifty percent (50%) of its appointed members, the vote of the committee must reflect the actual number of individuals present.

SECTION 6. Rules. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

SECTION 7. Marketing and Promotion Committee. The Marketing and Promotion Committee will work to create a positive image for the downtown Dover area by promoting the downtown area as an exciting place to live, work, shop and invest.

SECTION 8. Organization Committee. The Organization Committee will work to encourage cooperation and leadership-building in the downtown Dover community as well as engage volunteers and partners, and promote the DDP. The Committee will also implement a systematic process to raise funds for the corporation's programs, projects and general operating fund.

SECTION 9. Design Committee. The Design Committee will work to improve the appearance of the downtown Dover area and to educate the public and private sector about good design principles.

SECTION 10. Economic Vitality Committee. The Economic Vitality Committee will work to rebuild and diversify the downtown Dover area's economy, specifically through business retention, recruitment and expansion strategies, including recommendation of strategic purchases and sales of downtown properties to the Board of Directors.

SECTION 11. Merchants Committee. The Merchants Committee will work to support a sustainable business community through business

communication, networking support and promotional activities to enhance and grow the downtown Business Improvement District.

SECTION 12.     Parking and Safety Committee.     The Parking and Safety Committee will work to improve public parking convenience and availability, and work with partners to develop strategies to address identified safety issues in downtown Dover.

#### ARTICLE VII

SECTION 1.     Executive Director.     He/she shall be responsible for the coordination of the corporation's policies and such other duties as the Board of Directors may require. The Executive Director shall report directly to the President.

SECTION 2.     Terms of Appointment.     The Executive Director shall be appointed by the Board of Directors for an indefinite term and shall serve at the pleasure of the Board of Directors.

SECTION 3.     Partnership Staff.     The Executive Director, in consultation with the Executive Committee, may hire staff in accordance with an approved budget. Executive Director will evaluate staff performance and recommend salary changes as he/she deems appropriate for Executive Committee consideration. The Executive Director may hire contractual services for support of the Corporation in accordance with an approved budget.

#### ARTICLE VIII

## Reports and Budgets

SECTION 1. Annual Reports. The Board of Directors shall direct the Executive Director to prepare an Annual Report of the Activities of the Corporation to be submitted for action at the Annual Meeting. Said report shall thence be forwarded to the City and released to the public dissemination.

SECTION 2. Annual Financial Statement. The Board of Directors shall direct the Executive Director to prepare an Annual Financial Statement of the corporation to be submitted for action at the Annual Meeting. Said statement shall thence be forwarded to the City and released to the public dissemination.

SECTION 3. Administrative Budget. The Board of Directors shall direct the Executive Director to prepare an Administrative Budget of the corporation to be submitted for action at the Annual Meeting.

## ARTICLE IX

### Execution of Instruments

#### SECTION 1. Checks, Drafts, and Orders for Payment of Money.

Payment requests are prepared and approved by DDP office staff and/or a member of the Executive Committee. Actual checks, drafts, and orders of payment of money shall be signed and delivered in the name of the corporation by the City of Dover controller.

SECTION 2. Contracts. When the execution of any contract, conveyance or other instrument has been authorized, without specification of

the executing officer, the President and the Secretary or Treasurer may execute the same in the name and on behalf of the corporation, and may affix a "Certificate of Good Standing" from the Delaware Division of Corporations, as/if necessary. The Board of Directors shall have the power to designate the officers and agents who shall have the authority to execute any instrument on behalf of this corporation.

SECTION 3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors shall designate.

## ARTICLE X

### Gifts

The Board of Directors may accept on behalf of the corporation, any contribution, gift, bequest, or devise for the general purposes of, or for, any special purpose of the corporation.

## ARTICLE XI

### Internal Revenue Service Status

The corporation shall have no capital stock and is not organized for gain or profit, but is exclusively an organization for public, educational, charitable and philanthropic purposes.

## ARTICLE XII

### Corporate Seal

The Board of Directors shall provide a corporate seal.

## ARTICLE XIII

### Amendment of Bylaws

These bylaws may be amended by a vote of three-quarters of all the Directors serving on the Board of Directors or by unanimous consent given in writing.

In addition, any changes in Article I or Article II Section 2 paragraph 1.a., First Category must be approved by Dover City Council.

## ARTICLE XIV

SECTION 1. Rules. Unless otherwise specified, the Board shall observe Roberts Rules of Order in the conduct of all of its business.

SECTION 2. Suspension of the Rules. The Board may approve suspension of the rules by a vote of three-quarters of its members.

## ARTICLE XV

### Conflict of Interest

No director, officer, or employee of the corporation shall have or shall acquire any interest, direct or indirect, in any project which the corporation is promoting, or in any contract or proposed contract for materials or services or in any lease, mortgage, sale, or contract of any nature whatever relating to any such project or to the corporation, without forthwith making written and complete disclosure to the corporation of all material facts, including the nature and extent of his interest, and such disclosure shall be

entered in writing upon the minute book of the corporation. No Director who has such an interest shall vote on any matter relating to such interest.

## ARTICLE XVI

### Indemnification

Each person who is or was a director or officer of the corporation shall be indemnified by the corporation as of right to the full extent permitted or authorized by the general corporation law of Delaware against any liability, cost or expense asserted against such director or officer and incurred by such director and officer in any such person's capacity as a director or officer, or arising out of any such person's status as a director or officer. The corporation shall maintain Directors and Officers insurance, at its expense, to protect itself and any such person against any such liability, cost or expense.



## SCHEDULE A

