

**Kalispell Downtown Association**

**P. O. Box 1997, Kalispell, Mt. 59903**

**By-Laws**

**Kalispell Downtown Association By-Laws**

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**BY-LAWS OF**

**KALISPELL DOWNTOWN ASSOCIATION**

**ARTICLE I - NAME AND PLACE OF BUSINESS**

**Section 1. Name.** The name of this not-for-profit Montana Corporation shall be Kalispell Downtown Association.

**Section 2. Place of Business.** The Kalispell Downtown Association hereinafter referred to as KDA, principal office will be maintained within its service area. The mailing address is PO Box 1997, Kalispell, Mt. 59903.

**ARTICLE II - PURPOSE**

**Section 1. Purpose.** The purpose of the KDA is to promote Downtown Kalispell as the social, commercial, professional and cultural heart of the community. To help build a strong local economy and contribute to the well-being, growth and vitality of Downtown Kalispell, the Association maintains an active business directory and special events calendar. Their work includes supporting and assisting with special events in Kalispell.

**Section 2. Non-Discrimination.** The KDA promotes Downtown Kalispell without discrimination on the basis of race, age, religion, creed, sex, national origin, marital status or disability.

**ARTICLE III - BOARD OF DIRECTORS**

**Section 1. General Powers.** The Corporation shall be governed by an administering board. This board shall be known as the "Board of Directors of KDA”.

**A. Residency**. The Board of Directors shall be Flathead County residents.

**B. Organizational Commitment**. Each member of the Board of Directors agrees to share responsibility for the reputation and success of KDA. Each Board member agrees to serve with a high level of commitment to KDA assisting with KDA’s programs and operations. A Board member shall always serve KDA without ever having, or even giving the appearance of, a direct or indirect conflict of interest. Each Board member shall be affiliated with a member organization of the KDA.

**Section 2. Number of Directors and Term of Office.** The Board of Directors shall consist of a minimum of nine (9) and no more than twenty five (25) voting members to serve a three year term beginning in January.

**Section 3. Ex Officio Members.** Ex officio members may attend meetings, but shall have no voting rights. The office holder of the following elected or appointed positions are automatically granted ex officio membership on the Board of Directors:

 Kalispell City Manager or designee

 Kalispell Area Chamber of Commerce Director or designee

 Kalispell Business Improvement District Chair person or designee

**Section 4. Board of Directors Elections.** As the Executive Board identifies the need for additional Directors (as described in Article III, Section 2), a Nominating Committee will be appointed on an “as needed basis” by the Executive Board. The responsibility to be constantly aware of qualified persons who may be willing to serve on the KDA Board of Directors rests upon all current Board of Director members. Any person considering or being considered for a Board of Director position may be required to submit an Application to and may be interviewed by the Nominating Committee. The Board President shall be present at the interview. At the January Board of Director’s meeting the Nominee(s) who have completed the recruitment process shall be submitted for vote. Election of a Nominee(s) shall be by written or voice balloting. If elected, the Director(s) will begin serving a three-year term beginning immediately.

**Section 5. Removal of Board Member (s).** Board members may be removed for good cause. Good cause may include, but is not necessarily limited to, such an action, conduct, or conflict of interest which is contrary to the interests of the KDA organization. Missing three (3) consecutive Board Meetings is also good cause and reason for removal. Removal shall be finalized by a majority vote of the Board of Directors.

**Section 6. Compensation of Board Members.** No Board member shall receive compensation for any service he or she may render to KDA. However, reimbursement for a Board member’s actual expenses incurred in the performance of duty may be authorized by agreement of the Board President and the Executive Committee. A written request for reimbursement shall be made to the Board President prior to the actual occurrence of the expense.

**Section 7. Resignation and Vacancies.** Any member of the Board of Directors may resign by sending a written resignation to the KDA President. In the event of death, resignation or removal of a Director, his/her successor shall be nominated by the Nominating Committee after the recruitment process is complete at the next possible Board of Directors meeting. It shall be understood by all that the elected successor will serve out the remaining term. After completion of the remaining term, the Nominating Committee may bring that elected successor’s name to the January Board of Directors’ meeting for a vote concerning serving a regular three-year term.

**Section 8. Meetings of the Board of Directors.**

**A. Time and Place of Meetings**. All meetings of the Board of Directors shall be held at such suitable locations as may be selected by the Executive Committee. At least ten (10) regular meetings of the Board shall be held each calendar year.

**B. Notice of Meetings**. Notice of all regular meetings and of any special Board of Director meetings shall be given to members in writing, by phone, fax or email.

**C. Annual Meeting.** There shall be an Annual Meeting of the Board of Directors held each January.

**D. Special Meetings of the Board of Directors**. Special meetings of the Board may be called by the President or by a majority of the Board of Directors. Notice of such meetings shall be given to all Board members at least three (3) days in advance. The notice shall state the purpose(s) for which the special meeting is called along with the date, time and location.

**E. Quorum.** One half (1/2) of the Board of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by the majority of the Board of Directors present at a duly held meeting at which a quorum is present shall be regarded as an act of the Board of Directors.

**ARTICLE IV -- BOARD OF DIRECTOR'S AUTHORITY**

**Section 1. Board of Directors Authority.**

 **A. Authority**. The Board of Directors shall have the authority to manage and control the property, business and affairs of this Corporation. The Board of Directors is vested with all the powers possessed by the Corporation itself so far as this delegation of authority is not inconsistent with the laws of the State of Montana or with the Articles of Incorporation. The Directors shall designate those officers, agents or employees who shall be empowered to draw by check or otherwise upon the funds of the Corporation. The Board of Directors shall delegate powers and duties to persons and committees appointed by the Executive Committee.

 **B. Property**. The Board of Directors may buy such property, both real and personal, as it shall deem necessary or advisable to carry out the objectives of this Corporation. The Board of Directors shall also have the power to sell, let, mortgage, exchange, or otherwise dispose of or deal in any part, or all, of the property, both real and personal, of this Corporation, as long as these transactions are consistent with the objectives and purposes of this Corporation.

 **C. Borrowing.** The Board of Directors is further empowered to borrow money for any of the purposes of the Corporation and is further empowered to take advantage of any governmental or private funding sources or program that is consistent with the objectives and purposes of this Corporation.

 **D. Other Action**. The Board of Directors is empowered to take any other actions as allowed by Montana law.

**ARTICLE V – EXECUTIVE COMMITTEE**

**Section 1. Committees, Officers and Duties.**

 **A. Officers**. The officers of this Corporation shall be a President, Past President, Vice-President, Secretary and Treasurer, or Designee(s). If any of these members cannot serve, a member at large may be nominated by the Executive Committee. The persons holding these positions shall comprise the Executive Committee of KDA. These persons shall also be members of the Board of Directors. Should the need arise; the Executive Committee shall transact routine business between meetings of the Board of Directors reporting their actions at the next meeting.

 **B. Duties**. The minimum duties of the Executive Committee are as follows:

1. Keep a complete record of all KDA Board acts and corporate affairs, being prepared to report such to the Board of Directors when requested by a minimum of one-fourth (1/4) of the Board members.

2. Hire or terminate contractors and supervise and delegate their duties.

3. Establish contractor fees and expense allowances.

4. Hold fiduciary responsibility for the corporation.

5. Maintain and review all policies and procedures, as established in the corporations Policy and Procedure Manual.

**Section 2. Election of Officers.** The officers shall be elected at the Annual Meeting in January by a majority of the Board members present. Nominations for officers will be the responsibility of the appointed Nominating Committee.

**Section 3. Term of Office.** The officers of this Corporation shall be elected annually by the Board of Directors. Each officer shall hold office for two (2) years beginning in January unless he/she shall resign, is removed, dies or becomes otherwise disqualified or unable to serve.

**Section 4. Special Appointments.** The Board of Directors may elect such other officers as the affairs of the Corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as the Board may, from time to time, determine.

**Section 5. Resignations and Vacancies of Officers.** The Board of Directors for reasons of good cause may remove any officer from office. A majority vote is required to remove an officer. Any officer may resign at any time by giving written notice to the President or the Secretary. Such resignations shall take effect on the date of receipt of the notice of resignation. In the event of a death, removal or resignation of any officer, the Nominating Committee shall nominate a successor who shall be elected to fill the remainder of the term.

**Section 6. Multiple Offices.** No two offices shall be held by the same person except for the office of secretary and treasurer if so desired.

**Section 7. Duties and Powers.**

**President** - It will be the duty of the President to preside over the monthly meetings and the Executive Committee; see that orders and resolutions of the Board are carried out; sign all contracts, leases and other written instruments and documents of the Corporation. The President will keep the Board of Directors and other members informed of pertinent information of interest to the Board.

**Past President** - At the end of one's term as President, he/she will serve as Counselor to the President and Board. The Past President or Designee will serve as parliamentarian at KDA meetings using Robert's Rules of Order.

**Vice President** - The Vice President shall act in the place and stead of the President in the event of his or her absence or inability or refusal to act and shall exercise and discharge such other duties as may be required by the Board. The Vice President shall be considered President elect.

**Secretary** - The Secretary shall keep an accurate written account of any and all meetings of the KDA and perform such other duties as required by the Board.

**Treasurer** - The treasurer will work closely with the Executive Director to assure that: proper books of accounts are kept; an annual budget is prepared; quarterly reports and monthly statement of income and expenditures are prepared and presented to the Board of Directors at its regular and annual meetings; assist with an annual review or audit of the corporate books to be completed by a public accountant at the completion of each fiscal year if deemed necessary by the Board of Directors.

**Section 8. Other Committees.** The Corporation shall have other such committees and subcommittees as authorized by the Board of Directors. The Board at its next regular meeting must ratify all decisions of these committees.

**ARTICLE VI – EXECUTIVE DIRECTOR**

**Section 1. Executive Director.** The Executive Director is hired by the Executive Committee of the Board of Directors and confirmed by the Board of Directors as an Independent Contractor. The Executive Director has day-to-day responsibility for carrying out the goals of KDA and Board policy. The Executive Director will attend all Board of Directors meetings, report on the progress of KDA and answer questions of Board members and carry out the duties described in his/her job description or contract. The Board of Directors can designate other duties as necessary.

**ARTICLE VII -- DOCUMENTS**

**Section 1. Books and Records.** The Articles of Incorporation, By-Laws, meeting minutes, books, records and papers of the Board of Directors meetings shall be available for inspection by the members of the Corporation which are held and maintained at the KDA office.

**ARTICLE VIII -- AMENDMENT OF BYLAWS**

**Section 1. Amendments.** These By-Laws may be amended by the Board of Directors at any regular meeting by a two thirds (2/3) majority of the membership provided the proposed amendment has been presented to the Board of Directors at the preceding meeting. In case of any conflict between the Articles of Incorporation and these By-Laws, the Articles will control.

**ARTICLE IX --FISCAL YEAR**

**Section 1. Fiscal Year.** The fiscal year of the Corporation shall begin on the first day of January and end on the thirty-first day of December every year.

**ARTICLE X --DISSOLUTION**

**Section 1. Dissolution of Corporation.** The Corporation is not organized for profit, and no part of the net earnings of the Corporation shall inure to the benefit of any individual. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all the assets of the Corporation in such manner, or to such organization organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization under Section 501 (c) 6 of the Internal Revenue Code. Any and all assets not so disposed of shall be disposed of by the District Court of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization as said Court shall determine which are organized and operated exclusively for such purpose. No Director will be held directly liable for any expenses incurred if dissolution should occur under 501 (c) 6 regulations.

These amended bylaws were presented to the Board in January of 2021 and adopted upon vote

approval.

By: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 PRESIDENT