

**BYLAWS OF DOWNTOWN NORMAN
BUSINESS IMPROVEMENT DISTRICT
ASSOCIATION**

The Downtown Norman Business Improvement District Association (the "Association") is incorporated as a not-for-profit corporation with the State of Oklahoma. The Association shall serve the community within the boundaries as shown in Attachment A, which is referred to sometimes as The "District."

ARTICLE I - GENERAL PROVISIONS

A. Name. The name of this corporation is Downtown Norman Business Improvement District Association.

B. Offices. The Association will have an office in furtherance of its purposes as agreed upon by the Board of Directors (the "Board") in Downtown Norman.

C. Purpose. The purposes for which Association, or Corporation is organized are to provide services and to make improvements to enhance the Downtown Norman Business Improvement District area (the "BID" or "District"), to establish a collective voice for the interests in and to develop maintenance, marketing, and management goals and implement programs for better community and commerce in the District.

D. Nonprofit Status. (1) The Corporation is a nonprofit corporation intended for organization under the IRS Code as a 501 (c) 6 organization. It shall be organized and operated exclusively for nonprofit purposes. No part of its net earnings shall inure to the benefit of any officer, director, or individual; nor, shall it ever declare or make any dividend distribution to an officer, director or individual. (2) No part of assets of District shall inure to benefit of or be distributable to any organization whose income or net earnings or any part thereof inure to benefit of any officer, director, or private shareholder of individual.

E. Reasonable Compensation for Services. Nothing shall prevent the payment of reasonable compensation or reimbursement for services rendered in connection with the effectuation of the District's purpose. The District may appoint a committee to determine the proper valuation of any compensation paid to any contractor, vendor, or employee.

F. Restrictions. The District shall not participate or intervene in any political campaign on behalf of any candidate for public office. The District will adhere to applicable provisions of the IRS code for an organization designated as a 501 (c) 6.

G. District Plan. The primary duty of the Association shall be to implement the District Plan for the Downtown Norman Business Improvement District (the "Plan").

ARTICLE II - BOARD OF DIRECTORS / MEETINGS

A. Board of Directors Duties and Powers. The Board of Directors shall have general supervision of the affairs of the Corporation throughout the year, fix the hour and place of meetings of the Board of Directors, determine the annual budget of the Association, and perform such other duties as are necessary to implement the Plan and as further specified in these Bylaws.

B. Number and Requirements. The number of members of the Board of Directors shall be established by the Board of Directors and shall be no less than three (3) and not more than eleven (11). It is contemplated that a majority of the Board members will be property owners within the District or their designee; provided however, the founding Directors may not be comprised of a majority of property owners. Within sixty (60) days of the approval of the Plan, the Board should make every effort to recruit additional Directors, especially property owners to serve on the Board. If the Board is unable to recruit or retain property owners in the District or their designees to serve on the Board, the Board shall continue to have the authority set forth herein. The Board composition may also consist of:

1. Representatives of not-for-profit organizations operating within the District;
2. Representatives of tenants located within the District;
3. Persons with specialized professional experience, such as attorneys, accountants, architects; and
4. Representatives of governmental entities as recommended by the City and County.

C. Term. The Directors' terms will be for a period of 3 years, except possibly the Director's initial term. Director's initial terms will be staggered by one, two, and three year periods to evenly distribute board members for renewal over the initial three years so that not all board members have terms expiring in the same year.

D. Regular Meetings of the Board of Directors. The Board of Directors will meet at least quarterly. Meetings of the Board shall comply with the Oklahoma Open Meetings Act. An Executive Committee consisting of the President, Vice President, Secretary, and Treasurer of the Corporation may hold interim meetings; provided however, the Executive Committee does not represent a quorum of the Board. The Executive Committee may make recommendations to the Board for consideration and action by the Board at a public meeting.

E. Special Meetings of the Board of Directors. Special Meetings of the Board of Directors may be called for any purpose as determined by the President, or by any three (3) Directors with written notice to all members of the Board stating the purpose and the place, day, and hour of such meeting no less than three (3) business days before the date of such meeting.

F. Quorum. A minimum of 50% of occupied positions of the Board of Directors is required to transact business at any meeting of the Board.

G. Board Action. Unless stated otherwise in these Bylaws for the Corporation, the enactment of any Board action shall require a simple majority vote, which is one (1) vote greater than half the votes cast of a quorum of the Board of Directors at a lawfully noticed meeting. Board action shall be recorded in the minutes of each meeting.

H. Rules of Order. The rules contained in Roberts Rules of Order shall govern all Association meetings, whether a regular or special meeting.

I. Vacancies. Any vacancy occurring in the Board of Directors may be filled by a qualified individual that is appointed and affirmed by majority vote of the Board. Board members replacing a vacated seat shall serve the remaining term of the seat.

J. Governance Committee. The Governance Committee shall recruit, vet, train, and present candidates to the Board for consideration as members of the Board. The Governance Committee shall also determine the policies for the operation of the Board and the Association. A board member shall chair the Governance Committee, other than the President, and non-board members may serve on this committee.

K. Removal from Office. A member of the Board of Directors may be recommended for removed from office by the Executive Committee for one or more of the reasons listed below and will be provided an opportunity for appeal before the full Board of Directors.

1. Absenteeism, gross violation of bylaws, gross failure to execute duties, or no longer meets the requirements of the position.

2. If a member of the Board of Directors is found guilty of a felony after elected, the Board may remove the member immediately.

ARTICLE III - OFFICERS

A. Officers. The Board of Directors as described shall nominate the following Officers from the Board of Directors and they shall be called the Executive Committee:

1. President
2. Vice President
3. Secretary
4. Treasurer

The same person may hold the offices of Secretary and Treasurer.

B. Election & Tenure. Officers shall be nominated and elected by the Board of Directors at the Annual Meeting. The Officers' terms will be for a period of two (2) years. No person shall serve more than two consecutive terms in the same officer position.

C. Duties.

1. **President:** The President shall be the principal executive officer of the Corporation and shall generally supervise the business and affairs of the Corporation. S/He shall preside over all Executive Committee meetings, the regularly scheduled meetings and shall be considered a non-voting voluntary member of all other standing and ad-hoc committees. The President may represent the Corporation at other meetings in the community as needed.

2. **Vice President:** The Vice President shall assist the President, when necessary, by attending committee or other community meetings on behalf of the Corporation. The Vice President performs the duties of the President in the event the President is unable to fulfill his/her responsibilities. The Vice President is responsible for always having a copy of the most up to date bylaws and any other Corporation policies and procedures at all meetings and to clarify questions about these documents if they arise. The Vice President may also be called upon to assist the other officers in their duties.

3. **Secretary:** The Secretary shall keep the minutes of all regularly scheduled meetings and Executive Committee meetings. The Secretary shall also be responsible for keeping accurate records of all Corporation business, including but not limited to all minutes, meeting notices, correspondence, copies of financial reports, copies of up-to-date bylaws, articles of incorporation paperwork, copies of all newsletters, and any other historical documents that pertain to the ongoing business of the Corporation. The Secretary will pass this information on to the next Secretary at the end of his/her term.

4. **Treasurer:** The Treasurer shall be responsible for all funds of the Corporation and receive and issue receipts for monies due and payable to the Corporation from any source and deposit all monies in the name of the Corporation in the financial institution selected by the Executive Committee. The Treasurer will prepare accurate and timely financial reports to be presented to all members at every regularly scheduled Board Meeting and Executive Committee meetings. The Treasurer is responsible for assuring all bank statement and other Corporation records are kept neatly filed and safe, for assuring all members are aware of the amount of the annual dues, is accountable for all expenditures of the Corporation and must keep good records, including receipts, to back up every transaction. Corporation checks shall require the signatures of two officers. The Board of Directors may authorize the Treasurer to execute specific financial transactions under special circumstances where time is of the essence or when two signatories are unavailable.

ARTICLE IV - COMMITTEES

A. The Board of Directors may establish and name committees. Such committees shall keep regular minutes of their proceedings and report the same to the Board of Directors when required.

B. The President, in consultation with the Executive Committee, may appoint the chair of each committee unless otherwise specified herein, which shall be a Board member. The chair may appoint committee members from within or outside of the Board or District.

C. The Board of Directors may allocate funds from the Corporation's approved budget for Committee work.

D. Committee Meetings shall consist of less than a quorum of Board members.

ARTICLE V - FINANCES AND EXPENDITURES

A. Budget Authorization. The Board of Directors shall prepare a budget annually for the upcoming fiscal year of January 1 - December 31 for approval.

B. Expenditures. The Board of Directors provides oversight, approval, and ratification for expenditures throughout the year according to policies set forth by the Board of Directors.

C. Treasurer Responsibility. The Treasurer is responsible for assuring all bank statements and other Corporation records are kept neatly filed and safe, for assuring the Board is aware of the amount of the funds, is accountable for all expenditures of the Corporation and must keep good records, including receipts, to back up every transaction. Corporation checks shall require the signatures of two officers. The Board of Directors may authorize the Treasurer to execute specific financial transactions when two signatories are unavailable.

D. Finance Committee. The Board should form a Finance Committee to be responsible for developing, monitoring, and updating the policies and procedures to ensure the financial health of the Association. The Treasurer shall serve as the chair of the Finance Committee. The Treasurer or designee should present financial reports at least quarterly to the Board.

E. Fiscal Year. The fiscal year for the Association shall be January 1st to December 31st of each year.

ARTICLE VI - LIABILITY

Except as otherwise provided by law, a member of the Board of Directors is not personally liable to the Association or any of the benefitted properties, as defined in the Plan, for performing the duties of a Board member of the Association. To the extent permitted by law, the Association assumes all liability to any person for all acts or omissions of a Director in the good faith performance of their duties as a Board member.

ARTICLE VII – CORPORATE RECORDS

The Association shall retain the minutes of all Board meetings in compliance with the applicable law. The Association shall also retain adequate and correct books and records of account, including accounts of its properties and business transactions, to include the collection of assessments and expenditure of funds along with quarterly financial statements. The Association shall retain the Articles of Incorporation and Bylaws along with any amendments thereto. Any property owner within the District shall be afforded reasonable access to inspect the corporate records of the Association.

ARTICLE VIII - AMENDMENTS

The Board of Directors may, by affirmative vote of two-thirds (2/3) of the Board of Directors repeal or amend the Bylaws or adopt new or additional Bylaws.

ARTICLE IX - DISSOLUTION OF THE DISTRICT

Should a simple majority of the Board of Directors choose to dissolve the Corporation, then any funds remaining will first be used to pay off Corporation responsibilities and bills. If funds remain at that point, the Corporation will divide the funds between local charities determined by the Board of Directors.

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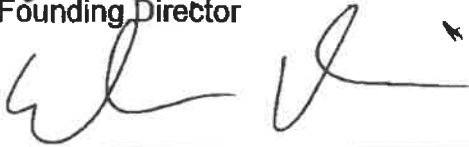
Approved effective and adopted this 3rd day of June 2022 by a majority vote of the founding Directors of the Association.



Founding Director



Founding Director



Founding Director, *Sec/Treas.*

Downtown Norman BID Association

Policy 22-1 - Cap on Annual Budget Increase

The Board of Directors (the "Board") of the Downtown Norman BID Association (the "Association") hereby establish a cap or maximum percentage amount that the Association's budget may increase year over year. Each year, the Board is required to pass an annual budget to provide the services and improvements pursuant to the Association's BID Plan. The Board hereby establishes a maximum annual percentage increase to the budget based on the most recent year's Consumer Price Index ("CPI") plus up to an additional five percent (5%) added to the CPI; provided however, in no event, shall the Association's annual budget increase more than ten percent (10%) year over year. This policy shall continue for the term of the Plan unless otherwise modified by a unanimous vote of the Association's Board.

Adopted: July 7, 2022