



## BYLAWS

*Adopted by the Board of Trustees April 14, 2015  
Amended July 15, 2016  
Amended May 2018  
Amended July 2019*

### Preamble

The Helena Business Improvement District (HBID) is a quasi-governmental organization authorized by Montana statute MCA 7-12-1101, *et seq.*, and City of Helena Resolution 19766 (August 9, 2010). The district does not have perpetual life and must be renewed every ten years by affirmation of owners of more than 60% of the property in the district. These Bylaws guide the actions of the board of trustees (Board) as they undertake the work of the HBID.

### Article 1 - Purpose and Powers

#### **1.01 Purpose**

The Helena Business Improvement District promotes the health, safety, prosperity, security, and general welfare of the inhabitants of HBID and specifically protects and improves the value of property within the HBID. The HBID accomplishes its work by undertaking programs and promoting the HBID as a place to work, play, and live.

#### **1.02 Powers**

The HBID Board is given specific powers necessary to carry out its functions by MCA 7-12-1131, which include:

- **1.02.1** Sue and be sued, enter into contracts, and hire and terminate personnel.
- **1.02.2** Provide special police, maintenance, or cleaning personnel for the protection and enjoyment of the general public using the HBID.
- **1.02.3** Landscape and beautify public areas and maintain them.
- **1.02.4** Contract with the City of Helena to maintain, operate, or repair public parking facilities.
- **1.02.5** Contract with the City of Helena to maintain streets, alleys, malls, bridges, ramps, tunnels, landscaping, and other public facilities as mutually agreed upon.
- **1.02.6** Promote private investment and business expansion.
- **1.02.7** Provide for the management and administration of the HBID's business.
- **1.02.8** Promote business activity by advertising; decorating; marketing; promoting and managing events; and other actions for the promotion of business activity.
- **1.02.9** Perform other functions needed to further the objectives of the HBID.

**1.03 Consistent Actions of HBID.** The HBID may engage in an activity consistent with the Helena City Charter, its' Articles, Montana law and these Bylaws, provided that the Board determines that the activity is in furtherance of the purposes for which the HBID was formed.

## Article 2 – Trustees

### **2.01 Selection and Term**

Trustees to the Board are appointed by the mayor of the City of Helena with approval from the city commission. The Board may provide recommendations to the mayor for consideration and it is its practice to do so, but with recognition that the decision to appoint trustees is the duty of the mayor with city council consent. Trustees serve terms of four (4) years and may serve two (2) consecutive terms. A vacancy that is filled for an unexpired term shall not count toward the two-term limit. A trustee holds office until a successor is appointed. Further, annually or as needed the mayor may appoint one member from the city commission to the Board as a non-voting member.

### **2.02 General Powers**

The Board shall have all authority granted it by MCA 7-12-11 to conduct the affairs of the HBID in accordance with these Bylaws. The Board, by resolution, may delegate powers deemed appropriate to officers of the HBID or committees whose membership consists of trustees. The affairs of the HBID shall be managed under the direction of the Board.

### **2.03 Number and Qualifications**

The number of trustees shall be not less than five (5) or more than seven (7) owners of property within the district or their assignees. In making recommendations to the mayor for appointment as a trustee, the Board will also consider the following criteria:

- commitment to the well-being of the HBID;
- effective member of a group;
- skilled in specific areas critical to the HBID's success; and,
- representation from professional, retail, and residential property owners.

### **2.04 Absences**

A trustee who misses three consecutive or one-third (1/3) of the regular meetings during any fiscal year may be recommended by a majority vote of the trustees for replacement by the mayor. Prior to making such a recommendation, the Board shall present the trustee under consideration for removal a notice stating the reasons for such a recommendation. This notice shall be delivered at least ten (10) calendar days prior to a hearing before the city commission, should the trustee request a hearing on removal.

**2.04.01 Temporary Chair.** In the absence of both the Board Chair and Vice-Chair, the Executive Director will lead the Order of Business at Board meetings.

### **2.05 Resignation and Removal**

Trustees may resign at any time by written notice to the Board; however, the member holds office until a successor has been appointed. Trustees may be removed from the Board by the City of Helena mayor with consent by the city commission.

## **2.06 Compensation**

Trustees shall receive no compensation for serving on the Board. The Board may adopt policies to provide reasonable reimbursement to trustees for expenses incurred while carrying out trustee responsibilities such as travel to attend meetings.

## **Article 3 – Officers**

### **3.01 Number and Qualifications**

The HBID is not a corporate entity and therefore is not required to have those officers required of a corporation. The HBID shall have two officers, chair and vice-chair who are trustees. The executive director is an officer of the HBID without voting rights.

### **3.02 Election**

Officers are chosen by and serve at the pleasure of the Board. Officers shall be elected at the annual meeting of the Board. Upon approval by the Board, officers may sign all official documents on behalf of the HBID and shall have other duties as the Board directs.

### **3.03 Term**

Officers shall serve one year or until their replacements are elected. Officers may not serve more than three consecutive terms.

### **3.04 Chair**

The chair shall lead the Board in the performance of its duties and responsibilities, including, if present, presiding at all meetings of the Board and other duties required by these Bylaws or prescribed by the Board. The chair, along with the executive director of the HBID shall be the exclusive spokespersons for the HBID.

### **3.05 Vice Chair**

The vice chair will perform all the duties and exercise all the powers of the chair when the chair is absent or otherwise unable to act. The vice chair will perform any other duties prescribed by the Board.

### **3.06 Removal and Resignation**

At any regular or special meeting any officer may be removed by a majority vote of the Board for failure to carry out the duties of the office as prescribed by these Bylaws, conduct detrimental to the HBID, or antithetical to the stated purpose of the HBID. Any officer proposed to be removed is entitled to five (5) business days' notice of the meeting at which the removal will be considered and may address the Board at such meeting. Officers may resign their office by presenting written notice to the Board. Any officer vacancy will be filled by the Board at its next regular meeting for the remaining unexpired term.

**3.06.1 Business Day Definition.** For the purposes of these Bylaws, the terms “business day” or “business days” mean any calendar day, excluding Saturdays and Sundays, on which federally chartered banks in the city of Helena, Montana, are regularly open for business.

## Article 4 – Trustee Meetings

### **4.01 Regular Meetings**

The Board shall establish a calendar of regular board meetings at each annual meeting. Notice of each regular board meeting shall be provided at least five (5) business days in advance of the scheduled meeting either in person, by mail, phone, facsimile, or other electronic means. Notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of the meeting shall specify the place, date, and time.

**4.01.1 Notice Posting.** The appointed minute secretary shall be responsible for posting meeting notices. This should be followed up by the Executive Director. Notices will be posted on the website, sent to the local newspaper, and on the office window.

### **4.02 Annual Meeting**

The annual meeting of the Board shall be held each February for the following purposes: election of officers, assignment of trustees to committees, review of trustee Code of Conduct, completion of conflict of interest disclosures, review of Whistleblower Policy, and other governance matters. Regular business of the HBID can be presented at the annual meeting.

### **4.03 Special Meetings**

Special meetings of the trustees may be called by the chair, vice chair, or any two trustees. Notice of a special meeting must be made at least two (2) business days prior to the planned day of the meeting. Notice shall be made by phone, facsimile, or other electronic means and deemed delivered once deposited into the transmission system. Notice of the meeting shall specify the place, date, and time.

### **4.04 Quorum**

A majority of trustees in office immediately before a meeting shall constitute a quorum for the transaction of business at a board of trustee meeting. No business shall be considered by the Board at which a quorum is not present.

### **4.05 Majority Vote**

Except as otherwise required by law, the act of the majority of the trustees present at a meeting at which a quorum is present shall be the act of the Board. In the event the vote of the Board is tied, the chair shall have the power to swing the vote based on his/her discretion.

### **4.06 Participation**

Except as required by law, trustees may participate in regular or special meetings through the use of any communication means that allows all trustees to simultaneously hear each other during the meeting. This includes in-person, internet video, or telephonic conference call.

### **4.07 Informal Action by the Board**

Any action required or permitted to be taken by the Board at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. For the purposes of this section an e-mail transmission from an e-mail address on record constitutes a valid writing and will become part of the permanent meeting records. The intent of this provision is to allow the Board to use email to approve actions, as long as a quorum of board trustees gives consent.

#### **4.08 Proxy**

No proxy voting shall be permitted.

#### **4.09 Minutes**

The content of board of trustee meetings shall be reflected in written minutes of each meeting. This shall include, but not be limited to attendees, summaries of public comments, critical points of discussion on agenda topics, motions made, and actions taken on motions. Approved minutes shall be signed by the chair and recording secretary and made a part of the HBID's permanent records. Minutes will be available to the public.

**4.09.1 Minutes Keeper.** Minutes are to be taken by assigned HBID staff. Assigned staff will be at the discretion of the Executive Director. If staff is unavailable, the Executive Director will take meeting minutes. At the election of the Board Chair, the substance of the meeting may be electronically recorded and subsequently transcribed. The electronic recording shall be retained as a permanent record of the meeting.

**4.09.2 Draft Minutes.** Draft minutes will be shared with the Board of Trustees within three (3) business days of the meeting for Board edits. Any edits will be considered in the draft minutes presented at the next Board meeting. Once minutes have been approved, the minutes are to be posted on the HBID website and stored electronically.

#### **4.10 Order of Business (Agenda)**

For each regular scheduled business meeting, the Executive Director will draft a meeting agenda. If the ED is absent, then it becomes the responsibility of the Board Chair. The draft agenda will be shared with the Board Chair. The agenda shall include (order to be determined by ED):

- Welcome & Introductions
- Public Comment
- Approval of the Minutes of the preceding meeting
- Committee Report Updates
- Finance Report
- Old Business
- New Business
- Next Meeting
- Adjournment

#### **4.11 Executive Session**

Executive session of the board of trustees are provided by Statute so boards can address issues involving privileged information and matters of a private nature. Executive sessions could commence for the following matters:

- Legal Issues
- Formation of Contracts
- Disciplinary Hearings
- Personnel Issues

**4.11.1 Access to Executive Sessions.** Members do not have a right to attend executive session meetings. However, that does not mean the meetings are limited to trustees only. Trustees, managers, recording secretaries, the association's attorney, members subject to disciplinary action as well as witnesses, or others invited by the board may attend an

executive session meeting. When an Executive Session commences, all documents are classified as proprietary to members of the session.

**4.11.2 Summoning Executive Sessions.** Executive board meetings may be called by the chairman, vice chairman, Executive Directors, or any two trustees. Email discussion of availability for the meeting as well as the date and time for the meeting is allowed.

#### **4.12 Public Comment and Board Comment**

The Board Chair reserves the right to limit the time available for public comments. Efforts will be made to accommodate verbal public comment. However, given time constraints there is no guarantee that everyone will be able to verbally address the Board. In the event this occurs, the Board's Administrative Assistant has written public comment forms available which may be completed and submitted as part of the permanent, public record.

**4.12.1. Public Comment Inclusion.** Public Comment should include:

- Introduction of self that includes the spelling of your name and the association with your organization,
- If speaking on a specific agenda item, limit your remarks to the subject of the agenda item and try to avoid repeating other's comments,
- Be brief, to the point and concise,
- Bring handouts if need be with your name and date of the meeting

**4.12.2. Public Comment Exclusion.** Public Comment should not include:

- An answer to the questions you may have by the Board
- Attempt to argue or debate with the Board

#### **4.13 Parliamentarian**

The Board Chair may designate a parliamentarian. This person should be an expert in parliamentary procedures or be tasked with helping to keep the meeting from getting off topic.

### **Article 5 - Committees**

#### **5.01 General**

Committees will be created to study, investigate and make recommendations to the Board. Trustee committee members will be appointed by the chair and serve at the pleasure of the Board. No less than one member shall be a trustee. Other non-trustee members may be included at the pleasure of the committee members. Meetings will be called by the committee as needed and those committee members present constitute a quorum.

#### **5.02 Permanent Committees**

The permanent committees of the Board are the executive, streetscape, and marketing/promotion committees. Board of trustee committee members are appointed by the chair at each annual meeting and serve for a term of one year. There is no limit on the number of years a trustee may serve on a committee.

#### **5.03 Temporary Committees**

Temporary committees may be formed at the pleasure of the Board Chair for the purpose of addressing a specific issue or opportunity. Temporary committees will have a term of not more than one year; however, the chair can extend the life of the committee for an additional year.

#### **5.04 Executive Committee**

The Executive Committee shall be comprised of the Board Chair and the Board Vice-Chair.

### **Article 6 - Conflict of Interest**

The Board shall adopt and periodically review a conflict of interest to protect the HBID's interest when it is contemplating any transaction or arrangement that may, or gives the appearance, of benefit to any trustee, officer, employee, or committee member with board-delegated powers. Annually, each trustee will review the Conflict of Interest Policy and complete a disclosure statement at the Annual Board retreat.

### **Article 7 - Whistleblower Provisions**

The Board shall adopt and periodically review a Whistleblower Policy that provides protection to all employees, trustees, and volunteers who report concerns about violations of the HBID's Code of Ethics or suspects violations of laws or regulations that govern its operations. It is the policy of the HBID that persons reporting such concerns will not be subject to retaliation so long as the reporting person is acting in good faith and has reasonable grounds for believing the reported information disclosed indicates a violation.

### **Article 8 - Administration**

#### **8.01 Fiscal Year.**

The fiscal year for the HBID shall be July 1 through June 30.

#### **8.02 Checks and Drafts.**

The board shall establish limits on the ability of trustees, officers, employees, and agents to authorize checks or drafts drawn on HBID accounts. The board shall determine amounts over which two signatures are required on checks and drafts.

#### **8.03 Budget and Annual Work Plan.**

Annually, the executive director in consultation with the executive committee will prepare a budget reflecting anticipated collection of revenues and expenditure of financial assets needed to support the HBID's mission. The annual budget shall be approved by the Board prior to submission to the Helena City Commission for final approval. The budget will be supported with a narrative annual work plan that will be approved by the Board and the Helena City Commission. After approval of the budget by the Board and City Commission no additional approval of approved expenditures is required. Monthly reports of actual financial activity and variances with approved budgets will be presented to and accepted by the Board.

#### **8.04 Indebtedness.**

No loan or advance shall be made, and no note, bond, or other indebtedness shall be executed by the HBID except as authorized by the Board.

### **8.05 Public Records.**

Except for personnel records, all records of the HBID are public documents and will be made available to the public upon request. Arrangements to view public records will be made during regular office hours. Reimbursement for the cost of duplicating copies of public records may be required.

### **8.06 Office Management Oversight.**

In the absence of the Executive Director, the Executive Committee shall have the duty, obligation and responsibility to oversee, maintain and ensure the regular administration and consistent operation of the HBID, as (i) provided by Sections 1.01 and 1.02 of these Bylaws and (ii) per the routine, day-to-day operations of the HBID's staff, office services and procedures. In particular, this oversight and maintenance obligation shall apply in circumstances where the Executive Director is absent from the HBID's office for extended periods of time [ten (10) consecutive calendar days or more] *e.g.*, (a) vacation; (b) leave(s) of absence [*e.g.* maternity, family, military, jury duty, parental, *etc.*], (c) sick leave; (d) HBID-related business travel; or (e) any other extended absence(s) consistent with the HBID's Policies and Procedures or with authorization from the Executive Committee. These Executive Committee obligations also shall apply when the office of Executive Director is vacant. In the absence of the Executive Director, in order to implement these obligations, the Executive Committee may appoint Board Members to oversee and perform the management duties and responsibilities of the Executive Director. The obligations of the Executive Committee, hereunder, shall continue until the Executive Director returns and resumes her/his responsibilities, or the vacant office is filled.

### **8.07 Performance Evaluation for Executive Director.**

The Executive Committee annually shall conduct a performance evaluation and salary review of the HBID's Executive Director. The evaluation and review shall be performed within thirty (30) days of the annual anniversary of the Executive Director's date of hire. At the discretion of the Executive Committee, the Committee also may conduct semi-annual evaluations and reviews of the Executive Director's performance.

## **Article 9 - Indemnification**

### **9.01 Indemnification of Officers, Trustees or Employees.**

The HBID shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, trustee, and/or employee of the HBID against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payment, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he/she may become involved by reason of his/her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he/she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interest of the HBID; and further proved that any compromise or settlement payment shall be approved by a majority vote of the quorum of trustees who are not at the time parties to the proceeding.



**9.02 Indemnification Benefit.**

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of person entitled to indemnification hereunder. The right of the indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

**9.03 Efficacy of Indemnification.**

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under the Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

**9.04 Binding Character of Indemnification.**

This Article constitutes a contract between the HBID and the indemnified officers, trustees, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, trustee, or employee under this Article shall apply to such officer, trustee, or employees with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

**Article 10 – Miscellaneous**

**10.01 Headings.**

The headings of the Sections and subsections of these Bylaws are for convenience of references only, and do not form a part thereof, and do not in any way modify, interpret or affect the terms of these Bylaws.

**10.02 Explication.**

Unless the context of these Bylaws clearly require otherwise, references to the plural include the singular and to the singular include the plural, references to any gender include any other gender, the part includes the whole, the term “including” is not limiting, and the term “or” has, except where otherwise indicated, the inclusive meaning represented by the phrase “and/or.” The words “hereof,” “herein,” “hereby,” “hereunder,” and similar terms in these Bylaws refer to these Bylaws as a whole and not to any particular provision of these Bylaws. Article, section, subsection, clause, schedule and schedule references are to these Bylaws, unless otherwise specified. Any reference in or to these Bylaws includes any and all permitted alterations, amendments, changes, extensions, modifications, renewals, or supplements thereto or thereof, as applicable.

**10.03 Schedules and Exhibits.**

All schedules, exhibits and riders attached to these Bylaws shall be deemed part of these Bylaws and incorporated herein, where applicable, as if set forth in full herein.

**10.04 Amendment.**

These Bylaws may be amended or repealed, and new bylaws adopted by the Board at any meeting of the board by the affirmative vote of at least two-thirds (2/3) of the trustees.

**Certificate of Adoption**

The undersigned hereby certifies that the above Bylaws of the Helena Business Improvement District were duly adopted by majority vote of the Board at a business meeting held on May 10<sup>th</sup>, 2018, and now constitute the Bylaws of the Helena Business Improvement District.

Dated this 10<sup>th</sup> day of July 2019

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Member of Board of Trustees  
Mark Roylance

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Member of Board of Trustees  
Al Roy

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Member of Board of Trustees  
Rex Seeley

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Member of Board of Trustees  
Lee Shubert

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Member of Board of Trustees  
Ryan Stavnes

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Member of Board of Trustees  
Christopher Taleff

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Member of Board of Trustees  
John Grant