

**Bylaws of**  
***Hartland Business Improvement District***

**Article 1: Name and Office**

The name of the business improvement district shall be Hartland Business Improvement District. The initial office of the District shall be at 300 Cottonwood Avenue, Suite 2, Hartland, WI. Hereafter, the Board of the District may determine another location. As used herein, "District" shall refer to the organization of members defined below and shall include the property located within the physical boundaries of the business improvement district as defined as the Hartland Business Improvement District Operating Plan, "Plan", as amended from time to time.

**Article 2: Purpose and Powers**

It shall be the purpose of the District to perform all acts authorized by law for a business improvement district, including but not limited to redeveloping, developing, managing and promoting the District as authorized by Wisconsin State law. The District shall work within the bounds of the law in order to retain existing business uses, attract new businesses, and other uses to the District, and to otherwise implement the Plan. The District board shall have all powers necessary or convenient to implement the Plan, including the power to contract.

**Article 3: Members**

Owners of real estate and tenants in the real estate included in the District, upon who assessments are levied by the Village of Hartland, for the purpose of funding the District's operating and program costs, shall be identified as "Members" of the District although they are not members of the Board of the District. Membership terminates when a Member ceases to have an interest in real estate in the District, whether as an owner of real estate or tenant. Members shall have no rights other than to receive information and to advise the appointed District Board.

**Article 4: Membership Meetings**

General meetings of the members shall be held at least annually at a time and place to be determined by the District Board. Special meetings may be called with the approval of 5 District Board members.

The annual meeting shall be held on the second Tuesday of March each year, unless rescheduled by the Board with at least two weeks notice. In no event should the annual meeting be held later than June 30.

**Article 5: District Board**

Number and Designation: The affairs of the District shall be managed by the District Board, as identified in the Plan. The existing Board, if any, shall nominate a candidate(s) to fill each vacancy in the Board to the Village Board President. A total of 9 individuals will serve as Board members annually. One ex-officio (non-voting) member will be from the Village of Hartland, the Village Administrator.

Term of Board Members: Appointment to the Board shall be for a period of three years, except that initially, one third of the members shall be appointed for a three year term, one third shall be appointed for a two year term, one third of the members shall be appointed for a one year term. Each Board member's term shall expire on December 31 unless sooner terminated as required herein; however, the Board member shall remain empowered until the appointment of such party's successor.

Board Meetings: Board meeting shall be held at least once annually and as such times as the Board deems necessary, upon at least as much notice as required by the Wisconsin Open Meeting Law. All Board members are expected to actively participate in the meetings and to notify the Chairperson or designee if unable to attend. Missing two regularly scheduled meetings without prior notification shall be grounds for removal from the Board. A quorum shall consist of 5 except as otherwise provided herein, all votes of the Board shall be by simple majority of Board members present at a meeting. The Board's meetings are public meetings and their records are public records subject to Wisconsin Open Meeting law and public record laws.

Resignation and Removal: A Board member may resign by submitting a written resignation letter with the Secretary. Any Board member may be removed by an affirmative vote of two-thirds of the total Board whenever, in its judgment, the best interests of the District would be served thereby, after notice and opportunity for a hearing are afforded the Board member in question. Upon a vacancy being created by the Board, the Board shall request the Village President to appoint a replacement nominated by the Board.

## **Article 6: Officers**

Officers Generally: The officers of the District shall be President, Vice President, Secretary and Treasurer and Past President nominated and elected by the Board; except that, at the appointment of the initial Board, the Village President shall designate one Board member as President until the Board can elect its own officers. The officers shall be Board members and shall be elected by the Board annually at the first regularly scheduled meeting of the Board subsequent to the appointment by the Village President and confirmation by the Village Board of the new Board members.

The officers shall serve at the pleasure of the Board. Term of office shall be one year, but a District officer shall remain empowered until the appointment of such party's successor. An officer can serve in the same capacity as in the previous year if so appointed. Any officer elected or appointed by the Board may be removed by an affirmative vote by two-thirds of the total Board whenever, in its judgment, the best interests of the District would be served thereby. Any officer may remain in a specific office for a period of longer than 3 years if a unanimous vote of the Board is received.

President: The President shall preside at all meetings of the Board and the Members. The President may sign with the Secretary or any other proper officer of the organization authorized by the Board, any deed, mortgage, bond, contract, or other instrument which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated to some other officer or agent of the District. In general, the President shall perform all the duties incident of the office of President and such other duties that may arise from time to time as prescribed by the Board.

Vice-President: In the absence of the President or in the event of the President's 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 other duties as from time to time be assigned by the President or Board.

Secretary: The Secretary shall keep the permanent minutes of the meetings of the Board and of the Members; see that all notices are duly given in accordance with the provision of these bylaws, or as required by law; be custodian of the records; keep a register of the name and address of each Member; and, in general perform all the duties incident to the office of Secretary and such other duties as may be assigned from time to time by the President.

Treasurer: The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the District. The Treasurer shall perform all the duties incident to the office of Treasurer and such duties as from time to time may be assigned by the President or the Board. The Treasurer and President shall prepare annual operating budgets showing income and anticipated expenses and they shall be presented to the Board for approval.

Past President: The Past President shall attend meetings and be a voting member of the executive committee. In the absence of the President or Vice President, or in the event of the President's or Vice President's inability or refusal to act, the Past President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restricts upon the President or Vice President. The Past President shall perform other duties as from time to time be assigned by the President or Board.

## **Article 7: Financial**

The President or the Treasurer is authorized on behalf of the District to open such bank accounts, checking accounts, or other accounts with a Village of Hartland financial institution as the District Board may authorize. The authorized signers of checks or withdrawal orders in connection with any such account shall be any two of the officers whose names and signatures shall have been certified to such a financial institution from time to time by the Secretary of the District, and at least one who shall be the President or Treasurer of the District. Any financial institution shall be fully protected in relying on any such certification by the Secretary until it shall have received written notice of change in such office or such signing authority.

All invoices for goods supplied or services rendered to the District shall be approved for payment by the President and payment will be made by procedures established by the President and Treasurer.

Board members may make application to the President for reimbursement of out-of-pocket expenses incurred in connection with service to the District for up to \$200. Reimbursement for out-of-pocket expenses in excess of \$200 will require prior approval according to procedures established by the President or Treasurer.

**Article 9: Fiscal Year**

The fiscal year of the District will be the calendar year.

**Article 10: Non-profit and Non-partisan**

The District shall be non-profit, non-partisan, and non-sectarian and shall take no part in or lend its influence, facilities, either directly or indirectly, to the nomination, election or appointment of any candidate for public office in the Village, County, State or Nation.

The District will be a quasi-governmental entity, created by the Village Board of Trustees of Hartland, in accordance with the Wisconsin Business Improvement District law.

**Article 11: Amendment of Bylaws**

These bylaws may be amended to the extent such amendment(s) does not conflict with Sec. 66.1109 WI Stat. or any Plan, by an amendment adopted by a simple majority of the District Board members at two consecutive regular meetings of the Board.

**Article 12: Member and Officer Liability**

The District Board members and its officers shall not be liable to members of the District or owners or occupants of property within the District arising out of or related to the creation or existence of the District or the Board or for any mistake of judgment, failure to adhere to the provisions of any Plan or these Bylaws, negligence or otherwise, except for their own individual willful misconduct or bad faith. The District shall indemnify, defend and hold harmless each Board member and officer against all contractual liability (including without limitation, reasonable attorney’s fees and court costs) to others arising out of contracts made by the Board on behalf of the District unless any such contract shall have been made in bad faith. It is intended that the Board members and officers shall have no personal liability with respect to any contract made by them on behalf of the District. Anything herein to the contrary notwithstanding, the liability of the owners and occupants of property located within the District arising out of any contract made by the Board or out of the indemnity in favor of the members of the Board shall be shared by all owners and occupants of property subject to assessment by the District in proportion to the assessed valuation of their property relative to the total assessed valuation of property within the District, and the liability of any single owner or occupant shall be limited to such proportionate share of the total liability. The Village of Hartland will provide Officer and Directors’ Liability Insurance to the District Board members.

**Article 13: Other Organization**

The District shall be a separate entity from any other organization.

approved: January 26, 2009