

## **BID By-Laws Ballot**

The revisions to the BID By-Laws were prompted by our need to ensure compliance with the New York State's Nonprofit Revitalization Act. A full copy of the proposed By-Laws can be reviewed at [downtwnalbany.org/ballot](http://downtwnalbany.org/ballot). With legal assistance from Catherine Hedgeman, Esq the following summary of changes are recommended by the Board for adoption:

- Article I, Section 1: revised mission to more appropriately reflective of the goals of the Organization.
- Article I, Section 2: per State requirements and must read as presented.
- Article I, Section 3: clearly defines membership.
  - Class A property owner membership will be verified through the list supplied by the City Assessor by September of the previous year or shall submit a completed Membership Application with required supporting documentation.
  - Class B commercial and residential tenants are required to complete a Membership Application and submit the required supporting documentation as outlined in the By-Laws.
  - Class C & D Members will be terminated when the elected official no longer holds the office to which they were representing on the Board.
- Article II, Section 4: quorum for meetings of BID membership reflects new State requirements – one tenth of members holding Class A and B membership.
- Article II, Section 6: presumption of assent added.
- Article III, Section 2: Board of Directors shall have up to 20 members (previously shall be 21).
- Article III, Section 4: Board President's term - one 2-year term with a 1-year renewal option (previously two 1-year options).
- Article III, Section 6: Board of Directors election aligns with new State regulations, as well as streamlined the process.
- Article III, Section 8: removed original Section 8a regarding annual organization meeting to clean up confusing language.
- Article III, Section 8b: special meetings of the Board shall be held upon the request of five Board Members (previously three).
- Article III, Section 8b-a1: for Board meetings, 51% of Board of Directors occupied seats constitutes a quorum.
- Article III, Section 9: notice of Board meetings language updated to reflect new State requirements.
- Article III, Section 10: these specific actions by the Board at a Meeting: amending the By-Laws, election of Officers, the removal of Officers and/or Directors, and purchase , sale, mortgage or lease of real property must be approved by 2/3 of the entire Board of Directors (previously majority of the Board).
- Article VIII, Section 2: checks in excess of \$2,500 shall require the signature of both the Executive Director and an Officer (previously \$500) to follow industry standards.
- Article IV, Section 2: removal and Resignation of Officers updated to reflect new State regulations.
- Article IV, Section 4: election of Officers must be approved by 2/3 of the entire Board of Directors annually (previously majority of the Board).
- Article V: creation of an Audit Committee and Governance Committee (formerly the Nominating Committee) and corresponding description of responsibilities and rules for action taking with and without a meeting based on new State requirements.

- Article VIII: updated per State requirements.
- Article IX, Section 1: updated per State requirements.
- Article IX, Section 2: updated to be consistent with our financial audit conducted annually.
- Article X: added per State requirements and must read as presented.
- Article XI: added per State requirements and must read as presented.
- Article XII: formerly Article Ten.
- Article XIII: added per State requirements and must read as presented.
- Article XV: added per State requirements and must read as presented.
- Article XVI: added per State requirements and must read as presented.

**BID BY-LAWS OFFICIAL BALLOT**

I vote to approve the revised BID By-Laws as presented.

Yes

No

**The vote will be taken at the BID’s Annual Meeting which is scheduled for Wednesday, May 22, 2019 at 5:30 PM at the Renaissance Albany.** You may also complete and sign the enclosed BID By-Laws Ballot and **return to the BID office on or before May 22, 2019.** For your convenience there are several ways in which you can vote:

**Online** at [downtownalbany.org/ballot](http://downtownalbany.org/ballot)

**Mail** Kate Medhus  
 Downtown Albany Business Improvement District  
 21 Lodge Street | 1<sup>st</sup> Floor  
 Albany, NY 12207

**Hand Deliver** to the BID Office

**Fax** | 518.465.0139

**Email** | [kmedhus@downtownalbany.org](mailto:kmedhus@downtownalbany.org)

**CERTIFICATION**

I hereby certify that I am a member of the Downtown Albany Business Improvement District.

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Name (Printed) of Designated Representative Signature

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Property | Company Entity Name

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Address | City | State | Zip

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Telephone Email

