

B Y L A W S E I S E N H O W E R B U S I N E S S I M P R O V E M E N T D I S T R I C T

BE IT KNOWN THAT the undersigned, acting as a management agency for the Macon Business Improvement District, formed pursuant to OCGA 36-43-1, the Business Improvement District Act, and by ordinance of Macon-Bibb County Commission, does hereby sign and acknowledge the following Bylaws for the purpose of governing the Business Improvement District:

ARTICLE I NAME, OFFICE AND PURPOSE

SECTION 1. NAME - The Business Improvement District shall be managed by an agency known as the Eisenhower Business Improvement District, LLC ("BID"), which shall be governed by a Board of Directors ("Board").

SECTION 2. OFFICE - The BID shall maintain a principal office within the district in Macon-Bibb County and State of Georgia.

SECTION 3. FISCAL YEAR - The fiscal year of the BID shall be July 1 – June 30.

SECTION 4. PURPOSE - The BID is organized to carry out activities to enhance business and to promote improvements that will help local citizen's, business operators, and tourists experience an environment and character which better responds to the local and regional history of this area, thereby projecting a positive image of the Eisenhower Corridor as the center of commerce, government and social activity for the area. In furtherance of such purpose, the BID is organized and will be primarily operated as follows:

- (1) The BID is organized as a district management agency representing real property owners and business owners within a business improvement district which shall be located within Macon-Bibb County, Georgia (the "District"), and established pursuant to the Business Improvement District Act and an ordinance adopted by Macon-Bibb County as required by the Business Improvement District Act (the "Managing BID Ordinance").
- (2) The purpose of the BID is to assist Macon-Bibb County, the property owners and business owners within the District and the public in promoting economic growth and development, general welfare within, and preserving and enhancing the function and appearance of that certain geographical area comprising the District as shall be more particularly described in the Business Improvement District Ordinance.
- (3) The BID will execute programs to improve the local business climate and provide administrative and other supplemental services to benefit the District.
- (4) The BID shall not be operated or carry on any activities, and no part or portion of the assets or net earnings of the BID shall be used for any purposes not permitted in the management plan as adopted by Ordinance.
- (5) The BID is not organized for pecuniary profit and shall not be operated for the primary purpose of carrying on a trade or business for a profit.

ARTICLE II POWERS

SECTION 1. GENERAL POWERS - As a means of accomplishing the purposes of the BID, the Board shall have all of the statutory powers of a nonprofit organization pursuant to the provisions of the Business Improvement District Act, including, without limitation, the power to:

- (1) Adopt by-laws for the regulation of its affairs and the conduct of its business and to prescribe rules, regulations, and policies in connection with the performance of its functions and duties;
- (2) Employ persons as may be required, and fix and pay their compensation from funds available to the BID;
- (3) Apply for, accept, administer and comply with the requirements respecting an appropriation of funds or a gift, grant or donation;
- (4) Make and execute agreements which may be necessary or convenient to the exercise of the powers and functions of the BID, including contracts with any non-profit corporation or governmental agency;
- (5) Administer and manage funds and accounts and pay obligations;
- (6) Enforce the conditions of any loan, grant, sale or lease made by the BID;
- (7) Provide services to the District supplemental to those provided by Macon-Bibb County;
- (8) Advertise the District and the businesses included within the District;
- (9) Organize and promote special events in the District;
- (10) Participate in other governmental programs for which the BID is qualified and which are included in the business improvement plan prepared pursuant to the Business Improvement District Act.
- (11) Undertake other activities or initiatives within the District as the BID deems appropriate and which are not inconsistent with these Bylaws.

SECTION 2. FINANCIAL RESPONSIBILITY – Middle Georgia State University Foundation will serve as the non-profit fiscal agent for the district and is responsible for processing all transactions and the development of monthly financial statements.

SECTION 3. LIMITATIONS - The specific powers described herein are not intended to limit or restrict in any manner the general powers of the BID; provided, however, that the powers of the BID shall be exercised solely and exclusively to advance the purposes of the BID as described in these Bylaws and in such manner as is not prohibited by the Business Improvement District Act or the Business Improvement District Ordinance.

SECTION 4. POLITICAL AFFILIATION - No part of the activities of the BID shall be the carrying on of, or otherwise attempting to influence legislation, and the BID shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE III MEMBERSHIP

SECTION 1. MEMBERSHIP - The following persons or entities shall be entitled to designate one owner or other representative who shall be a member of the District and shall represent the owner or all of the owners of each such parcel of real property:

- (1) The owner or owners of each parcel of real property located in the District that is not exempt from the special assessment levied pursuant to the Business Improvement District Act.
- (2) The owner or owners of each business located in the District that is not exempt from the special assessment levied pursuant to the Business Improvement District Act.
- (3) The owner or owners of each parcel of real property located in the District that is exempt from the special assessment levied pursuant to the Business Improvement District Act but who voluntarily pay such special assessment.
- 4) The owner or owners of each Business located in the District that is exempt from the special assessment levied pursuant to the Business Improvement District Act but who voluntarily pay such special assessment

ARTICLE IV BOARD OF DIRECTORS

SECTION 1. BOARD OF DIRECTORS - A Board of Directors shall manage the business and affairs of the BID. The Board shall adopt By-Laws for the BID. The Board of Directors shall consist of up to seven (7) members.

SECTION 2. COMPOSITION –

- (1) Directors shall be elected owners of real property located within the District or their designees. Property Owner must be owners of record of real property in the District, and shall be an individual or the written designee of a partnership, corporation, limited liability company, or other legal entity which owns real property located within the District. A person shall no longer be eligible to serve as a director when the person or the entity he or she represents ceases to be an owner of record within the District.
- (2) Directors shall be elected owners of businesses located within the District or their designees. A business tenant is defined as an individual, sole proprietorship, partnership, corporation, limited liability company or other legal entity which has an office, either leased or owned, with the District. A person shall no longer be eligible to serve as a director when the person or the entity he or she represents ceases to operate a business with the District.
- (3) Representatives of Middle Georgia State University Foundation, which serves as the BID's fiscal agent, will serve as Ex-Officio Members of the Board.

SECTION 3. COMPENSATION - A Director shall not receive any compensation for his or her service as a director, but shall be entitled to receive reimbursement for expenses actually incurred in the performance of his or her duties as approved by the Board of Directors.

SECTION 4. VACANCIES - Any Director may resign at any time and any such resignation shall be effective upon delivery thereof in writing to the Board.

SECTION 5. PROCEDURE - The most recent edition of Robert Rules of Order to the extent not provided for herein shall govern procedure of meetings of the BID.

ARTICLE V ELECTION

SECTION 1. PROCESS - In September of each election year, notices shall be mailed to each member stating the qualifications and duties of a director with notice to be signed and returned along with a brief application within fourteen (14) days, if said member would accept the responsibility of a directorship. Ballots containing a list of members qualified to hold office as a director and a brief biography of each shall be mailed to members within thirty (30) days for the return deadline. The members shall cast their votes on said ballot for the appropriate number of directors to be elected. Said signed ballot will be returned within seven (7) days for computation of the results. In the case of a tie, the selection shall be made by the current directors of the BID.

ARTICLE VI MEETINGS

SECTION 1. MEETINGS - The Board of Directors shall hold the following meetings:

A. Annual Meeting - A general district membership and public meeting shall be held at least once per year, appropriately advertised in the District at a place convenient to persons concerned with the operation of the District.

B. Regular meetings - Regular meetings of the Board will be held at least four (4) times per year at a time and place determined by the Board.

C. Special meetings – Special Meetings of the Board shall be held upon the request of the Chairperson or any three (3) Directors and at such meetings any business of the BID specified on the notice may be transacted

D. All meetings will observe the following rules:

(1) A simple majority of members of the Board will constitute a quorum.

(2) Proxies shall not be permitted at any meeting of the Board of Directors.

(3) Absences by a Director from any three (3) consecutive meetings of the Board within twelve (12) months of the annual meeting shall constitute good cause for the removal of such Director from the Board.

(4) Four affirmative votes shall be necessary to adopt any motion, resolution, or other action.

(5) The Chairperson votes.

SECTION 2. NOTICE OF MEETINGS - Notice of the annual meeting shall be mailed to the last recorded address of each member of record at least seven (7) days and not more than fourteen (14) days before the time appointed for the meeting. All notices of meetings shall set forth the place, date, time, and, except for the annual meeting, the purpose of the meeting. Notice of each regular meeting or special meeting of the Board of Directors shall be given personally or by telephone to each Director at least seven (7) days before the day of the meeting or by mail at least fourteen (14) days before the day of the meeting and shall state the business to be transacted and the time and place where the meeting is to be held.

ARTICLE VII OFFICERS

SECTION 1. OFFICERS - The Board of Directors shall elect at its annual meeting a Chairperson, a Vice Chairperson, and a Secretary who shall be current Board members. All Officers shall hold office until the next annual meeting of the Board or until successors have been elected by action of the Board. The Board may also appoint such other Officers as the Board may from time to time determine are necessary. No officer shall hold multiple offices.

SECTION 2. DUTIES AND POWERS OF OFFICERS - Duties of the Chairperson, Vice Chairperson, And Secretary shall be: a. The Chairperson shall preside over all meetings, appoint all committees with concurrence of the Board and shall be an ex-officio member of all committees, voting in committee only in case of a tie of all committees. b. The Vice Chairperson shall, in the absence of the Chairperson, perform the functions and have the duties of the Chairperson. The Vice Chairperson shall have and perform such other duties as may be prescribed by the Board. c. The Secretary shall keep the minutes of all meetings of the Board and shall have custody of all documents.

SECTION 3. ANNUAL REPORT - The Board shall present a report for the latest calendar year, verified by the Chairperson or by a majority of Directors or certified by an independent public or certified public accountant, showing in appropriate detail the assets and liabilities, including principal changes in the assets and liabilities, the revenue or receipts and the expenses or disbursements of the BID, and the total assessed value of all real estate which is included in the District. Such report shall be filed with the records of the BID.

ARTICLE VIII LIMITATIONS OF FUNDS

SECTION 1. LIMITATION OF FUNDS - No funds received from assessments on the real property located in the District or from Business License Surcharge shall be expended except in accordance with the budget adopted or amended pursuant to the provisions of the Business Improvement District Act and District Plan as adopted by ordinance. The BID shall not make loans to any of its officers or members

ARTICLE IX CONTRACTS

SECTION 1. CONSULTANTS/CONTRACTORS - The Board may retain consultants and/or independent contractors as it may find desirable and appropriate. The compensation to be paid and responsibilities provided to such consultants and/or independent contractors shall be determined by the Board.

SECTION 2. CONTRACTS - The contracts of the BID shall be subject to all applicable Provisions of law relating to the bidding and awarding of contracts by Macon-Bibb County.

ARTICLE X DISSOLUTION

Upon dissolution, or upon withdrawal of the BID's designation as the district management agency pursuant to the Business Improvement District Act and the Business Improvement District Ordinance, all interests in and title to funds held by or for the BID, and all property of the BID shall be transferred and assigned to a successor district management agency established pursuant to such Act, or if no successor district management organization exists, to the general fund of Macon-Bibb County, for use in funding the programs as the BID shall direct and designate.

ARTICLE XI LIABILITY

All non-compensated officers of the BID shall be immune from suit and not subject to civil liability arising from the conduct of the affairs of the BID except when the act or omission of such officer, which gives rise to a cause of action, amounts to willful or wanton misconduct or fraud, or gross negligence. For purposes of this Article, the term "officer" shall include the BID's officers, directors, and the members of any other governing body of the BID.

SECTION 1. NON-LIABILITY OF DIRECTORS - To the fullest extent permissible under the laws of this state, the Directors shall not be personally liable for the debts, liabilities, or other obligations of the BID for any and all actions taken with an absence of willful maliciousness, which reasonably relate to their service of the BID.

SECTION 2. INDEMNIFICATION BY THE BID OF DIRECTORS AND OFFICERS - The Directors and Officers of the BID shall be indemnified, defended, and held harmless by the BID to the fullest extent permissible under the laws of this state.

SECTION 3. ACTION IN THE NAME OF THE BID - Under the circumstances prescribed in Sections 1 and 2 of this Article, the BID shall indemnify and hold harmless any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the name of the BID to procure a judgement in its favor by reason of the fact he or she is or was a Director, Officer, employee, agent of the BID, or is or was serving at the request of the BID as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the BID; except that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for the negligence or misconduct in the performance of his or her duty to the BID, unless, and only to the extent that, the court in which such action or suit was brought determine upon such liability.

SECTION 4. INSURANCE FOR CORPORATE AGENTS - Except as may be otherwise provided under provisions of the law, the Board of Directors may authorize the purchase and maintenance of insurance on behalf of any agent of the BID (including a director, officer, employee or other agent of the BID)

against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the BID would have power to indemnify the agent against such liability under these Bylaws or provisions of law. The BID shall obtain and maintain the following:

1. A comprehensive policy of general liability insurance;
2. Directors and Officer insurance.

ARTICLE XII BY-LAWS

The power to amend the Bylaws shall be vested exclusively in the BID. These bylaws may be amended by the vote of a majority of Directors at a regular or special meeting of Directors provided thirty (30) days written notice of such meeting shall have been given each Director specifying the amendments to be considered. The initial By-Laws of the BID shall be adopted by a majority vote of the initial members of the BID. The power to amend the By-Laws or to repeal the By-Laws and adopt new By-Laws shall be vested exclusively in the BID.

Adopted 12/05/16