



**INSPIRED LEADERS
SHAPING CITIES**

INTERNATIONAL DOWNTOWN ASSOCIATION

Bylaws

As Amended

27 September 1989; 6 September 1995; 28 September 1998;
2 December 2001; 30 September 2003; 12 September 2005;
14 September 2007; 11 September 2008; 1 October 2010
24 September 2011; 6 February 2015

ARTICLE I

SECTION 1 – NAME

The name of this association is the International Downtown Association (“IDA.”)

SECTION 2 – PURPOSE

The purpose of the IDA is to serve as the primary information source and leading advocate for vital and livable downtowns and town centers, as well as adjacent neighborhood business districts.

SECTION 3 – OBJECTIVES

The objectives of the IDA are the enhancement of the professionalism of its members; the communication of the importance of downtowns to the public; and the development of public and private policy to further the downtown improvement process.

ARTICLE II

MEMBERSHIP

SECTION 1 – CLASSES

The IDA has six classes of membership:

Organization

Government

Corporate

Academic

Individual/Sole Proprietor

Affiliate

SECTION 2 – DEFINITIONS

Organization Membership – Downtown and business district organizations that have full- or part-time paid staff who are not government employees, are eligible for Organization membership. Business improvement districts governed through contract by a private nonprofit organization shall fall under the eligibility requirements of Organization members.

State, regional, provincial, and national associations shall be also all under the eligibility requirements of Organization membership.

Representation of the Organization Member in the IDA shall be through its chief executive officer or designee.

Government – Public agencies, including downtown development authorities and districts, planning departments

and economic development agencies where staff members are government employees, shall fall under the eligibility requirements of Government membership provided the focus of the agency encompasses downtown development and revitalization.

Representation of Government Members shall be through their respective chief executive officer, department director, or designee.

Corporate Membership – For-profit corporations and businesses involved in center city improvements are eligible for Corporate membership and shall be represented by the chief executive officer or designee.

Academic Membership – Academic institutions, academic institutional subdivisions or individuals whose professional activity is in the academic arena and whose major area of study or research involves center city improvements are eligible for Academic membership. In all cases, representation shall be through an individual designee.

Individual/Sole Proprietor Membership – Individuals who are involved in center city improvement and who do not fall into any of the other categories of membership are eligible to join as Individual Members.

Affiliate Membership – Center city improvement organizations, as defined in Organization membership, with populations of less than 50,000 and an annual budget of less than \$75,000, who are members in good standing of a state or provincial association or agency affiliated through membership with IDA, are eligible to join as

Affiliate Members. In states or provinces where no state or provincial association or agency exists, such organizations as described herein are also eligible to join as Affiliate Members.

SECTION 3 – COMMITTEES AND ALLIANCES

The Board has the sole discretion to establish committees. The Board shall set forth the committee composition, purpose, and any specific tasks as the Board deems appropriate.

The Board may establish any other any other working group as it sees fit, to be limited in duration and specific in scope of

purpose, with such working group's composition, purpose, and task(s) to be set forth in writing.

The Board may establish alliances with other organizations and associations outside the United States. The Board shall set for the parameters and terms of such alliances through memoranda of understanding or other appropriate documentation, to be executed by IDA and the organization(s) or association(s) involved.

SECTION 4 – RIGHTS AND PRIVILEGES

All classes of members shall have voting rights. All classes of members are eligible to serve on the IDA's Board of Directors. All members of the IDA are eligible to serve on committees and any other working groups, subject to limitations established by the Board.

SECTION 5 – DUES

The process for application for membership, amount of dues for each class of membership, the policy for membership renewal, and fees for forums shall be determined from time to time by the Board of Directors. Dues or fees paid shall not be refunded in whole or in part, except as may be determined by the Board of Directors, or in cases of administrative error.

SECTION 6 – TERMINATION

Membership in the IDA shall be terminated by one of the following methods:

- a. A member may resign by serving written notice thereof to the IDA office.
- b. A membership shall automatically terminate when a member's legal corporate status, where applicable, is dissolved.
- c. A membership shall be terminated when dues are not paid within forty-five (45) days of the due date, unless otherwise extended for good cause.
- d. Any member's membership may be terminated by a two-thirds (2/3) vote of the Board of Directors for conduct unbecoming a member or prejudicial to the aims or reputation of the IDA after due notice has been delivered in writing and an opportunity for a hearing before the Board has been provided.

SECTION 7 – MEETINGS OF MEMBERSHIP

Meetings of the membership of the IDA shall be held and conducted in accordance with the following provisions:

- a. The Annual Business Meeting of the voting members of the IDA shall be held at a time, place, or manner as set forth by the Board of Directors. The Annual Business Meeting may be held in person, or via interactive technology, including but not limited to electronic transmission, internal usage, or remote communication,

by means of which all persons participating in the meeting can communicate with each other.

- b. Notice of the Annual Business Meeting shall be provided to the membership no less than thirty (30) days prior to the meeting date.
- c. Special meetings of the membership may be called by the Board of Directors during such other general conferences of the IDA providing written notice of the meeting time, manner or location, and purpose shall have been delivered in writing to all voting members no less than thirty (30) days prior to the meeting date.
- d. Ten percent (10%) of the total voting membership present in person or by proxy at a meeting for members shall constitute a quorum.
- e. At all meetings of the membership, a member may vote by proxy executed in writing by the member. Such proxy shall be filed with the Secretary of the IDA before or at the meeting and shall be valid only for the specified meeting.

ARTICLE III

BOARD OF DIRECTORS

SECTION 1 – GENERAL POWERS

The general management of the affairs of the IDA shall be vested in the Board of Directors, which shall have control over the IDA's property, fix its policies, oversee finances, and take all necessary and proper steps to carry out the purposes of the IDA and promote its best interests.

SECTION 2 – COMPOSITION

The IDA's Board of Directors shall consist of not less than twenty (20) and no more than forty (40) directors. Directors shall be elected for three-year terms with no member serving more than two consecutive terms, except that such term limits shall not apply to any person currently holding a position as an officer of the IDA. Terms shall be staggered so that the terms of approximately one-third (1/3) of the Directors in each class expire each year. The composition of the Board shall include:

Membership Representatives

Organization Members and Members	A simple majority of the Board
Government Members	2-6
Corporate Members	2-7
Academic Members	0-4

International Representatives

In addition to the Membership Representatives, the make-up of the Board shall include, but have no more than ten (10) persons representing organizations and associations, public agencies, businesses, academic institutions, or individuals located outside of the United States. This limitation does not apply to Canada. Board Members in this category are considered ex officio, and serve one year terms. They are elected by the Board, and there are no limits on the number of terms they may serve.

Immediate Past Chair

The immediate past Chair of the IDA, if not a regularly elected member of the Board, shall be an ex-officio member of the Board.

SECTION 3 – MEETINGS

Meetings of the Board of Directors shall be held at least twice a year and shall be conducted in accordance with the following provisions:

- a. An Annual Board Meeting shall take place during the Annual Conference before the end of the fiscal year.
- b. Additional meetings may be called at the discretion of the Chair, or at the request of at least two-thirds (2/3) of the Directors.
- c. Fifty percent (50%) of the total number of Directors must be present at a Board meeting to constitute a quorum. For purposes of determining a quorum, ex officio International Representative Board Members and the Immediate Past Chair are not included. The Board may not transact official or binding business of the IDA at any meeting unless a quorum is present.
- d. Notice of the time, place and purpose of each meeting of the Board of Directors shall be given personally or delivered in writing at least thirty (30) days prior to the meeting.
- e. A Director shall not appoint a proxy to vote at a Board of Directors meeting.

Board meetings may be conducted via interactive technology, including but not limited to electronic transmission, internal usage, or remote communication, by means of which all persons participating in the meeting can communicate with each other.

Any action which may be taken at a meeting of the Board may be taken without a meeting if consent, delivered in writing, setting forth the action so taken, is obtained from all of the Directors entitled to vote with respect to the subject matter thereof.

SECTION 4 – BOARD MEMBER CHANGE IN STATUS

Membership in the IDA Board of Directors is based on both the qualifications of the individual and the attributes of the particular organization, agency, or business entity with which he/she is affiliated.

A Director who during his/her term changes professional affiliation may continue to serve until the next Board election provided the Director remains affiliated with an IDA member or an entity that becomes an IDA member within sixty (60) days. During the next regular nomination and election process such a Director will be eligible for re-nomination and may be considered along with other candidates for available vacancies on the Board.

A Director who during his/her term ceases to be affiliated with an IDA member entity or whose organization, agency or business ceases to be an IDA member will no longer be eligible to serve on the Board.

SECTION 5 – VACANCIES

If a vacancy occurs on the Board of Directors prior to the next annual election, the Chair may appoint a member to fill the vacancy and the remainder of such term until the next annual election, at which time the vacancy shall be filled through the normal nomination and election process.

ARTICLE IV

OFFICERS

SECTION 1 – TITLES

Officers of the IDA will be the Chair; Chair-Elect; Three Vice Chairs, Secretary; Treasurer; and President.

SECTION 2 – ELECTION, TERMS, QUALIFICATIONS

All officers, with the exception of the President, shall be elected at the Annual Board Meeting of the Board of Directors to one-year terms. The Chair may not serve more than two successive one-year terms. Officers shall be elected from the membership of the Board of Directors. If a vacancy occurs in an elected office, the Board of Directors shall elect one of its members to hold such office until the next Annual Board Meeting.

SECTION 3 – DUTIES

- a. The Chair shall be the chief elected officer of the IDA. The Chair shall call all meetings of the Board of Directors and Executive Committee and shall preside at such meetings. The Chair shall appoint committee chairs and members to committees as needed to carry out the IDA's program and shall serve as an ex-officio member of all committees. If the office of Chair is vacated, the officers of the IDA shall elect from the officers a person to serve as Acting Chair until all officers are elected by the Board of Directors at its meeting during the Annual Conference.

- b. The Chair-Elect and the Vice Chairs shall assume those duties delegated to them by the Chair, including but not limited to the chairing and oversight of one or more committees and major elements of the IDA's programs. In the absence of the Chair, the Chair-Elect shall preside at meetings of the Board of Directors and/or Executive Committee.
- c. The Secretary shall be responsible for oversight of the IDA's records. The Treasurer will be responsible for monitoring the IDA's finances. These positions will assume other duties that may be delegated by the Chair.
- d. The President shall be the Chief Executive Officer of the IDA and shall serve jointly with the Chair as spokesperson for the organization. The President shall have the authority to appoint Vice-Presidents of the IDA and such other officers to the offices as authorized by the Board of Directors or Executive Committee, to hire and fire necessary staff members, to determine staff salaries within the salary schedule established and approved by the Board of Directors or Executive Committee, and to enter into and make other contracts in the ordinary course of business, subject to any guidelines established by the Board of Directors or the Executive Committee.

ARTICLE V

EXECUTIVE COMMITTEE

SECTION 1 – COMPOSITION

The Executive Committee shall consist of the Chair, Chair-Elect, Secretary, Treasurer and the Immediate Past Chair, and three Vice Chairs who shall be members of the Board of Directors appointed by the Chair. Such appointments shall be subject to the concurrence by a majority of the Board present and voting at the Annual Board Meeting and shall be effective until the following Annual Board Meeting.

SECTION 2 – DUTIES

The Executive Committee shall have the authority to act for the Board of Directors in the interval between Board meetings on such matters as may be necessary to conduct the business of the IDA, or when the Board is otherwise unable to convene. The Executive Committee may also consider other items for recommendation to the Board. Actions taken by the Executive Committee shall be subject to ratification by the Board.

SECTION 3 – MEETINGS

All meetings of the Executive Committee shall be called at the discretion of the Chair for such time, manner, and place as he or she deems appropriate. Such meetings may be conducted via interactive technology, including but not limited to electronic transmission, internal usage, or remote communication, by means of which all persons participating in the meeting can communicate with each other.

Any action which may be taken at a meeting of the Executive Committee may be taken without a meeting if consent, delivered in writing, setting forth the action so taken, is obtained from all of the Executive Committee members entitled to vote with respect to the subject matter thereof.

ARTICLE VI

PAST CHAIRS ADVISORY COUNCIL

SECTION 1 – PAST CHAIRS ADVISORY COUNCIL. (PCAC)

The Board of Directors of the International Downtown IDA is hereby empowered to create a Past Chairs Advisory Council.

SECTION 2 – MEMBERSHIP.

The Past Chairs Advisory Council membership shall be composed of all living past chairs of the Board of Directors of the International Downtown Association or the International Downtown Executives Association. All members of PCAC shall, if not employed by an IDA member organization, be considered permanent and lifelong individual members of IDA.

SECTION 3 – MEETINGS.

The Past Chairs Advisory Council shall meet at least once a year at the time, place, or manner of the annual meeting. Other meetings may be called at the discretion of the current Chair of IDA.

SECTION 4 – POWERS.

The members of PCAC are advisory and have no voting rights on the IDA Board of Directors or other governing powers, unless such PCAC members are current members of the Board.

ARTICLE VII

ELECTIONS

SECTION 1 – NOMINATING COMMITTEE

The Chair shall appoint a Nominating Committee of at least three (3) members. The Committee shall recommend candidates for election to the Board of Directors. Candidates shall be chosen in accordance with membership categories as provided in Article III, Section 2.

SECTION 2 – PROCEDURE

The Nominating Committee shall prepare a ballot to be delivered in writing to all members at least thirty (30) days prior to the Annual Business Meeting. The Nominating Committee shall conduct an assessment prior to each election to determine whether or not the Board of Directors is in compliance with the Bylaws and whether Board composition appropriately reflects the membership. The Nominating Committee shall consider geographic location, gender, ethnicity, size of city, and other factors in making this determination. A notice of election, soliciting nominations, will be delivered in writing to the IDA membership.

The ballot shall include the names of candidates presented by the Nominating Committee and blank spaces for the names of write-in candidates. Brief biographical information on each candidate proposed by the Committee shall accompany the ballot. The deadline for completing the ballot and returning it shall be specified on the ballot, provided, however, that voting must remain open for no less than five (5) days from the date the ballot is delivered, except in the case of removal of one or more directors, a merger, consolidation, dissolution or sale, lease or exchange of assets, in which case the voting must remain open for no less than twenty (20) days from the date the ballot is delivered. Five (5) days prior to the effective date of such action, notice of the proposed action must be delivered in writing to all members entitled to vote on the subject matter of the vote, which may be accomplished by stating the effective date of such action on the ballot or materials accompanying the ballot.

All valid ballots shall be canvassed and validated by a committee of three (3) members, appointed by the Chair. Newly elected Directors and all others constituting the new Board of Directors shall be notified of election results prior to the Annual Conference. Following this notification, the Nominating Committee shall prepare and recommend a slate of officers to be considered for election by the Board at the Annual Board Meeting.

ARTICLE VIII

FISCAL YEAR

The IDA's fiscal year is January 1 through December 31.

ARTICLE IX

AMENDMENTS

These Bylaws may only be amended either by a majority vote of the IDA's membership present at a duly called meeting, or by written ballot. Any number of amendments or an entire revision of the By-Laws may be proposed by the Board of Directors or by a petition signed by no less than twenty percent (20%) of the IDA's membership. Notice of proposed Bylaw amendments and a summary of the changes contained therein shall be delivered in writing to all IDA members at least thirty (30) days prior to the meeting at which they are to be considered, or at least thirty (30) days prior to the deadline for the return of the written ballot.

The undersigned, Secretary of the International Downtown IDA, hereby certifies that the foregoing By-Laws were adopted as the complete By-Laws of the IDA by a ballot of the membership on the 6 day of February 2015.

Kathleen Rawson
Secretary