

ARTICLE I - OBJECTIVES, MEMBERS AND DUES

SECTION 1.01 Objectives. The objectives of Marion Downtown Revitalization, Inc. (Association) are to identify areas of improvement in downtown Marion and work with the local government, businesses and residents to make downtown Marion an attractive place to live, work and shop by enhancing the downtown's appearance, creating an atmosphere where the residents and visitors feel safe and by contributing to the preservation of the district's historical characteristics. The Association will provide assistance to the downtown district in the ongoing effort of attracting a variety of new businesses. The Association shall be conducted as a nonprofit organization, and no part of the profit (if any) of the Association shall inure to the benefit of any member or other person.

SECTION 1.02 Members. Each and every business owner and property owner situated in the Downtown District (the use of the term Downtown District shall be defined to include all the buildings now and hereafter constructed in the Downtown District and any land located in the named district) shall be eligible to be a member of the Association. Each member shall be entitled to one vote. In such case where the landlord and the tenant are same, such business or property owner shall be entitled to only one vote. Any individual (even with no business or property within the downtown district) may be eligible to be a member and as such be entitled to one vote.

SECTION 1.03 Assessments. Annual dues shall be set by Board of Directors.

SECTION 1.04 Annual Meetings. The Association shall hold each year, commencing with the year 1993, an annual meeting of the members for the election of directors and the transaction of any business within the powers of the Association. The first annual meeting of the Association will be held on or before May 28, 1993 and each annual meeting of the Association will be held on or before June 1 of each year. Election of officers and board members shall be conducted at the annual meeting. Any business of the Association may be transacted at an annual meeting providing due notice is given as provided by charter to all members wishing to address issues requiring a majority of votes of the members present or by proxy. Failure to hold an annual meeting at the designated time shall not, however, invalidate the corporate existence of the Association or affect otherwise valid corporate acts.

SECTION 1.05 Bi-Monthly Meetings. The Association shall hold at least 6 meetings per year; commencing with the year 1993. Any business of the Association may be transacted at any meeting without being specifically designated in the notice of meeting, except such business as is specifically required by Statute or by the Charter to be stated in the notice. Failure to hold such meetings shall not, however, invalidate the corporate existence of the Association or affect otherwise valid corporate acts.

SECTION 1.05 Special Meeting. At any time in the interval between annual meetings special meetings of the membership may be called by a majority of the Board of Directors at a regularly held meeting or in writing by any ten members from the membership.

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SECTION 1.06 Notice of Meetings. Not less than seven (7) days nor more than 30 days before the date of every meeting of the membership the Secretary shall give to each member written or printed notice stating the time and place of the meeting and, in the case of a special meeting, the purposes for which it is called, either by mail, email, fax, or presenting it to member personally or by leaving it at member's residence or usual place of business. If mailed, such notice shall be deemed to be given when deposited in the United States mail addressed to the member at his/her post office address as it appears on the records of the Association, with postage thereon prepaid. Any meeting of the membership, annual or special, may adjourn from time to time, reconvene at the same or different location, and no notice need be given.

SECTION 1.07 Quorum. Unless otherwise provided in the Charter, at any meeting of members, the presence in person or by proxy of 1/3 of the membership of record shall constitute a quorum required to transact Association business.

SECTION 1.08 Votes Required. A majority of the votes cast (one vote per member) at a meeting of members, duly called and at which a quorum is present, shall be sufficient to take or authorize action upon any matter which may properly come before the meeting.

SECTION 1.09 Proxies. Any member may vote either in person or by proxy or by representative designated in writing by such member.

SECTION 1.10 Voting. In all elections for directors every member shall have the right to vote, in person or by proxy, or representative, for as many persons as there are Directors to be elected and for those whose election such member shall have the right to vote. Unless demanded by any member, no vote need be by ballot, and voting need not be conducted by inspectors. In the event of a tie vote, the President shall cast the tie breaking vote. Nominations shall be made by a committee appointed by the President and nomination may be made from the floor upon the approval of the nominee.

ARTICLE II - BOARD OF DIRECTORS

SECTION 2.01 Powers. The business and affairs of the Association shall be managed by its Board of Directors, all of who shall be members. The Board of Directors may exercise all the powers of the Association, except such as are by Statute or the Charter or the bylaws specifically reserved to the members only. The Board of Directors shall keep full and fair account of its transactions.

SECTION 2.02 Number of Directors. There shall be a minimum of (18) and no more than 21 Directors including officers. The Board of Directors may be comprised of a maximum of : (6) Business Owners and (6) Property owners from the designated downtown district. There

shall be 1 representative from the The Town of Marion (appointed by the Town Council) and 1 representative from the County of Smyth (appointed by the Board of Supervisors).

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SECTION 2.03 Election of Directors. At the first annual meeting of the Association and at each annual meeting thereafter, the members shall elect directors to hold office until the next succeeding annual meeting or until their successors are qualified and elected.

SECTION 2.04 Term Limits. The President and Vice President shall serve no more than (2) consecutive 1 year terms in the same office. Directors shall be appointed for 2 years. There shall be no term limits for Directors. Fifty percent of the Directors shall be elected for a 2 year term each year.

SECTION 2.05 Vacancies. Any vacancy occurring in the Board of Directors for any cause, may be filled by a majority vote of the remaining members of the Board of Directors present at a regular Board Meeting. Vacancies may be filled only if Board membership falls below the minimum required in bylaws. A quorum is not required. A Director elected by the Board of Directors to fill a vacancy shall hold office until the next annual meeting of general membership or until his successor is qualified and elected.

SECTION 2.06 Regular Meetings. Regular meetings of the Board of Directors shall be held on such dates and at such places as may be designated by the Board of Directors.

SECTION 2.07 Special Meetings Special meetings of the Board of Directors may be called at any time by the president or by the Board of Directors by vote at a meeting, or by a majority of the directors in writing. Such special meetings shall be held at such locations designated by the President.

SECTION 2.08 Notice of Meetings. Except as provided in Section 2.06, notice of the place, date and time of every regular and special meeting shall be given to each director at least two business days before the proposed meeting. Notice may be by mail, telephone, or other electronic means. Notice of any special meeting of the Board of Directors must state the business to be transacted. If a special meeting is announced during a regular meeting, no notification is required to those in attendance, however those not in attendance shall be notified as stated above. Any meeting of the Board of Directors, regular or special, may adjourn from time to time to reconvene at the same or some other place, and no notice need be given or any such adjourned meeting other than by announcement.

SECTION 2.09 Quorum. Except in cases in which it is by Statute, by the Charter or the bylaws provided, the vote of the majority of such quorum at a regular or special meeting shall be sufficient to elect or pass any measure. In the absence of a quorum, the directors present, by majority vote, may adjourn the meeting until a quorum may attend. At any such reconvened

meeting at which a quorum may be present, any business may be transacted which may have been transacted at any such meeting where no quorum is present, but, immediate action is required. The President may conduct a vote by mail, email, or fax ballot, with the approval of a majority of board members present.

SECTION 2.10 Proxies. Any board member may vote either in person or by proxy or by representative designated in writing by such member.

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ARTICLE III - OFFICERS

SECTION 3.01 Officers. The general membership shall elect a President, a Vice President, a Secretary and a Treasurer. Each such officer shall hold office until the first meeting of the Board of Directors after the annual meeting. Any officer elected, who is not a current member, must become a paid member prior to taking office. A vacancy in any elected office except the presidency may be filled for the remainder of the term by a vote of the Board of Directors. If the presidency becomes vacant, the current vice president will assume the office of president.

SECTION 3.02 President. The President shall preside at all meetings of the members and of the Board of Directors, and shall have general charge and supervision of the business of the Association; and may sign and execute, in the name of the Association, all authorized bonds, contracts or other instruments, except cases in which the signing and execution thereof shall have been expressly delegated to some other officer or agent of the Association; and in general, shall perform all duties incident to the office of the President of the corporation, and other duties as may be assigned by the Board of Directors.

SECTION 3.03 Vice President. The Vice President, at the request of the President or in his/her absence or during his/her inability to act, shall perform the duties and exercise the functions of the President, and when so acting shall have the powers of the President.

SECTION 3.04 Secretary. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors. The Secretary shall see that all notices are duly given in accordance with the provisions of the bylaws as required by law. The Secretary shall perform all duties incident to the office of the Secretary of a corporation, and such other duties, may be assigned by the Board of Directors or the President. The Secretary shall confirm that all required signatures are affixed to all documents.

SECTION 3.05 Treasurer. The Treasurer shall have charge of and be responsible for all funds, securities, receipts and disbursements of the Association, and shall deposit, or cause to be deposited, in the name of the Association, all monies or other valuable effects in such banks, trust companies or other depositories as selected by the Board of Directors.

SECTION 3.06 Executive Committee. The Executive Committee shall include the President, Vice President, Secretary, Treasurer, and the Immediate Past President. The term of

office shall be one year. The duties of the Executive Committee shall include approval of emergency expenditures within the limit set by the Board of Directors. The committee shall have power to address personnel matters, exclusive of hiring or dismissing employees, and determination of compensation levels. The committee shall carry out other functions as determined or directed by the Board of Directors. Any and all actions of committee must be reported at the next scheduled board meeting and become a part of the minutes.

SECTION 3.07 Removal. Any officer or agent of the Association may be removed by the Board of Directors whenever, in its judgment, the best interest of the Association will be served.

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SECTION 3.08 Vacancies. Any vacancy occurring in any leadership office of the Board of Directors will be filled by a majority vote of the remaining members of the Board of Directors present at the next regular Board Meeting. The newly elected officer will serve the remaining part of the term of office. A quorum is required.

- a) If the presidency becomes vacant, the current past president will continue serving on the executive committee. The current vice president will assume the office of president. If more than one half of the term needs to be filled, the new president will be eligible for only one additional term (no one can serve more than two and one-half years).
- b) If the vice presidency becomes vacant, the new vice president the new officer must be a member of the current Board of Directors
- C) If the Immediate Past Presidency becomes vacant, the position should be replaced on the Executive Committee by one member at large elected from and by the current Board of Directors.

ARTICLE IV - PROVISIONS

SECTION 4.01 Checks, Drafts, etc. All checks, drafts and orders for the payment of money issued in the name of the Association, shall, unless otherwise provided by resolution of the Board of Directors, be signed by the President or the Treasurer, who shall be bonded to the extent deemed necessary by the Board of Directors.

SECTION 4.02 Annual Reports. There shall be prepared annually a full and correct statement of affairs of the Association, and a financial statement of operation for the fiscal year.

SECTION 4.03 Seal. The Board of Directors may provide a suitable seal bearing the name of the Association, of which the Secretary shall be in charge. The Board of Directors may authorize one or more duplicate seals and provide for the custody thereof.

SECTION 4.04 Notes of Indebtedness. The Association shall not enter into contractual indebtedness (such as a mortgage or other type of note) without approval from 51% of the Association membership. Approval must come from vote at a called meeting in person or by proxy.

SECTION 4.05 Executive Director of the Association. The Board of Directors shall have the authority to employ a compensated Executive Director for the purpose of carrying out duties which are deemed to be in the interest of the Association and are within the description of the duties for the job.

SECTION 4.06 Amendments to the Bylaws. Any and all provisions of these bylaws may be altered, and new bylaws may be adopted by a vote of not less than 51% of members in attendance at an annual meeting of the members or any special meeting called for this purpose.

SECTION 4.07 Amendments to Articles of Incorporation. Any and all provisions of the Articles of Incorporation may be altered by a vote of majority of the Board of Directors at a meeting duly called in accordance with these bylaws.