

**SENECA DOWNTOWN IMPACT, INC.
BY-LAWS**

ARTICLE I

NAME OF PRINCIPAL OFFICE OF CORPORATION

SECTION 1. **ORGANIZATION NAME.** The name of this corporation shall be SENECA DOWNTOWN IMPACT, INC. DBA SENECA AREA CHAMBER/SDI. The Board of Directors of SENECA DOWNTOWN IMPACT, INC. DBA SENECA AREA CHAMBER/SDI shall determine the principal offices from time to time.

ARTICLE II

PURPOSE

SECTION 1. **PURPOSE.**

A. **Seneca Downtown Impact** is organized to operate exclusively for charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Law. Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue

Code of 1986 or the corresponding provisions of any future United States Internal Revenue Law. No part of the net operating earnings of Seneca Downtown Impact shall inure to benefit any of its members or any other individual, and the Seneca Downtown Impact shall not participate in or intervene in, any political campaign on behalf of any candidate for public office.

ARTICLE III.

PROGRAM AREA

SECTION 1. **AREA TO BE SERVED.**

A. **Seneca Downtown Impact** The Program Area for Seneca Downtown Impact shall be that geographic area designated by the Board of Directors. A Program map shall be retained in the corporation's office for reference.

ARTICLE IV

MEMBERSHIP

SECTION 1. **MEMBERSHIP** Seneca Downtown Impact is not a membership organization and does not have a dues structure

ARTICLE V
MEMBERSHIP MEETINGS

- SECTION 1. **PLACE OF MEETINGS** Meetings shall be held at the principal office of the corporation unless otherwise provided by the board or at such other place as may be designated from time to time by resolution of the Board of Directors.
- SECTION 2. **REGULAR MEETINGS**. Regular meetings shall be held quarterly following the 501 (c) (6) meeting.
- SECTION 3. **SPECIAL MEETINGS**. Special meeting of the membership shall be held at any time and place as may be designated in said notice of such meeting, upon call of the President, Vice President, by any two Board of Directors or, in different, by the persons specifically authorized under the law of this state to call special meetings of the board.
- SECTION 4. **NOTICE OF MEETINGS**. Unless otherwise provided by the Articles of Incorporation, these bylaws, or provisions of law, the following provisions shall govern the giving of notice for the meetings of the board of directors.
- A. Regular Meetings** No notice needs to be given of any regular meeting of the board of directors
- B. Special Meetings** At least one week prior to the meeting, the Executive Director of the corporation shall give notice to each director of each special meeting of the board. Such notice may be oral or written, may be given personally, by first class mail, by telephone or by email notification.
- C. Waiver of Notice** Whenever any notice of a meeting is required to be given to any director of this corporation under provision of the Articles of incorporation, these Bylaws, or the law of this state, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.
- SECTION 5. **QUORUM**. A quorum shall consist of five members of the board of directors for the transaction of business at all meetings, except as otherwise provided by statute, by Articles of Incorporation or by these Bylaws. If a quorum is not present or represented at any meeting of the membership, a majority of the members entitled to vote thereat, present in person, may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented.
- SECTION 6. **MAJORITY**. When a quorum is present or represented by proxy at any meeting, the vote of a majority of the active members present in person or represented by proxy shall decide any questions brought before such meetings, unless the Articles of Incorporation or these Bylaws require a different vote, in which case such express provisions shall govern and control the decision.

SECTION 7. Roberts Rules of Order shall govern anything not governed by this document.

ARTICLE VI
BOARD OF DIRECTORS

SECTION 1. **ELECTION OF DIRECTORS.** A board of a minimum of nine (9) and no more than twelve (12) Directors elected by the board of directors of Seneca Chamber of Commerce, Inc. shall govern SDI. The term of office for each Director shall be three (3) years, except that the term of office for the members of the first Board of Directors shall be as follows:

- A. Three shall be elected for three years.
- B. Three shall be elected for two years.
- C. Three shall be elected for one year.

Thereafter, three (3) Directors shall be elected at each annual meeting of the Board of Directors of Seneca Chamber of Commerce, Inc. Nominations to the Board shall be made by the Nominations Committee appointed by the Board and shall be set forth in the notice of the annual meeting. Each Director shall hold office for the term for which he/she is elected and until his/her successor shall have been elected and qualified.

In order to stagger the terms of the Directors upon adoption of these restated Bylaws, the Board of Directors shall, by Majority vote of the Board, establish the terms of the existing Board of Directors not to exceed one (1) four (4) year term.

SECTION 2. **VACANCY IN BOARD OF DIRECTORS.** Any vacancy occurring in the Board of Directors (other than a vacancy resulting from the normal expiration of a term of office) may be filled by the affirmative vote of a majority of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office. Any Director may resign by submitting written notice of resignation to the Secretary or Executive Director. Any Director may be removed from office at anytime with or without cause by the affirmative vote of two-thirds of the Directors in office. Any member of the Board of Directors who is absent from three (3) consecutive regular meetings without just cause for such absence may be removed as a member of the Board of Directors by a vote of two-thirds of the Directors in office.

SECTION 3: **EXECUTIVE DIRECTOR.** The Executive Director of the Seneca Downtown Impact shall be a non-voting member of the Board of Directors and shall be present at all meetings of the Board of Directors.

SECTION 4: **MEETINGS OF BOARD OF DIRECTORS.** The Board of Directors of the Seneca Downtown Impact may hold regular and special meetings. Regular meetings shall be held not less

than six (6) times each year. Special meetings of the Board of Directors may be called by the President or by the Executive Committee or by four (4) or more Directors. Written notice of the time, place and agenda for both regular and special meetings shall be given to each Director either by personal delivery, by E-mail, by mail, phone at least one (1) day before the meeting.

SECTION 5: **QUORUM FOR BOARD OF DIRECTOR MEETINGS.** At all meetings of the Board of Directors, a majority thereof shall constitute a quorum for the transaction of business. If a quorum shall not be present at any meeting of the Board, the Directors present may adjourn the meeting from time to time, without written notice other than announcement at the meeting, until a quorum shall be present.

SECTION 6: **ACTION WITHOUT BOARD OF DIRECTOR MEETING.** Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if all members of the Board consent thereto in writing, setting forth the action so taken, and the writing or writings are filed with the minutes of the proceedings. Such consent shall have the same force and effect as a unanimous vote of the Board of Directors.

SECTION 7: **BOARD OF DIRECTORS ORIENTATION.** All new members of the Board of Directors shall participate in an orientation program familiarizing them with the goals and objectives of Seneca Downtown Impact and with their responsibilities. The Membership Committee and the Executive Director will conduct the Orientation session.

ARTICLE VII OFFICERS

SECTION 1. **OFFICERS.** The officers of the Seneca Downtown Impact shall consist of a President, Vice President, Secretary, and a Treasurer, and such other officers as may be deemed necessary.

SECTION 2. **ELECTION OF OFFICERS.** Officers shall be elected by the board of directors.

- A. **PRESIDENT** The President shall serve as the chief elected officer Seneca Downtown Impact and shall preside at all of the meetings of the Seneca Downtown Impact, all meetings of the Board of Directors and all Executive Committee meetings. The President shall perform such other duties as may be required by the Bylaws of this Seneca Downtown Impact, or as commonly carried out by presidents of similar organizations.
- B. **VICE PRESIDENT.** The Vice President shall assume the duties of the President in the event the President is unable to perform the same
- C. **SECRETARY.** The secretary shall record all the proceeding of the meetings of the corporation and Directors and see that all notices are given in accordance with

the provisions of their bylaws or as required by law. The Secretary shall see that the books, reports, statements, certificates and all other documents and records required by law are properly made, kept and filed. The Secretary shall perform such other duties as may be required by the Bylaws of this Seneca Downtown Impact, or as commonly carried out by secretaries of similar organizations.

- D. **TREASURER.** The Treasurer shall be responsible for safeguarding all funds received by the Seneca Downtown Impact and shall oversee their proper disbursement. Such funds shall be kept on deposit in financial institutions or invested in a manner approved by the Board of Directors. The Treasurer shall review the operating budget prepared by the Board. The Treasurer shall provide a monthly report to the Board in order to account for all deposits and disbursements. The Treasurer shall give an annual financial report to the membership within the first quarter following the end of the fiscal year.

ARTICLE VIII EXECUTIVE DIRECTOR

- SECTION 1: **EXECUTIVE DIRECTOR.** The Executive Director of the Seneca Downtown Impact shall manage the daily operations of the organization. The Executive Director shall be responsible for coordinating the implementation of Seneca Downtown Impact 's policies and projects and such other duties as the Board of Directors may require. The Executive Director shall receive for his/her services such compensation as may be determined by the Board of Directors.

ARTICLE IX COMMITTEES

- SECTION 1: **STANDING COMMITTEES.**

A. Seneca Downtown Impact may have at least five (5) standing committees, which shall be entitled: Membership/Organization, Economic Development and Restructuring, Promotion Committee, Design/Historic Preservation and Executive Committee. The committees shall consist of not less than three (3) members and shall have a chairperson who is a member of the Board of Directors of the Seneca Downtown Impact who shall be responsible for directing and coordinating the affairs of the committee. The terms of the committees shall be for one year commencing at the time of the annual membership meeting.

B. Seneca Downtown Impact Committee Responsibilities:

1. **Membership/Organization Committee** The Membership/Organization Committee shall promote membership in the organization and encourage cooperation and communication while building leadership in the Seneca area. It shall provide training and development opportunities for members and citizens. The Membership/Organization Committee will plan, implement and evaluate the annual membership drive and new board member training. The Membership/Organization committee will work closely with Leadership of Seneca to identify individuals from the Seneca Downtown Impact for participation in that program.

2. **Economic Development and Restructuring Committee**. The Economic Development and Restructuring Committee shall promote economic development in the Seneca area and provide leadership and guidance to those working to refurbish, restore or renovate buildings, parks or green spaces within the Seneca area. The Economic Development and Restructuring Committee shall seek out new businesses and economic development opportunities; provide assistance to new and existing businesses; prepare and distribute information related to opportunities for business in Seneca; serve as a liaison between businesses and the board of directors.

3. **Promotion Committee**. The Promotion Committee shall work to enhance participation in Seneca Downtown Impact activities. The Promotion Committee shall provide leadership to annual community events and activities. This Committee shall identify volunteers from the Seneca Downtown Impact members and other citizens of the community to carry out the community activities. The Promotion Committee shall have the authority to name sub-committees for each community event or sub-section of an event if appropriate and desirable.

4. **Design/Historic Preservation Committee** The Design Committee shall provide leadership and direction to the design of business fronts, park and green space areas, and other buildings within the Seneca area.

5. **Executive Committee** The Executive Committee shall consist of the President, President Elect, Vice President, Secretary, Treasurer, and Executive Director (non-voting), and shall exercise the authority of the Board of Directors in the management of the Seneca Downtown Impact.

ARTICLE X FINANCES

SECTION 1: Except as the Board of Directors may generally or in particular cases authorize the execution thereof in some other manner, all checks, drafts and other instruments of

payment of money and all instruments of transfer of securities shall be signed in the name and on behalf of the Seneca Downtown Impact by one members of the Executive Committee (President, Vice President, Secretary or Treasurer.)

SECTION 2: All funds of the Seneca Downtown Impact shall be deposited from time to time to the credit of the Seneca Downtown Impact in such banks, trust companies and other depositories as the Board of Directors may select.

SECTION 3: The Board of Directors may accept on behalf of the Seneca Downtown Impact any contribution, gift, bequest or device for the general purpose or for any special purpose of the Seneca Downtown Impact.

SECTION 4: Within 30 days of the election of the Board of Directors each year, the Board shall approve a Seneca Downtown Impact Budget for the fiscal year. The Executive Director will prepare the Budget with input from the new and past treasurers and other members of the Board of Directors as appropriate. The approved budget will be reviewed and revised periodically as deemed necessary by the Board. The Board of Directors will report to the membership annually on the budget.

ARTICLE XI GENERAL PROVISIONS

SECTION 1: The fiscal year of the Seneca Downtown Impact shall begin the first day of January and end on the last day of December in each year.

SECTION 2: The corporation shall not be required to utilize any form of corporate seal

SECTION 3: Not later than three (3) months after the close of each fiscal year, the Seneca Downtown Impact shall prepare:

- A. A balance sheet showing in reasonable detail the financial condition of the Seneca Downtown Impact at the close of the fiscal year;
- B. A statement of the source and application of funds showing the results of operation of the Seneca Downtown Impact during the fiscal year.

ARTICLE XII AMENDMENTS

SECTION 1: The Board of Directors shall have the power to alter, amend or repeal the Bylaws or adopt new Bylaws by a two-thirds vote of the Directors present at any duly called meeting of the Board, provided that no such action shall be taken if it would in any way adversely affect the program.