

Article 1:

The name of the Organization is “Downtown Janesville Inc.”.

Article 2:

Goals

DJI seeks to Revitalize the Downtown through business retention, business expansion, building renovation, historic rehabilitation, and redevelopment and maintain this organization to promote and facilitate those efforts. This effort includes communicating with and supporting when necessary, our partners in the areas adjacent and throughout the City of Janesville.

DJI serves as a catalyst to the downtown revitalization efforts through:

- **Coordinated, convenient and safe circulation to and around downtown for pedestrians, bicycles and automobiles**
- **Public private partnerships with clearly defined roles to help carry out these initiatives**
- **Events and Marketing of Downtown as a destination**

Vision

DJI works to revitalize downtown Janesville while preserving its historical character and buildings as a friendly, entertaining, unique and vibrant place to be, that is bustling and prosperous throughout the year: serving as the community’s center for financial, office, government, retail, business service, entertainment, and cultural events and activities. This effort includes communicating with and supporting when necessary, our partners in the areas adjacent and throughout the City of Janesville.

Mission

DJI will provide the leadership role in the Downtown to promote economic development, encourage the preservation of its historic buildings, enhance the quality of life, increase opportunities for activities, improve the aesthetic integrity and coordinate the efforts of various groups toward these common goals.

Partners

The City of Janesville, the Janesville City Council, Forward Janesville, Janesville Area Convention and Visitors Bureau, the financial stakeholders of the Downtown and other interested parties have a relationship and responsibility to the wellness of the Downtown. DJI is meant to be a collaboration of all involved without prejudice.

Article 3

Membership

Representation is open to individuals, property owners, business owners and/or community organizations that support the purpose of DJI. To obtain membership a request should be made to the executive committee (see Officers, Article 7) and will be brought before the membership for approval.

It is expected that members of DJI will provide a minimum of two hours of volunteer work annually in addition to attending meetings.

Members may resign with a written notification (e-mail is acceptable) to the President.

Article 4

Offices

Offices of DJI shall be determined as needed with the mailing address PO Box 8081, Janesville WI 53547-8081. The official email is downtownjanesville@gmail.com and website domain is downtownjanesville.com

Article 5

Meetings

Monthly board meetings shall be held the second Tuesday of the month at a time and place approved by the board. Meetings may be rescheduled by the Chairperson and the membership must be notified.

Special meetings may be called with the approval of the Executive Committee, the membership will be notified at least 24 hours in advance.

Executive Committee Meetings are held the week prior to the monthly members meeting to set the agenda for the monthly board meeting and any other business deemed necessary.

An annual meeting may be held in conjunction with the December monthly meeting or held separately. At this meeting a work plan and budget will be finalized. Committees are to have their preliminary annual reports and budget objectives turned in at the November monthly meeting. Other budget request can be submitted throughout the year for funding approval by the DJI Membership.

Action items presented for vote at meetings can be approved by a simple majority of those members at meetings or by an email vote where a minimum of 15 members participating in the vote.

Members are expected to actively participate in monthly meetings.

Article 6

Funds

The Executive Committee of DJI, alone shall have the authority to enter into contracts or agreements with any government unit for the receipt of funds from such units to be used by DJI to promote the goals of DJI specifically and all of Janesville jointly, if necessary; and to execute such documents and other agreements to effectuate and carry out that purpose.

All funds are to be mailed to the above address and deposited into the prescribed proper account. This account is to be maintained by the Treasurer of DJI.

Article 7

Disbursements

No obligation or expense in the amount of \$500 or less shall be incurred and no funding shall be appropriated without prior approval from the Executive Committee of DJI. No obligation or expense over \$500 shall be incurred and no funding shall be appropriated without prior approval from the membership of DJI and all other disbursements, if not before mentioned, must be authorized, seconded and enacted by a vote of the membership.

Budgets approved by membership for a specific committee or purpose will be administered by said committee.

Article 8

Officers / Executive Committee

Officers of DJI shall include President; Vice President; Secretary; Treasurer; and Past President who are nominated and elected by the membership. Officer shall be elected annually by and serve at the pleasure of the Board and their term shall be one year.

An officer may be removed by an affirmative vote of 2/3 of members present whenever, in it's judgement, the best interests of DJI would be better served.

President – shall preside at all meetings of DJI. S/he may sign with the Secretary of DJI any deed, mortgage, bond, contract, or other instrument which the membership has authorized to be executed except in cases where the signing and execution thereof shall be expressly delegated to some other officer or agent of DJI in general. S/he shall perform all duties incident to the office of President and such other duties which shall be prescribed by the membership.

Vice-President – shall act in the absence of the President or in the event of the President’s inability or refusal to act, the Vice-President shall perform the duties of the President and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform other duties as from time to time may be assigned by the President or by the membership.

Secretary – shall maintain the permanent minutes of the meetings of the Board in one or more books and electronic files provided for that purpose; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the records; maintain a register of the name, email and mailing address of each DJI member; and, in general, perform all duties incident to the office of Secretary and perform other such duties as from time to time that may be assigned by the President or the membership.

Treasurer – shall have charge and custody of and be responsible for all funds and securities of the DJI, shall perform all duties incident to the office of Treasurer and shall perform other such duties as from time to time that may be assigned by the President or the membership.

Past-President – shall serve to provide continuity to the officers and the membership.

The Chairperson and Treasurer are signers on all fund accounts.

The Executive Committee of DJI shall be made up of the officers - responsibilities include setting the agenda for meetings; presenting an annual budget; requesting grants and funding; coordinating with committees.

The Executive Committee can approve expenditures of \$500 or less with a simple majority vote to be reported at the next Membership meeting

Article 9

Committees

Committees shall be established by the Officers of DJI as deemed necessary including standing or temporary committees. The Executive Committee of DJI reserves the right to abolish or change the membership or Chairperson of any committee at any time it deems that such action is in the best interest of DJI. No committee member is authorized to incur any debt or obligation of any nature on behalf of DJI without appropriate approval by the membership.

Committees should submit notes or minutes from all meetings, including those in attendance. Any decisions or resolutions should be noted and correctly worded for presentation to the membership of DJI to take under advisement and/or make final approval before moving them on to the appropriate persons or group.

All members are encouraged to serve on a committee that best matches their interests and abilities.

Current Committees include:

- Organization and Web**
- Design**
- Economic Restructuring**
- Events and Promotion**

Article 10

Contracts

Only the membership may authorize any officer or officers, agent or agents of DJI, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of DJI and any such authority maybe general or confined to specific instances.

Article 11

Fiscal Year

The fiscal year of the Downtown Janesville Inc. shall by January 1 thru December 31 of each year.

Article 12

Non-Partisan

Downtown Janesville Inc. shall be a non-partisan organization and shall take no part or lend its influence for the appointment or election of any candidate for public office in the City of Janesville, County of Rock, State of Wisconsin, United States of America, or any other appointment or election.

Article 13

Amendment of By-Laws

By-Laws of the DDA may be amended by a resolution and adopted by a majority of two-thirds (2/3) of the members present at any regularly scheduled Board meeting or by a resolution adopted by the membership of DJI at an Annual or Special Meeting when notice of such meeting(s) and the resolution has been included in the agenda in accordance with the aforementioned meeting guidelines.

Article 14

Books & Records

Correct and complete books and record of account shall be kept by DJI and shall also provide minutes of the proceedings of its membership, Executive Committee and other committee meetings and committees having any of the authority of the membership. All books and records of DJI may be inspected by a member or his or her agent or attorney for any purpose at any reasonable time.

Article 15

Indemnification

Members and officers of DJI, now or hereafter serving as such, shall be indemnified by DJI against any and all claims and liabilities to which he or her has or shall become subject to by reason of serving or having served as such Member or Officer and/or DJI, shall reimburse such person for all legal expenses reasonably incurred by him or her in connection with any such claim or liability; provided, however, that no such person shall be indemnified against, or be reimbursed for, any expense incurred with, any claim or liability arising out of, his or her willful misconduct or gross negligence. The amount paid to any Member or Officer by way of indemnification shall not exceed his or her actual, reasonable, and necessary expenses incurred in connection with the matter involved. The right of indemnification shall not be exclusive of any rights to which any Member or Officer of DJI may otherwise be entitled by law.

Article 16

Area of Influence and Core Area

An “Area of Influence” shall be defined as a physical district consisting of a logical and realistic region of the Downtown. This “Area of Influence” can be larger than a “Core Area” in the downtown, which in most cases will be defined as the central area. Both of these boundaries may be fluid in their definition and changed by a majority vote of the Membership and are to be considered flexible, based on the needs of differing issues.

***need to have a current core and area of influence map**

Article 17

Dissolution

Funds will only be used to accomplish the objectives and purposes specified in the By-Laws of Downtown Janesville Inc and no part of said funds shall inure to the benefit of or be

distributed to the members or any individual. On dissolution of DJI, any funds remaining shall be distributed to a non-profit organization that could provide like services to visitors to Janesville or to one or more regularly organized and qualified charitable, educational, scientific, religious or philanthropic organization selected by the membership.