

**CORPORATE BYLAWS OF
RED WING DOWNTOWN MAIN STREET, INC.**

February, 2003

**ARTICLE I
General**

Section 1. The name of this corporation is Red Wing Downtown Main Street, Inc., (hereinafter referred to as "The Corporation") whose members are individuals, businesses and community organizations interested in the promotion and development of business within the greater Red Wing downtown area. It is understood by all members that successful development and promotion of business depends on cultural and educational resources, transportation capacity, and residential environment of the area.

**ARTICLE II
Purpose**

Section 1. The purposes of this corporation are to stimulate economic development in greater downtown Red Wing by the Corporation acting as a liaison among the City, Port Authority, County and other organizations, encouraging beautification, promoting a community ethic by encouraging cooperation among and building leadership in the business community; creating a positive image for downtown Red Wing by promoting the downtown as a place to live, shop, conduct commerce and invest; improving the appearance of the downtown; and receiving, administering and distributing funds in connection with any activities related to the above purposes; provided, however, that the Corporation shall only engage in activities that are in the scope of Section 501(c)(3) of the Internal Revenue Code of 1954 and the net earnings of the Corporation shall not inure to the benefit of any of its members or any other individuals; and the Corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

Section 2. It is the intent of the Corporation to qualify as a nonprofit, tax-exempt entity pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954, as now or hereafter amended.

Section 3. Upon dissolution of the corporation, the residual assets of the corporation shall be distributed to a private, nonprofit corporation which is an exempt organization as described in Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, selection of which corporation must be designated prior to dissolution.

**ARTICLE III
Boundaries**

Section 1. The downtown boundaries shall be the geographic area indicated as follows and shall be determined from time to time by the Board of Directors of Red Wing Downtown Main Street, Inc.:

Beginning at Main Street and Cedar Street, South on Cedar Street to 4th Street, East on 4th Street to West Avenue, South on West Avenue to 7th Street, East on 7th Street to Bluff Street, North on Bluff Street to the Mississippi River, West along the Mississippi River to Levee Road and Jackson Street, South on Jackson Street to Old West Main Street, East on Old West Main Street to Main Street, East on Main Street to Cedar Street, including both sides of the street.

**ARTICLE IV
Membership**

Section 1. The classes of members of the Program shall be as follows:

- Full voting members
- Friends of Downtown Main Street

Section 2. The Board of Directors shall establish annual dues as it deems appropriate including a method of payment and application procedures.

Section 3. Any business, organization or individual interested in supporting the purposes of the corporation may become a voting member by filing an application in such form as the Board of Directors shall prescribe, and by paying such dues in U.S. currency, as the Board of Directors may establish. Each voting member shall be entitled to one vote.

Section 4. Any member may resign from membership in the Corporation by giving written notice to the Program Coordinator. Members who resign shall not be entitled to any refund of dues.

Section 5. The Board of Directors may, at its discretion, suspend the voting privilege of any member who (1) has been and remains in default of his or her financial obligations to the Corporation for a period of 90 days, or (2) whose action is detrimental to the purpose of the Corporation.

Section 6. Friends of Downtown Main Street are nonvoting members.

ARTICLE V
Membership Meetings

Section 1. An annual meeting of the membership shall be held in each calendar year at such time and place as may be determined by the Board of Directors for the purpose of election of Board Directors and transacting such other business as may be properly brought before the meeting.

Section 2. Special meetings of the membership shall be held at any time and place as may be designated in the notice of said meeting, upon call of the President or the Board of Directors either at their own request or upon written petition by at least 10 active members.

Section 3. Written notice of every meeting of the membership, stating the time and place of the meeting, shall be given to each member either personally, by mail, or by e-mail at minimum 3 days before the date of the meeting. If mailed, such notice shall be deemed given when deposited in the United States Mail with postage thereon prepaid, addressed to the members at their addresses as they appear on the Corporation's record of membership. Attendance of a member at a membership meeting shall constitute a waiver of notice of such meeting, or manner in which it has been called or convened, except when a member attends a meeting solely for the purpose of stating, at the beginning to the meeting, any such objection to the transaction of any business. Other interested parties shall be given such notice of meetings as the Board of Directors shall deem appropriate.

Section 4. Twenty-five percent (25%) of paid voting members, present in person or represented by written proxy, shall constitute a quorum for the transaction of business at all meetings of the membership 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 present may adjourn the meeting until a quorum shall be present or represented. If the adjournment is for more than 30 days, a notice of the adjourned meeting shall be given to each member. In addition, a quorum of the Board of Directors must be present in person or by proxy.

Section 5. When a quorum is present or represented by proxy at any meeting, the vote of a majority of the members present in person or by proxy shall decide any questions properly brought before such a meeting.

Section 6. The Corporation will run its meeting according to Roberts Rules of Order Newly Revised.

Section 7. A valid proxy must be in writing and must be submitted prior to a scheduled meeting.

ARTICLE VI
Board of Directors

Section 1. The Corporation shall be governed by a Board of not less than seven (7) or more than fifteen (15) Directors elected by the members. The term of each Director shall be a two (2) year term, with a maximum of three (3) consecutive terms and a minimum of one (1) year between each three (3) consecutive terms. A minimum of 75% of the Board of Directors will either be employed, reside, own property or businesses within the defined downtown boundaries as defined in ARTICLE III, Boundaries, Section 1.

Section 2. Both the Red Wing Visitors and Convention Bureau (VCB) Board of Directors and the Red Wing Chamber of Commerce Board of Directors may each have one (1) of their Board of Director members elected as a Red Wing Downtown Main Street Board of Director, with the provision that these organizations will be members in good standing and current in annual dues to Red Wing Downtown Main Street, Inc. These Directors will be full voting members, but cannot be members of the Executive Committee.

Section 3. A 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 or her predecessor in office. Any Director may resign by submitting written notice of resignation to the Secretary. Any Director may be removed from office at any time with cause by the affirmative vote of two-thirds of the Board of Directors. Any member of the Board of Directors who is absent from three consecutive, regular meetings without cause for such absence or, performs any action judged detrimental to the purpose of the Program may be removed as a member of the Board of Directors.

Section 4. The Program Coordinator of the Corporation shall be a nonvoting member of the Board of Directors and shall be present at all meetings of the Board of Directors. The City Council Administrator, City Planner, Executive Director of the Port Authority, Executive Director of Red Wing Housing and Redevelopment Authority, and County Administrator may serve as nonvoting advisor or liaison members of the Board. The immediate past president of the Board of Directors may serve as a voting ex-officio member of the Board of Directors.

Section 5. The Board of Directors of the Corporation may hold regular and special meetings. Regular meetings shall be held not less than once per month. Special meetings of the board may be called by the President or by the Executive Committee or by four 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, mail, e-mail, or phone before the meeting.

Section 6. A majority of the voting members shall constitute a quorum. 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 notice other than announcement at the meeting, until a quorum shall be present.

Section 7. Any action required or permitted to be taken at any meeting at the Board of Directors may be taken without a meeting, if all members of the Board consent thereof in electronic, writing or verbal, 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.

Section 8. All new members of the Board of Directors shall participate in an orientation program familiarizing them with the goals and objectives of the Corporation and with their responsibilities.

Section 9. All Directors including the President shall serve without compensation but they may be reimbursed for actual or necessary expenses incurred on behalf of the Corporation if approved by the Board of Directors.

Section 10. The Board of Directors shall be elected at an annual meeting of the Board which shall be immediately after the annual meeting of the membership.

ARTICLE VII
Officers

Section 1. The officers of the Corporation shall be elected annual for a one year term by the board of directors at its annual meeting and shall consist of President, Vice President, Secretary, Treasurer and such other officers and assistant officers as may be deemed necessary by the Board of Directors.

Section 2. All officers shall be elected by a majority of the members present.

Section 3. Except as hereinafter provided, the officers of the Corporation shall each have such powers and duties as generally pertain to their respective offices, as well as those that from time to time may be conferred by the membership or the Board of Directors.

- a. President. The President shall preside at all business meetings and perform such duties that are usually incumbent upon the President of a nonprofit Corporation.
- b. Vice President. The Vice President shall be the presumed President-elect and act in the absence of the President. A Vice President must be eligible to serve an additional year as a director.
- c. Secretary. The Secretary shall be responsible for all records, documents or other papers of the Corporation and shall keep a record of all meetings of its proceedings.
- d. Treasurer. The Treasurer shall be in charge of overseeing the Corporation's funds and assets and shall make periodic reports to the Board of Directors.
- e. Immediate Past President. The Immediate Past President shall serve as an ex-officio member of the Board of Directors.

ARTICLE VIII
Program Coordinator

Section 1. The Program Coordinator of the Corporation shall manage the daily operations of the corporation and implement the Corporation's policies and programs. The President and the Board shall be responsible for the duties of the Program Coordinator if position is vacant. The compensation of the Program Coordinator shall be determined by the Board of Directors.

ARTICLE IX
Committees

Section 1. The President shall appoint standing committees from the membership, including, but not limited to; Organization, Design, Business Development, Promotions and other areas of special interest.

Section 2. The Executive Committee shall be comprised of the President, Vice President, Treasurer, and Secretary, and any other Board Members the President appoints. This committee shall act for the Board of Directors in the interim between Board meetings but shall not have the power to reconsider or reverse any action or policy of the Board. Any Executive Committee member may call a meeting and a majority of members shall constitute a quorum. It shall report its actions to the Board of Directors at the next regular meeting and its actions shall be the actions of the Board.

Section 3. Nominating Committee: The nominating committee will be appointed by the President each year for the purpose of presenting qualified candidates for election to the Board of Directors and for officers.

Section 4. The Board of Directors may appoint committees other than standing committees referred above.

ARTICLE X
Finances

Section 1. All checks, drafts, and other instruments for the payment of money which exceeds a limit established by the board and all instruments for transfer of assets shall be signed by any two of the following: The Treasurer, the President, The Vice President, the Program Coordinator.

Section 2. All funds of the Corporation shall be deposited in such banks the Board of Directors may select.

Section 3. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise.

Section 4. The Board shall adopt a budget for each year.

ARTICLE XI
General Provisions

Section 1. The Corporation shall be on a calendar year.

Section 2. As soon after the end of each calendar year, as may be practicable, the Treasurer shall present a year end report, showing financial condition of the Corporation and the source and application of all funds.

Section 3. Financial statements, annual reports and approved Board of Director meeting minutes shall be available upon request to all members.

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 Corporation's qualifications under section 501(c)(3) of the Internal Revenue code of 1954 or corresponding sections of any prior or future law.

Approved this 17th day of February of 2003, in Red Wing, Minnesota.