

**BYLAWS**  
**OF**  
**CLEARWATER DOWNTOWN DEVELOPMENT BOARD**

**ARTICLE I - Name**

The name of this corporate body is the "CLEARWATER DOWNTOWN DEVELOPMENT BOARD". Throughout these Bylaws, it shall be referred to as "the DDB".

**ARTICLE II - Purpose of Bylaws**

These Bylaws outline the rules of procedure and organizational structure of the DDB, consistent with the City of Clearwater Downtown Development Board Ordinance (the "Ordinance"). These Bylaws will not duplicate the sections of the Ordinance which specify the downtown area description, the composition of the DDB, and the functions and powers of the DDB.

**ARTICLE III - Meetings**

A. Regular Meetings. Regular meetings will be held once a month at a date, place, and time set by the DDB. Regular meetings may be canceled by the Chair if there is nothing on the agenda or if there is no necessity to have a meeting. Neither the business to be transacted at, nor the purpose of, any regular meeting need be specified in the notice of the meeting.

B. Special Meetings. Special meetings shall be held when directed by the Chair or when requested in writing by any two members of the DDB. A meeting requested by members of the DDB shall be called for a date not less than 10 nor more than 60 days after the request is made, unless the DDB members requesting the meeting designate a later date. The notice for the meeting stating the date, time and place of the meeting, shall be issued by the Chair unless the Chair or the DDB members requesting the meeting designate otherwise. Notice of a special meeting shall include the purpose or purposes for which the meeting is called.

C. Public Notice. All meetings shall be open to the public and notice provided to the public in a manner which complies with the requirements of the Ordinance and with the Laws and Constitution of the State of Florida. Notice to the public cannot be waived.

D. Notice to Members. In addition to public notice, DDB members shall be given written notice of special meetings by mail, hand delivery, or facsimile transmission at least five (5) business days prior to the meeting. Attendance of a member at a meeting shall be a waiver of this additional notice unless the member objects to transaction of business at the beginning of the meeting.

E. Quorum. A majority of the DDB members shall be a quorum at a meeting of the DDB. If a quorum is present, the affirmative vote of a majority of all DDB members shall be the act of the DDB unless otherwise provided by law.

F. Participation through Technology. If technology is readily available at the meeting location, members of the DDB may participate in a meeting of the DDB by means of a conference telephone or similar communications equipment which enables all persons participating in the meeting to hear each other at the same time. Participation by this means shall constitute presence in person at the meeting.

G. Presumption of Assent. A member who is present at a meeting of the DDB at which action is taken shall be presumed to have assented to the action unless he votes against the action or abstains from voting

because of an asserted conflict of interest.

**ARTICLE IV - Books and Records**

A. General.

1. Public Records. The DDB shall keep correct and complete books and records of account and shall keep minutes of the meetings of the DDB and its committees. The DDB shall keep and manage all correspondence that might be germane to the DDB's function.

2. Format. All books, records and minutes may be in written form or in any other form capable of being converted into written form within a reasonable time.

B. Financial Matters

1. Fiscal Year. The fiscal year of the DDB shall be the twelve month period beginning on October first each year and ending on September thirtieth each year.

2. Funds. All funds of the DDB will be deposited in accounts approved by the DDB. Funds of the DDB will be accounted for in accordance with generally accepted accounting procedures and in accordance with the policies and procedures adopted by the DDB.

3. Financial Statements. Monthly financial statements detailing actual revenues and expenditures, and comparison to the budget will be prepared at the direction of the Treasurer, to be available for review at the DDB's regular monthly meeting.

4. Audit. The DDB will arrange for an annual audit of the DDB annual financial statements by Certified Public Accountants. At the direction of the DDB, with the consent of the City of Clearwater, this audit may be part of the City of Clearwater's annual audit.

5. Budget. A preliminary budget shall be prepared by the Treasurer and presented to the DDB at the June meeting. The DDB will adopt the final budget at the second of two advertised public hearings in compliance with the TRIM process under Florida Statute §200.065. The final budget must be adopted no later than September 30.

6. Loans. The DDB may borrow funds under terms it determines to be necessary in order to meet and fund its budgetary needs.

**ARTICLE V - Execution of Instruments.**

All corporate instruments, documents, and contracts, must be signed by the Chair or the Vice Chair and attested to by the Secretary or the Treasurer.

**ARTICLE VI - Officers**

A. Officers. The officers of the DDB shall consist of a chair, a vice chair, a secretary and a treasurer, each of whom shall be elected by the DDB at the regular meeting in January of each year. Any other officers and assistant officers the DDB deems necessary may be elected or appointed by the DDB from time to time.

B. Duties of Officers.

1. Chair. The chair shall be the chief executive officer of the DDB, shall have general direction and control of the business of the DDB subject to the directions of the DDB, and shall preside at

all meetings of the DDB.

2. Vice Chair. During the absence or disability of the chair, the vice chair shall have all the powers and functions of the chair.

3. Secretary. The Secretary shall have custody of, and maintain, all of the corporate records except the financial records, shall arrange for the recording of the minutes of all meetings of DDB, send all notices of all meetings and perform such other duties as may be prescribed by the DDB or the chair.

4. Treasurer. The Treasurer shall have custody of all DDB funds and financial records, shall keep full and accurate accounts of receipts and disbursements, supervise preparation of financial reports and records, prepare and present the preliminary budget, and monitor compliance with the TRIM process under Florida Statute §200.065.

5. Removal of Officers. An officer elected or appointed by the DDB may be removed by the DDB whenever in its judgment the best interests of the DDB will be served thereby. Any vacancy in any office may be filled by the DDB.

#### **ARTICLE VII - Committees of the DDB**

The DDB may establish committees as needed. The chair of the DDB may appoint the members of the committees, or allow the committee chair to do so. The chair of each committee must be appointed by the DDB chair and be a member of the DDB or someone eligible to be elected to the DDB under the Ordinance.

#### **ARTICLE VIII - Election and Registration Procedure**

A. Supervisor. The election supervisor shall be the Pinellas County Supervisor of Elections.

B. Eligibility and Registration of Voters.

1. Freeholders. The Downtown Development Board Secretary shall obtain a list of the names and last known addresses of the freeholders within the DDB district from the tax assessment rolls of the county.

2. One Vote. Only one vote shall be allowed for each parcel of property within the DDB district.

3. Registration.

a. All parcels of property within the DDB district must register to vote at least two weeks prior to the mailing of ballots on a form provided by the DDB. If a parcel is owned by more than one person, or by a corporation or any other artificial legal entity, the owners of the property shall designate a voting representative upon the registration form.

b. A Voter Registration form shall be mailed by the DDB at least four weeks prior to the mailing of the ballots. It shall require the name and mailing address of the individual to receive the ballot, a representation that the individual has the right to represent all of the owners of the parcel, and a representation that the legal entity or individual making the designation is a property owner within the district.

c. Registration shall remain effective until title to the property is transferred or

until a registration form designating a new voting representative is filed. The first effective registration pursuant to this procedure occurred in 1994.

C. Nomination and Election of Members.

1. The chair shall appoint a nominating committee no later than the regular meeting in July. The nominating committee shall recruit candidates.

2. The nominating committee shall make its report at the regular DDB meeting in August. Additional nominations shall be accepted from the Board and from the citizens attending the meeting.

3. The nominating committee shall supervise the preparation and mailing of an election package to candidates consisting of a congratulatory letter, list of property owners, and a request for a photograph and brief biography. A deadline for returning the photograph and biography shall be prominently included in the package. Within three working days after the deadline for return of the pictures and biography, Candidate Information sheets will be prepared and delivered to the printer.

4. Ballots shall be on a form approved by the DDB and the Supervisor of Elections.

5. Elections take place on the second Tuesday in October by the counting of the ballots by the Canvassing Board.

6. Ballots shall be mailed at least two weeks prior to the election to all property owners who have complied with the registration requirements of this Article.

7. All ballots shall be returned to the Supervisor of Elections and must be received by the Supervisor of Elections at the address designated on the Ballot no later than 2:00 p.m. on the day of the election.

D. The canvassing board shall consist of those members of the DDB who are not running for reelection. The canvassing board will meet to count the ballots at 3:00 p.m. on the day of the election at a place approved by the DDB and by the Supervisor of Elections. An employee of the Supervisor of Elections shall be present for the counting of the ballots.

**ARTICLE XI - Amendment of Bylaws**

Amendments to the Bylaws may be proposed by the DDB or by ten (10%) percent of the downtown property owners signing a petition proposing an amendment. A majority vote of the DDB is required to pass an amendment to the Bylaws. No amendment shall be effective unless public notice has been provided, in accordance with these bylaws and the Ordinance, at least thirty-five days prior to the meeting at which the amendment is adopted.