

1 **BYLAWS OF**  
2 **TALLAHASSEE DOWNTOWN IMPROVEMENT AUTHORITY**

3 The Tallahassee Downtown Improvement Authority exists by the  
4 authority of Chapter 2003-356, Laws of Florida, a copy of which is  
5 attached to these bylaws and by incorporation made a part hereof.

6 **ARTICLE I**

7 **MEETINGS OF BOARD**

8 1. The regular monthly meeting of the Board shall be held at a time and place  
9 each month set by the Board.

10 2. The Board will meet routinely based upon an adopted meeting schedule.

11 3. The Board will have all meetings noticed as required by law, open to the  
12 public, and will ensure agendas and minutes are available to the public  
13 according to State "sunshine" laws.

14 24. Special meetings of the Board may be called for any purpose or purposes at  
15 any place in the City of Tallahassee, at any time, by call of the  
16 ChairmanChairperson, or by at least three of the members of the Board. Notice  
17 of such special meetings shall be given at least three (3) days prior to the date  
18 of such meeting, except emergency meetings upon call of  
19 ChairmanChairperson.

20 35. Emergency meetings may be held on call of the ChairmanChairperson so  
21 long as the ChairmanChairperson or Secretary also notifies the public and/or  
22 press of the meeting in sufficient time to attend.

1 ~~46.~~ A quorum at any meeting of the Board shall consist of a majority of the  
2 ~~Board-Board, including the *ex officio* members,~~ but fewer than a quorum may  
3 adjourn from time to time and may compel the attendance of absent members.  
4 ~~Any action of the Board shall be by simple majority of the membership in~~  
5 ~~attendance, excluding the *ex officio* members.~~  
6 ~~A majority of such quorum present and voting shall decide any question that~~  
7 ~~may come before the meeting.~~

8 ~~57.~~ The annual meeting of the Board shall be held during the month of July  
9 each year. At such time officers for the ensuing year shall be elected, a report  
10 of the past year's activities presented and the budget for the ensuing year  
11 formally adopted.

12 **ARTICLE II**

13 **BOARD VACANCIES**

- 14 1. A member's position shall become vacant when:
- 15 a. A member is absent from 33% of the regularly scheduled  
16 meetings in a given calendar year, regardless if such absence  
17 is excused or unexcused. All absences will be duly recorded  
18 in the meeting summary. Absences from emergency or  
19 special called meetings will not be recorded against a  
20 member in calculating the percent of absences; or
  - 21 b. A member is absent three (3) consecutive meetings, unless  
22 the member is excused by the Chairperson pursuant to  
23 paragraph 2 below; or

1 c. When the committee is notified by staff that a member no  
2 longer meets the membership requirements; or

3 d. When a member's term expires;

4 e. When a member resigns; or

5 f. When a member is removed by the City Commission as  
6 provided in Chapter 2003-356, Laws of Florida

7 2. Special exceptions on the removal of members for absences may be  
8 made by the Chairperson of the Board when the absences are due to  
9 health, time-limited extenuating circumstances, or other extraordinary  
10 circumstances, and the absences do not affect the ability of the Board to  
11 maintain a quorum.

12 3. The Chairperson of the Board shall give prior notice to a member  
13 before declaring his/her position to be vacant due to failure to meet the  
14 attendance requirements.

15 4. The Chairperson of the Board shall immediately, upon receipt of a  
16 resignation or when advised of a vacancy, notify the Mayor. It will be the  
17 responsibility of the Mayor to insure an appointment will occur within thirty  
18 (30) days of notification. If an appointment is not made within thirty (30) days  
19 by the Mayor, the Board shall have the authority to request an appointment be  
20 agendaed for the next available commission meeting.

21

1 **ARTICLE III**

2 **OFFICERS**

3 1. The officers of the Board shall be a ChairmanChairperson, Vice-  
4 ChairmanChairperson, Secretary, and a Treasurer and such other officers as  
5 may be deemed necessary, each of whom shall be elected annually for a term of  
6 one (1) year unless sooner removed by the Board and each of whom shall hold  
7 office until his successor shall be elected and qualified.

8 2. The ChairmanChairperson shall be the Chief Executive Officer of the  
9 corporation, shall preside at all meetings, shall have general supervision of the  
10 affairs of the Board, shall make reports to the Board and to the City  
11 Commission of the City of Tallahassee, shall execute all instruments in the  
12 name of the Board and shall inscribe the seal where necessary or required, and  
13 perform all other duties as are incident to his office or are properly required of  
14 him/her by the Board.

15 3. The Vice-ChairmanChairperson in the absence, disqualification or disability  
16 of the ChairmanChairperson, or at his/her direction, shall exercise all of the  
17 functions of the ChairmanChairperson; and in any case so far as the dealings  
18 by third-parties with the Board are concerned, the Vice-ChairmanChairperson  
19 shall have equal authority with the ChairmanChairperson to bind the Board.

20 4. The Secretary shall have custody of and maintain all the Board records  
21 except the financial records; shall record the minutes of all meetings, send out  
22 all notices of meetings, and perform such other duties as may be prescribed by  
23 the Board or the ChairmanChairperson. Minutes of each meeting shall be  
24 approved by the ChairmanChairperson and filed with the City Auditor-Clerk.

25 5. The Treasurer shall have custody of all Board funds and financial records,  
26 shall keep full and accurate accounts of receipts and disbursements and  
27 render account thereof at the annual meeting of the Board and whenever else  
28 required, the Board or ChairmanChairperson shall perform such other duties

1 as maybe prescribed by the Board or ~~Chairman~~Chairperson. The Auditor-Clerk  
2 of the City of Tallahassee shall automatically serve as Treasurer until and  
3 unless the City Commission shall direct him/her otherwise.

4 6. The Executive Director shall be responsible for the day to day activities of  
5 the Board. He/she shall make studies and investigations, compile reports and  
6 generally carry out the functions of the authority under the direction and  
7 guidance of the Board. He/she shall serve at the pleasure of the Board and  
8 shall be compensated at a salary set by the Board, but not to exceed the  
9 highest salary paid to other non-elective city employees. He/she shall be  
10 entitled to reimbursement for (his/her) ordinary and necessary expenses  
11 incurred in carrying out (his/her) duties. The Executive Director shall not be a  
12 member of the Board.

13 7. The Board may employ and prescribe the compensation for such other  
14 employees and independent contractors as may be necessary to carry out its  
15 duties and functions. No such employee or independent contractor shall be a  
16 member of the Board.

17 8. Any of said officers may be removed from office for malfeasance in office or  
18 conduct prejudicial to the Board by the vote of not less than three-fifths  
19 (3/5ths) of the whole membership of the Board at any regular or special  
20 meeting of the Board. Provided, however, that any officer so sought to be  
21 removed shall be given not less than ten (10) days notice in writing of the  
22 charges to be preferred against him/her, and be given an opportunity to refute  
23 the same before the Board.

24 **ARTICLE ~~III~~IV**  
25 **SEAL**

26 The corporate seal of the authority shall consist of two concentric circles,  
27 between which is the following: TALLAHASSEE DOWNTOWN IMPROVEMENT  
28 AUTHORITY, and in the center shall be inscribed: "A Body Corporate 1972."

1 **ARTICLE IV**

2 **FUNDS**

3 1. The fiscal year of the Board shall run from October 1 of each year to  
4 September 30 of the following year.

5 2. Prior to August 1 of each year, the Board shall prepare a budget for the next  
6 fiscal year, which said budget shall be prepared in the same manner and  
7 contain the same information as those prepared by the City of Tallahassee.  
8 After adoption by the Board, the Budget shall be submitted to The City  
9 Commission of the City of Tallahassee for its approval but approval of no other  
10 officer or body of the City shall be required.

11 3. All funds of the Board shall be received, held and secured like other public  
12 funds by the appropriate fiscal officers of the City. The funds of the authority  
13 shall be maintained under a separate account and shall be disbursed only by  
14 direction or approval of the Board pursuant to requisitions signed by the  
15 ~~Chairman~~Chairperson or Vice- ~~Chairman~~Chairperson and countersigned by  
16 the Executive Director. Warrants for the payment of obligations and expenses  
17 of the Board shall be signed by the ~~Chairman~~Chairperson and Treasurer of the  
18 Board.

19 4. The Board shall annually secure the services of an independent certified  
20 accountant who has no personal interest, direct or indirect, in its fiscal affairs  
21 to perform an external audit. A copy of this audit shall be filed with the City  
22 Clerk within ninety (90) days after the end of each fiscal year.

23 **ARTICLE VI**

24 **AMENDMENTS**

25 1. The Board may amend these ~~By-Laws~~bylaws consistent with the  
26 implementing legislative act creating the Board by majority vote of the Board if

1 the text of the proposed amendment has been read at least once at a previous  
2 regular meeting.

3 2. No amendment to these ~~By Laws~~bylaws shall become effective until  
4 approved by the City Commission.

5 This amendment to the DIA bylaws approved by the DIA on January 14, 2008.

6 This amendment to the DIA bylaws approved by the City Commission on  
7 \_\_January 23, 2008\_\_\_\_\_.

8 **TALLAHASSEE DOWNTOWN IMPROVEMENT AUTHORITY**

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10  
11  
12 By: \_\_\_\_\_  
13 William L. Moor  
14 Chairman

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16  
17 **CITY OF TALLAHASSEE**

18  
19  
20 By: \_\_\_\_\_  
21 John R. Marks, III  
22 Mayor

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25  
26 **ATTEST:**

26 **APPROVED AS TO FORM:**

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28  
29 By: \_\_\_\_\_  
30 Gary Herndon  
31 City Treasurer-Clerk

29 By: \_\_\_\_\_  
30 James R. English  
31 City Attorney

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33  
34 Attachment: Chapter 2003-356, Laws of Florida