



Downtown Racine Corporation By-Laws

(a Wisconsin Non stock Corporation)

Originated Date	July, 1989	Date of Latest Revision	25-April-2016
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NOTE: Bold italics denote addition or revision

Article 1 -- Offices

1.01 Principal Business Offices: The Downtown Racine Corporation (DRC or Corporation) Board of Directors may designate business or principal office locations within or without the State of Wisconsin as needed.

Article 2 -- DRC Members

2.01 Membership -- Any community-minded adult person who has a vital interest in the purposes of the organization and who will actively participate in achieving those purposes is eligible for membership.

2.02 Annual Members' Meeting -- The annual meeting of the members shall be held not later than *February* of each year, for the transaction of such business as may come before the meeting, including but not limited to continuing interaction toward the goals of the organization. The *Executive Director* shall determine the date and place of the meeting.

2.03 Special Meeting -- Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the Chair of the Board or "by a resolution of" the Board of Directors. The Chair may designate anywhere within or without the State of Wisconsin, as the place of the meeting.

2.04 Members' Meeting Notice -- The Executive Director, or designee, shall send a meeting notice to DRC members' between 5 and 45 days prior to the scheduled meeting time. The notice should include meeting date, time, and *place*. The notice may be communicated by personal contact, email, or postal mail.

2.05 Members' Meeting Responses -- DRC members who are unable to attend members' meetings may respond to the meeting notice in writing, or electronic media that they are unable to attend. Members are deemed present when they send a designee in their place. The person taking minutes shall document the names of members present, absent and designees in the meeting minutes.

2.06 Conduct of Meetings -- Executive Director or designee shall call the meeting of the members to order and shall act as chair of the meeting.

2.07 Quorum -- No less than one-half of the number of members shall constitute a quorum for the transaction of business at a meeting of the members. The quorum includes those present and proxies.

2.08 Manner of Acting -- Every act or decision done or made by a majority of the members present at a duly held meeting at which a quorum (greater than 50%) is present shall be the act or decision of the members, unless the law, the Articles of Incorporation of the Corporation or these Bylaws require a greater proportion.



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2.09 Action Without Meeting -- Any action which may be taken at a meeting of the members may be taken without a meeting if members holding at least 50% of the voting power shall consent in writing to such action. Such action must be evidenced by one or more written consents describing the action taken, signed by the required number of members, and delivered to the Corporation for inclusion in the minutes or corporate records.

“Written consent” includes a communication transmitted or received by electronic means; “sign” includes executing an electronic signature, such as a member’s insertion of his or her name in an electronically transmitted writing. All signatures on the written consent shall be dated and, in determining whether the required number of members have signed the consent, only those signatures dated after the date of the most recent meeting of the members may be counted.

Such action by written consent shall have the same force and effect as the vote of the members at a meeting duly called and held. Written notice of member approval shall be given to all members who have not signed the written consent. If member approval by written consent is less than unanimous, any such actions contemplated by such consent will be effective 10 days after the aforementioned notice has been given.

2.10 Adjournment -- Any meeting of the members, whether annual or special, and whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the members present. Notice of the time and place of an adjourned meeting need not be given to absent members if said time and place are fixed at the meeting adjourned. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting adjourned.

2.11 Membership Fees -- The Board of Directors shall from time to time establish a schedule of membership fees to be charged to the members of the Corporation, said membership fees to be used in furtherance of the purposes and of the administration of the Corporation.

2.12 Classes of Membership -- The Board of Directors may from time to time establish such classes of membership, as it deems appropriate.

2.13 Directors as Members -- Members of the Board of Directors should be dues paying members of the Corporation.

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Article 3 -- Board of Directors

3.01 Number and powers of the Board -- *A twenty-one (21) member Board of Directors, comprised of at least two representatives from each category below, shall manage the business and affairs of the Corporation:*

- *Downtown Retailers*
- *Downtown Professionals*
- *Downtown Property Owners*
- *Downtown Residents*
- *Corporate Sponsors*
- *Members at Large (with preference to fundraising volunteers)*

Additionally, at least one representative as follows:

- *County Executive or designee*
- *Mayor or designee*
- *1st. District Alderman or designee*

"Downtown" is generally defined as being bounded on the east by Lake Michigan, north by businesses located adjacent to the Root River, south to Eighth Street, and West to Marquette Street. The Board may make exceptions as is appropriate.

3.02 Term of Office -- A director's term of office shall be two (2) years, and no such director shall serve for more than two (2) consecutive terms except the County Executive, Mayor, and Alderman or their respective designees whose term as a director shall last as long as the County Executive, Mayor or Alderman serves in such office (or, in the case of a designee, his or her removal by the County Executive, Mayor or Alderman, as applicable). Any director elected to fill a vacancy on the Board of Directors in Mid- term shall be eligible for re-election for two (2) consecutive full terms not to exceed five and one-half years of service.

Executive Committee exceptions:

- *Any director elected to serve as Chair of the Board of Directors for or in a year which is also the second year of his or her second consecutive term may have his or her second consecutive term extended for one (1) year.*
- *The Past Chair may consecutively serve as the Chair*
- *The Chair may make other exceptions as appropriate and to benefit DRC*

Each director and/or Executive Committee member shall hold office until his/her successor shall have been duly elected or until his or her prior death, resignation, or removal.



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3.03 Election -- When appropriate, the Executive Director (who will be a non-voting member) and a Nominating Committee of three (3) Directors, appointed by the Chair, will identify prospective Board Members. The Nominating Committee must present the prospective members' names to the Board of Directors for approval.

3.04 Board Meeting Attendance and Membership Removal -- If a Board Member misses more than three meetings during the calendar year, the Chair will work with the member to improve attendance. If the member is unable or unwilling to improve their attendance, the Chair may recommend removal from the Board. Board Members are removed from office by affirmative vote of seventy-five percent (75%) of the current directors.

3.05 Regular Board Meetings Other Than Annual Meeting -- Regular meetings of the Board of Directors, other than the annual meeting, must be held at least every other month, and shall be generally on the third Monday of the month at such time and place as shall be determined by resolution of the Board of Directors. Notice of any change in the time or place of holding any regular meeting, or of any adjournment of a regular meeting to reconvene at a different place, shall be communicated by electronic media or postal mail not less than forty-eight (48) hours before such meeting to all directors who were absent at the time such action was taken.

3.06 Special Board Meetings -- Special meetings of the Board of Directors for any purpose or purposes shall be called by the staff of the Corporation at the request of the Chair or at the request of a majority of the directors. Such request shall state the purpose or purposes of the proposed meeting. The staff of the Corporation shall give notice of all special meetings not later than the day prior to the meeting.

3.07 Quorum and Designees -- A majority of the number of directors (eleven) set forth in Section 3.01 shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but a majority of the directors present (though less than such quorum) may adjourn the meeting. The County Executive and the Mayor may name a designee, having voting authority, to serve in their place if they are unable to attend.

3.08 Manner of Acting -- The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law.

3.09 Action Without Meeting -- An action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action is signed by all of the directors then in office. "Written consent" includes a communication transmitted or received by electronic means; "sign" includes executing an electronic signature, such as a director's insertion of his or her name in an electronically transmitted writing.

Such action by written consent shall have the same force and effect as the unanimous vote of the directors taken at a meeting. Such written action shall be effective when signed by all of the directors, unless a different effective date and time are specified in the written consent.



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3.10 Conduct of Meetings -- The Chair of the Board, and in his or her absence, the Vice Chair and in their absence, any director chosen by the directors present, shall call meetings of the Board of Directors to order and shall act as chair of the meeting.

3.11 Presumption of Assent-- A director of the Corporation who is present at a meeting of the Board of Directors or a committee thereof of which he or she is a member at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes.

3.12 Executive Committee -- The members of the Executive Committee shall be the Chair of the Board, the Past Chair, if still a member of the Board, the Vice Chair, the Secretary, the Treasurer, and two (2) of the three (3) governmental offices, or their designees, who shall be elected to the Executive Committee by the Board of Directors.

The Chair may appoint an additional member to serve at the pleasure of the Chair. The Chair may also make additional appointments to the Executive Committee contingent upon a majority vote of the Board.

The Executive Committee shall have and exercise between Board meetings all of the powers of the Board in the management of the affairs of the Corporation, except action in respect to election of officers or the filling of vacancies on the Board or any of its committees.

The Executive Committee shall also serve as the Personnel Committee which committee shall be responsible for guiding and adhering to Corporation personnel policies and procedures as outlined in the DRC Personnel Policy Manual.

3.13 Standing Committees -- Each Board member shall serve on one of the standing committees. They shall be appointed to the committee by the Chairman of the Board at the first meeting. The Chairman of the Board shall appoint the Chairman of each committee in January. The committees may consist of non-board members and shall not be limited in size. They shall be as follows:

- Finance Committee - To assess the organization's current financial reporting and refine the current system to help analyze the organization's sustainability.
- Fundraising/Events Committee - To increase revenue through new and refined fundraising and special event initiatives.
- Membership Committee -To increase individual, business and corporate memberships.
- Business Development Committee – To communicate the availability of retail, office and residential space to appropriate with community and economic development partners, entrepreneurs and other potential users

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3.14 DRC Planning Processes

- Strategic Plan -- The Executive Committee shall establish, review, and update Strategic Plan to provide guidance in fulfilling the DRC mission. The plan should cover the next 3 to 5 years. It should be approved by the Board of Directors and include broad goals and objectives needed to fulfill the DRC mission.
- Annual Plan -- The Executive Committee shall establish, review, and update an Annual Plan that is derived from the strategic plan, but goes into greater detail. The plan should identify and prioritize the goals, objectives, and resources needed for the upcoming year.
- Annual Budget -- The Executive Committee should develop an Annual Budget prior to the new fiscal year. The budget should tie into the Annual Plan to ensure the plans' goals and objectives are funded.

The Executive Committee is responsible for establishing and updating the Strategic Plan, the Annual Plan, and the Annual Budget as follows:

- Conduct a special 3rd quarter Board meeting to review the Strategic Plan draft
- Update the draft for final Board approval
- Develop the annual plan in October and review with Board
- Develop the next years' budget based on the annual plan goals / plans

3.15 Resignation -- A director may resign at any time by giving written notice to the Secretary of the Corporation, who shall advise the Board of Directors of such resignation. Such resignation shall take effect at the time specified therein or, if no time is specified, then upon receipt of the resignation by the Secretary of the Corporation, and unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

3.16 Removal -- The members of the Corporation may, with or without cause, remove one or more directors or the entire Board, except that the County Executive, Mayor, and Alderman or their respective designees may not be so removed (provided that, in the case of a designee, the County Executive, Mayor or Alderman may remove his or her designee for any or no reason).

A director may be removed only if the number of votes cast to remove the director would be sufficient to elect the director at a meeting of the members. A director may be removed only at a member meeting called for the purpose of removing the director, and the meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the director.

A director elected by the Board to fill the vacancy of a director who was elected by the members may be removed without cause by the members but may not be removed without cause by the Board.



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ARTICLE 4 -- OFFICERS

4.01 Officers -- The Corporation shall have a Chair, Vice Chair, Executive Director, Secretary, a Treasurer and such other officers or assistant officers as the Board of Directors may from time to time elect. Any two or more of said offices may be held by the same person, except that the offices of Secretary and Treasurer may not be held by the same person.

4.02 Chair -- The Chair of the Board of Directors shall be responsible to work with the Executive Director to insure the orderly conduct of the business of the Corporation. He/She shall preside at all meetings of the Members, Directors, and Executive Committee. He/She shall perform such other duties as may from time to time be assigned to him or her by the Board of Directors.

4.03 Vice Chair -- The Board will elect a Vice Chair to perform the Chair's functions when the Chair is absent.

4.04 Executive Director -- The Executive Director shall be responsible to the Chair.

4.05 Secretary -- The Secretary shall perform all duties incident to the office of Secretary and have such other duties and exercise such authority as from time to time may be assigned to him or her by the Chair of the Board of Directors.

4.06 Treasurer -- The Treasurer, through the Executive Director, shall be responsible for the custody of the corporate funds and securities of the Corporation, full and accurate account receipts and disbursements of the Corporation, and shall deposit of all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors, and the disbursement of the funds of the Corporation in the manner and for the purpose ordered by the Board of Directors, taking proper vouchers for all such disbursements. The Treasurer shall render to the Board of Directors, monthly, or as otherwise requested, financial statements showing the results of operations and the financial condition of the Corporation. The Treasurer shall perform such other duties as the Board of Directors may from time to time prescribe.

4.07 Election -- The officers of the Corporation shall be chosen by the Board of Directors and each officer shall hold office until such officer's successor shall have been duly elected and qualified, or until such officer's death, resignation or removal. Election or appointment as an officer shall not of itself create contract rights.

4.08 Resignation -- Any officer may resign at any time by giving written notice to the Board of Directors or the Secretary of the Corporation. Such resignation shall take effect at the time specified therein or, if no time is specified, then upon receipt of the resignation by the Secretary or the Board of Directors as the case may be, and, unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

4.09 Removal -- Any officer may be removed from office by the action of the Board of Directors, whenever in their judgment the best interests of the Corporation will be served thereby, without prejudice to the contract rights, if any, of the officer so removed.

4.10 Vacancies -- A vacancy occurring in any office, for any reason, may be filled by the Board of Directors.

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ARTICLE 5 -- AGENTS AND ATTORNEYS

5.01 Agents and Attorneys -- The Board of Directors may hire, engage, or appoint agents as deemed proper to represent it in the transaction of business that the Corporation is authorized to transact.

ARTICLE 6-- INSTRUMENTS, BANK ACCOUNTS, LOANS, CHECKS, DRAFTS, AND DEPOSITS

6.01 Execution of Instruments -- Except as in these Bylaws otherwise provided, the Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authorization may be general or confined to specific instances.

Except as so authorized, or as in these Bylaws otherwise expressly provided, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose in any amount.

6.02 Bank Accounts -- The Board of Directors from time to time may authorize the opening and keeping of general and/or special bank accounts with such banks, trust companies or other depositories as may be selected by the Board or by any officer or officers, agent or agents of the Corporation to whom such power may be delegated from time to time by the Board of Directors. The Board of Directors may make such rules and regulations with respect to said bank accounts, not inconsistent with the provisions of these bylaws, as the Board may deem expedient.

6.03 Loans -- No indebtedness for borrowed money shall be contracted on behalf of the Corporation and no evidence of such indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authorization may be general or confined to specific instances, but, in the event the Corporation elects to operate under the provisions of the Wisconsin Urban Redevelopment Law, it shall be subject to the provisions of such law.

6.04 Checks, Drafts, etc. -- All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation and in such manner as shall from time to time be determined by or under the authority of a resolution of the Board of Directors.

6.05 Deposits -- All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as may be elected under the authority of a resolution of the Board of Directors.



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ARTICLE 7 -- MISCELLANEOUS PROVISIONS

7.01 Amendments by Directors -- These By-Laws may be altered, amended, or repealed and new By-Laws may be adopted by the Board of Directors by affirmative vote of a majority of the number of directors serving.

7.02 Fiscal Year -- The fiscal year of the Corporation shall be the calendar year.

7.03 Indemnification of Directors and Other Officers -- The Corporation shall indemnify every director or officer against expenses reasonably incurred in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her being or having acted in that capacity for the Corporation, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct; in the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the corporation is advised by counsel that the person to be indemnified did not commit such a breach of duty.

Directors, officers, employees, or agents shall provide the corporation of written advance notice of any pending action or suit brought against him or her by reason of having served in these capacities for the Corporation.

7.04 Dissolution -- Upon dissolution of this Corporation, all of its property and assets remaining after payment of its debts and liabilities shall be surrendered and turned over to an organization or organizations which are engaged in activities substantially similar to those of the Corporation and which shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue code of 1954 (or corresponding provisions of any future United States Internal Revenue law), as the Board of Directors shall determine.

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Appendix

Appendix A -- Records Retention and Destruction Policy.

Retention of records provides valuable historical reference documents for DRC. Old records that are rarely, if ever, used take up valuable, expensive space; yet premature destruction of records can be a costly and sometimes embarrassing mistake.

It is the policy of DRC to retain records as required by law and as needed for reference and to destroy them when appropriate.

DRC maintains an offsite warehouse space for storage of records needed for reference on an infrequent basis. This is currently located at 1220 Mound Avenue, Racine, WI.

The addition of records to the warehouse must be made via a "Form for Request for Addition of Records to Warehouse." Once the records have been added to the warehouse, a copy of this form will be included in the records log.

The destruction of records must be approved via a "Records Destruction Form." Once the records have been destroyed, a copy of this form will be included in the Records Log.

Anything that relates to an individual or contains social security numbers should be shredded.

A "Warehouse Records Inventory List" will be maintained and included in the Records Log. This list will show what records are currently in the warehouse.

Copies of the forms mentioned above (for Request for Addition of Records to Warehouse, Records Destruction Form and Warehouse Records Inventory List) are included for illustrative purposes. The format of these forms may be changed as the need arises.

A list of records and their retention periods is attached.

Records include electronic files that have separate and distinct backup and retention requirements.

Electronic files must be backed up and stored as follows:

- Old e-mails (over twelve months) should be deleted at least quarterly.
- All file servers or individual computers will be backed up daily.
- A copy of a daily backup will be stored offsite.
- Year end backup will be stored offsite.

Yearend backup data files will be retained seven years. Operating software will be retained for as long as files using the software are retained to ensure that data can be retrieved.

On a quarterly basis, the Accountant will test a daily backup file to determine that files are being backed up as required. As part of the test, a file will be restored to ensure the backup software is working as designed.



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Record retention periods:

Record	Retention Period
Accounting general ledger records (annual YTD)	7 Years
Accounts payable records	7 Years
Annual meeting records	7 Years
Audited financial statements	Permanently
Bank reconciliations	7 Years
Cash receipts backup	7 Years
Charts of accounts	3 Years
Contracts	3 Years after end of contract
Employee personnel records - basic records (dates of employment, position, title)	Permanently
Monthly Financial statements (internal)	3 Years
Annual Financial statements (internal)	7 Years
Grant awards	7 Years from end of grant
Insurance policies	3 Years after end of coverage
Minutes	Permanently
Payroll records	7 Years
Publications distributed by the organization	Permanently
Purchase orders	3 Years
Legal correspondence	Permanently
Tax returns -- payroll, including W-2, 941 and 1099	7 Years
Tax returns -- forms 990 and 5500	Permanently



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By-Laws Amendments and Restatements

By-Laws changes, deletions, restatements, and additions must be documented in the following "Change History" table. See Section "7.01 Amendments by Directors" for the approval process for changing By-Laws.

Amendment & Restatement History

Section	Description of Change, Addition, Deletion and/or Restatement	Reason	Date
Changes prior to 2015	Unknown	Unknown	January 1992 February 1993 December 1993 February 1994 October 1994 April 1995 June 1998 August 1999 September 2001 October 2010
Article 1 -- Offices	<ul style="list-style-type: none"> • re-word 	<ul style="list-style-type: none"> • improve understanding 	20-Dec-2015
2.02 Annual Members' Meeting	<ul style="list-style-type: none"> • Changed meeting date • Changed the person who initiates annual membership meetings from '<i>Board</i>' to '<i>Executive Director</i>' • Added additional language to reflect failure to hold such a meeting does not result in a forfeiture or dissolution of the Corporation 	<ul style="list-style-type: none"> • added flexibility • reflect current practice 	20-Dec-2015
2.04 Member Meeting Notice	<ul style="list-style-type: none"> • Changed the person who initiates meetings from '<i>Chair</i>' to '<i>Executive Director</i>' • Added email notification • Reworded 	<ul style="list-style-type: none"> • reflect current practice • reflect current practice • improve understanding 	20-Dec-2015



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Section	Description of Change, Addition, Deletion and/or Restatement	Reason	Date
2.05 Member Meeting Responses	<ul style="list-style-type: none"> • Reworded • Removed a requirement that meeting minutes must record names of members present, absent, and designees. 	<ul style="list-style-type: none"> • improve understanding • reflect current practice 	20-Dec-2015
Section numbering	<ul style="list-style-type: none"> • Starting with section 2.05, changed section numbering due to additional sections 	<ul style="list-style-type: none"> • Correction 	20-Dec-2015
2.06 Conduct of Meetings	<ul style="list-style-type: none"> • Changed who calls members meetings to order from 'Chair' to 'Executive Dir'. 	<ul style="list-style-type: none"> • reflect current practice 	20-Dec-2015
2.07 Quorum	<ul style="list-style-type: none"> • Added section 	<ul style="list-style-type: none"> • establish quorum standard 	20-Dec-2015
2.08 Manner of Acting	<ul style="list-style-type: none"> • Added section 	<ul style="list-style-type: none"> • establish action standard 	20-Dec-2015
2.09 Action Without Meeting	<ul style="list-style-type: none"> • Added section 	<ul style="list-style-type: none"> • establish written consent process and added flexibility 	20-Dec-2015
2.10 Adjournment	<ul style="list-style-type: none"> • Added section 	<ul style="list-style-type: none"> • establish adjournment process 	20-Dec-2015
3.01 Number and powers of the Board	<ul style="list-style-type: none"> • Added "Downtown Resident" • Clarified that public sector elected members may assign a designee who will have voting powers • Re-worded section • Defined 'downtown' boarders 	<ul style="list-style-type: none"> • expand Board experience, • reflect current membership • improve understanding • to clarify 	20-Dec-2015
3.02 Term of Office	<ul style="list-style-type: none"> • Defined the County Executive, Mayor, and Alderman's positions as 'permanent' • Added the past chair could consecutively serve as chair • Added the chair may make exceptions to ex. committee membership 	<ul style="list-style-type: none"> • Clarify • provide flexibility • provide flexibility 	20-Dec-2015



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Section	Description	Reason	Date
3.03 Election	<ul style="list-style-type: none"> • Re-worded • Changed the nomination committee from only the 'Chair' to a committee of three appointed by the Chair • Clarified that the Board must approve the prospective members. • Added the membership provides final approval for new Board Members 	<ul style="list-style-type: none"> • improve understanding • reflect current practice • reflect current practice • clarify 	20-Dec-2015
3.04 Board Meeting Attendance and Membership Removal	<ul style="list-style-type: none"> • Reworded • Clarified the requirements for attendance and removal 	<ul style="list-style-type: none"> • improve understanding • define process for Board Member removal 	20-Dec-2015
3.05 Annual Directors Meeting	<ul style="list-style-type: none"> • Deleted this section 	<ul style="list-style-type: none"> • reflect current practice -- Board meetings are every other month and there is no 'annual' meeting 	20-Dec-2015
Section numbering	<ul style="list-style-type: none"> • starting with section 2.05, changed section numbering due to deleted section 	<ul style="list-style-type: none"> • correction 	20-Dec-2015
3.05 Regular Board Meetings Other Than Annual Meeting	<ul style="list-style-type: none"> • Changed meeting frequency from every month to every other month 	<ul style="list-style-type: none"> • devote time for committee meetings 	20-Dec-2015
3.06 Special Board Meetings	<ul style="list-style-type: none"> • Removed 'written' as a communication method 	<ul style="list-style-type: none"> • add flexibility 	20-Dec-2015
3.07 Quorum and Designees	<ul style="list-style-type: none"> • Added that public sector designees may vote at Board Meetings 	<ul style="list-style-type: none"> • reflect current practice 	20-Dec-2015
3.09 Action Without Meeting	<ul style="list-style-type: none"> • Added Section 	<ul style="list-style-type: none"> • establish written consent process and added flexibility 	20-Dec-2015
3.11 Vacancies	<ul style="list-style-type: none"> • Deleted 	<ul style="list-style-type: none"> • redundant to section 3.03 	20-Dec-2015
3.12 Executive Committee	<ul style="list-style-type: none"> • Added that designees can participate in Executive Committee Meetings 	<ul style="list-style-type: none"> • reflect current practice 	20-Dec-2015



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Section	Description	Reason	Date
3.13 Standing Committees	Deleted committees for: <ul style="list-style-type: none"> • Economic Development • Design • Retail Management • Special Events Added committees for: <ul style="list-style-type: none"> • Finance • Fundraising & Special Events • Business Development 	Up-dated to reflect current needs and expectations	20-Dec-2015
3.14 DRC Planning Process	Added a new section describing the planning process	<ul style="list-style-type: none"> • to define the required process for planning (Strategic Plan, Operating Plan, and Budget) 	20-Dec-2015
3.15 Resignation	Added section	<ul style="list-style-type: none"> • establish resignation process, added flexibility 	20-Dec-2015
3.16 Removal	Added section	<ul style="list-style-type: none"> • establish removal process, added flexibility 	20-Dec-2015
Article 4	Added article	<ul style="list-style-type: none"> • establish officers positions • should be a separate article from Board of Directors Article 	20-Dec-2015
4.01 Officers	Added section	<ul style="list-style-type: none"> • added flexibility 	20-Dec-2015
4.02 Vice Chairs	Changed the number of Vice Chairs from two to one	<ul style="list-style-type: none"> • reflect current practice 	20-Dec-2015
4.03	Added article	<ul style="list-style-type: none"> • establish responsibilities of the Executive Director 	20-Dec-2015
4.04	Added section	<ul style="list-style-type: none"> • establish responsibilities of the Executive Director 	20-Dec-2015
4.07 Election	Added section	<ul style="list-style-type: none"> • establish election process 	20-Dec-2015
4.08 Resignation	Added section	<ul style="list-style-type: none"> • establish resignation process 	20-Dec-2015



Downtown Racine Corporation By-Laws

(a Wisconsin Non stock Corporation)

Originated Date	July, 1989	Date of Latest Revision	25-April-2016
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Section	Description	Reason	Date
4.09 Removal	Added section	<ul style="list-style-type: none"> establish removal process 	20-Dec-2015
4.10 Vacancies	Added section	<ul style="list-style-type: none"> establish vacancy process, added flexibility 	20-Dec-2015
ARTICLE 5	Renumbered from Article 4 to Article 5	<ul style="list-style-type: none"> renumbered due to added section 	20-Dec-2015
ARTICLE 6	Added " <i>instruments and Bank Accounts</i> ", and deleted " <i>Contracts and Special Corporate Acts</i> ": in the title	<ul style="list-style-type: none"> renumbered due to additional section subjects not covered under the section 	20-Dec-2015
6.01 Execution of Instruments	Added section	<ul style="list-style-type: none"> added flexibility 	20-Dec-2015
6.02 Bank Accounts	Added section	<ul style="list-style-type: none"> added flexibility 	20-Dec-2015
6.03 Loans	Revise section numbering	<ul style="list-style-type: none"> correct duplicate numbering 	20-Dec-2015
ARTICLE 7	Renumbered from Article 6 to Article 7	<ul style="list-style-type: none"> renumbered due to additional section 	20-Dec-2015
7.01 Amendments by Directors	Changed member voting from once per year at a meeting, to allow electronic voting anytime	<ul style="list-style-type: none"> add flexibility 	20-Dec-2015
7.03 Indemnification of Directors and Other Officers	Added "his or hers designees"	<ul style="list-style-type: none"> clarify that designees are indemnified 	20-Dec-2015
Appendix A Records Retention and Destruction.	Included the existing records retention and destruction policy in the By-Laws	<ul style="list-style-type: none"> to define and document requirements 	20-Dec-2015
Appendix B Expenditure Approvals	Added a new section describing approval requirements	<ul style="list-style-type: none"> to define and document requirements 	20-Dec-2015
By-Laws Amendments and Restatements	Added a process that describes By-Law changes, deletions, restatements, and additions.	<ul style="list-style-type: none"> define the process and state what was changed, why it was changed, and the effective date of change 	20-Dec-2015
By-Laws	Board approved the changes, additions, and deletions dated 20-Dec-2015	<ul style="list-style-type: none"> Up-date By-Laws 	21-Dec-2015



Downtown Racine Corporation By-Laws

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Section	Description	Reason	Date
7.01 Amendments by Directors	Removed an exception that required DRC Members, instead of DRC Board Members, approve changes to Section 3.01.	<ul style="list-style-type: none"> • Logistics -- Member approval requires a quorum making it virtually impossible to ever change section 3.01 	25-April-2016
3.01 Number and powers of the Board	Board Members approved the 20-Dec-2015 changes.	<ul style="list-style-type: none"> • Board Members were given the authority to change section 3.01 on 25-April-2016 	25-April-2016
		<ul style="list-style-type: none"> • 	

Excepting, however, that the provisions of paragraph 3.01 of Article III as presently stated in these By-Laws shall only be amended by an affirmative vote of the members of the Corporation. Member voting may occur when needed, and be via electronic media, a special meeting, or during the Annual Members Meeting. See the "Amendment & Restatement History" table at the end of this document.