

OPERATING PROCEDURES
OF
THE RAPID CITY BUSINESS IMPROVEMENT DISTRICT

Article I: Name

The name of this organization shall be the Rapid City Business Improvement District One, hereinafter referred to as "BID".

Article II: Purpose

The purpose of the Rapid City Business Improvement District is to fund marketing and promotion activities for the City Rapid City and its hotels and motels included within the Business Improvement District.

Article III: Location of the Office

The principal office of the BID shall be the Rapid City Area Chamber of Commerce, 444 Mt. Rushmore Road North, Rapid City, South Dakota, 57701. The mailing address shall be P.O. Box 747, Rapid City, South Dakota, 57709.

Article IV: Board of Directors

Section 1. Composition, Vacancies & Terms

Pursuant to South Dakota Codified Law Chapter 9-55.

Section 2. Past Chairman

Each year the Chairman of the Board, upon completion of his or her term of office, shall remain on the Board of Directors for one additional year as an ex-officio non-voting member.

Section 3. Special Representation

A member of the Rapid City Common Council, appointed by the Mayor, shall serve as a non-voting member of the Board of Directors. Additionally, a representative of the Rapid City Convention and Visitors Bureau shall serve on the Board of Directors as a non-voting member.

Section 4. Board Nominees

The Mayor, with the approval of the Rapid City Common Council, shall appoint new members of the Board of Directors.

Section 5. Resignations

Resignations of Directors shall be in writing and shall take effect upon receipt of the Board of Directors.

Section 6. Removal

Any Director may be removed upon a vote of two-thirds of the members of the Board of Directors present at any regular or special meeting thereof, when seven days written notice of such proposed removal, meeting time and place has been given.

Article V: Officers

Section 1. Composition

The Officers of the Board shall consist of a Chairman, Vice Chairman and Secretary.

Section 2. Election & Nominations

The Officers of the Board of Directors shall be elected by a simple majority of the members of the Board of Directors in July of each year. Directors shall nominate individuals from among the current Directors of the Board. In the event that only one Director is nominated for an open Officer position, an open election shall be held. In the event that more than one Director is nominated for an open Officer position, an election by secret ballot shall be held.

Section 3. Chairman

The Chairman shall preside over meetings of the Board of Directors. He or she shall perform all duties incidental to this position and recommend such actions as he or she believes will increase the effectiveness of the BID.

Section 4. Vice Chairman & Secretary

In the absence, disability or under the direction of the Chairman, the Vice Chairman shall be vested with all the powers and perform all the duties of the Chairman, and shall have such additional powers and perform such additional duties as shall be ordered by the Board of Directors. In the absence of both the Chairman and the Vice Chairman, the Secretary shall preside over meetings.

Section 5. Resignation

Resignation of Officers shall be in writing and shall take effect upon receipt by the Board of Directors.

Article VI: Convention & Visitors Bureau (CVB) Executive Director

Section 1. Reporting

The CVB Executive Director shall report to the Chairman of the Board of Directors.

Section 2. Responsibilities

The CVB Executive Director shall be responsible for all personnel matters and communications relating to the CVB staff and the Board of Directors.

Article VII: Meetings

Section 1. Board Meetings

Regular meetings of the Board of Directors shall be held monthly. The Board of Directors may adopt a fixed time for the regular meetings. Special meetings of the Board of Directors may be called at any time or place by either the Chairman or the CVB Executive Director.

Section 2. Quorum

A quorum for the transaction of business at any meeting of the Board of Directors shall consist of the majority of the members of the Board.

Section 3. Board Responsibilities

The following are Board of Director Responsibilities:

1. Attend all meetings of the Board. Any member of the Board of Directors with three (3) absences or more within a 12 month period shall be asked to resign
2. Spend necessary time to execute duties of board.

Article VIII: Finances

Section 1. Funds

All monies collected pursuant to the ordinance and delivered to the CVB shall be placed in a special account and used as funds available for the Business Improvement District.

Section 2. Disbursements

No unbudgeted obligation shall be incurred and no money shall be appropriated without prior approval of the Board of Directors. The Board of Directors each year shall submit an annual budget to the Rapid City Common Council for its approval.

Section 3. Operating Year

The operating period for budget purposes is by fiscal year beginning on September 1st and ending on August 31st.

Article IX: Miscellaneous

Section 1. Amendments

These Operating Procedures may be amended, repealed, or altered in whole or in part upon a vote of the majority of a quorum of the Board of Directors of the BID present at any meeting of such Board, when seven days written notice of such proposed amendment, meeting time and place has been given.

Section2. Parliamentary Authority

The rules contained in the most current edition of Robert's Rules of Order Newly Revised shall govern the BID in all instances in which they are applicable and in which they are not inconsistent with these Operating Procedures.

Adopted: (insert date)