BYLAWS
of the
Downtown Business Association

ARTICLE I
PURPOSES

The purpose for which this Association is formed is to promote, foster, and encourage downtown business and to act as an advocate on issues that affect downtown business.

ARTICLE II
LOCATION

The principal office of the Association shall be located in the city of Juneau, state of Alaska.

ARTICLE III
MEMBERSHIP

Section 1. Eligibility: Any person who owns or has an interest in a business or any business in the downtown business district is eligible to become a member of the Association. The downtown business district encompasses the downtown area of Juneau from the AJ Dock to 1700 Glacier Avenue. General members shall consist of those businesses that enjoy extra promotional and advertising benefits, as designated by the Board. Associate members shall consist of all other businesses.

Section 2. Voting: Each member in good standing with the Association shall have one vote.

Section 3. Duration of Membership: Membership is considered to be continuous upon submitting an application with dues, and shall be reviewed upon annual payment of dues on or before April 15 of each year. Membership in this Association may terminate by voluntary withdrawal, lapse on non-payment of dues, or as provided by the Board of Directors. All rights, privileges, and interests of a member in or to the Association shall cease upon termination of membership. Membership shall be nontransferable.
ARTICLE IV

DUES

Membership dues shall be set by Board resolution. The amount of the dues shall be reviewed annually by the Board.

ARTICLE V

MEETINGS

Section 1. The membership shall meet once each year, at the call of the president or a majority of the directors.

Section 2. Special meetings may be called by the president.

ARTICLE VI

BOARD OF DIRECTORS

Section 1. Powers: The policies and activities of the Association shall be under the direction of the Board of Directors.

Section 2. Authorized Number: The authorized number of directors of this Association shall be nine (9).

Section 3. Eligibility and Term of Office: Each director shall be a member of the Association. The term of office of a director shall be three years. Terms are limited to three (3) consecutive full terms. Terms are defined as January 1 – December 31, for three (3) consecutive years.

Section 4. Vacancies: A vacancy on the Board occurs when the actual number of directors is less than the authorized number.

Section 4.1: When a vacancy occurs within ninety (90) days of an election, the board shall appoint an interim director. The position will be filled during the next election process. If the vacancy occurs more than ninety (90) days a special election will be held.

Section 4.2 Elections will be held annually in the fall. Results will be announced within 14 days of the closing of the election.

Section 5. Meetings: The Board shall meet at least nine times each year. Meetings may be called by the president or by any two (2) directors. Notice must be given to
Section 6. **Waiver:** Any director who attends a meeting waives any defect in or absence of notice.

Section 7. **Action Without Meeting:** The Board of Directors may take action without a meeting, if a majority (all) of the directors execute (a written) consent agreeing to the action.

Section 8. **Quorum:** A majority of the authorized number of directors constitutes a quorum for the transaction of business.

Section 9. **Attendance Requirement:** Board members are required to attend 75% of scheduled board meetings and actively participate in at least one (1) committee.

**ARTICLE VII**

**COMMITTEES**

Section 1. **Executive Committee:** The Board of Directors may, by resolution, designate four (4) or more directors to constitute an executive committee which may exercise the authority of the Board.

Section 2. **Other Committees:** The Board of Directors may authorize other committees as it determines appropriate, which may consist of directors and/or members and shall have the power only to advise the Board.

**ARTICLE VIII**

**OFFICERS**

Section 1. **Officers:** The officers of this Association shall be a President, Vice President, Treasurer, and Secretary. The Board of Directors may, by resolution, establish additional offices. No individual may hold more than one office on the Board.

Section 2. **Election and Removal:** The officers shall be elected by the Board of Directors from its membership and shall serve at the pleasure of the Board. Any officer may be removed by a majority vote of the Board.

Section 3. **President:** The President shall preside at all meetings of the Board of Directors and shall be, ex officio, a member of all committees.

Section 4. **Vice President:** The Vice President shall preside if the President is excused from the meeting.

Section 5. **Treasurer:** The Treasurer shall be responsible for oversight of the...
financial records of the Association, to give financial reports to the Board, supervise the handling of funds within the Association and for such other duties as the Board may require.

Section 6. Secretary: The Secretary shall be responsible for taking minutes of all Board and General Meetings, for keeping the records of the Association, and for such other duties as the Board may require.

ARTICLE IX

LIABILITIES

Section 1. [a] Nothing herein shall constitute members of this Association as partners for any purpose. Any debt incurred or initiated by this Association with the consent and on behalf of a member shall be the financial responsibility of that individual member.

Section 2. [b] Board members’ liability for acts and omissions are limited to the maximum extent permitted under Alaska law, including AS 09.17.050. In addition, the Association shall indemnify any director or member who was, is, or is threatened to be made a party to a civil, criminal, administrative or investigative proceeding (other than an action by or on behalf of the Association itself) by reason of the fact that the person is or was a member or director of the Association, provided that the person acted at all relevant times in good faith and in a manner the person reasonably believed to be in the best interests of the Association.

ARTICLE X

FUNDS

Section 1. Finances: This Association is not intended as a profit-making organization, not is it formed with the expectation of making a profit. This Association shall use its funds only for the objectives and purposes state in these Bylaws.

Section 2. Bondings: Persons entrusted with the handling of Association funds may be required, at the discretion of the Board of Directors or the executive committee, to furnish at Association expense a suitable fidelity bond.

ARTICLE XI

BOOKS AND RECORDS

The treasurer shall keep correct and complete books and records of accounts. The Secretary shall keep minutes of the meetings of the general members and Board of Directors. The Association shall keep a record of the names and addresses of the members. All books and records of the Association may be inspected by any member or his agent of attorney at any reasonable time.
ARTICLE XII

FISCAL YEAR

The fiscal year of the Association shall end on December 31.

ARTICLE XIII

DISSOLUTION

The Association may be dissolved in accordance with AAS 10.20.290. In the event of dissolution, the assets of the Association shall be applied and distributed as follows:

1. All liabilities and obligations of the Association shall be paid and discharged, or adequate provisions shall be made therefore;

2. Upon the dissolution of the organization, the disposition of net proceeds from charitable gaming conducted under AS 05.15, will go to a charitable organization as defined at AS 05.15.690(5) or another qualified organization that is authorized to conduct an activity under AS 05.15;²

3. The remaining assets shall be distributed in accordance with a plan adopted by a majority of the Board of Directors.

ARTICLE XIV

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of AS 10.20 or these Bylaws, a waiver in writing signed by the person entitled to the notice., whether before or after the time notice is required, shall be deemed equivalent to the giving of the notice.

ARTICLE XV

AMENDMENT OF BYLAWS

These Bylaws may be amended by the affirmative vote of a majority of the Board of Directors in accordance with the provision of any applicable statutes.

DBA Bylaws -- Revised as of April 10, 2017.

² (The January 1, 2005 revision of these bylaws reflects the gaming permit requirements as set out by the State of Alaska, Department of Revenue, Gaming Division and should not be changed.)
ARTICLE XVI

CONTRACTS, CHECK, DEPOSITS, AND GIFTS

Section 1. Contracts: The Board of Directors may authorize any officers or agent of the Association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association. Such authority may be general or may be confined to specific instances.

Section 2. Checks, Drafts, or Orders: All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Association shall be signed by the president or the treasurer of the Association, and if the amount of the check is more than $500, by at least one other officer of the Association.

Section 3. Deposits: All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.