

RESOLUTION NO. 07A-2015

**A RESOLUTION FOR THE PASSAGE, APPROVAL AND ADOPTION OF
THE RAWLINS DOWNTOWN DEVELOPMENT AUTHORITY/MAIN
STREET BOARD BYLAWS.**

WHEREAS, the Governing Body of the Rawlins City Council recognizes the Rawlins Downtown Development Authority/Main Street and their continuing efforts to encourage community awareness and to promote the City of Rawlins, local businesses, local agencies and to further the development of building a vibrant downtown, preserving its historical integrity and developing business opportunities for its' citizenry; and

WHEREAS, the City of Rawlins having previously authorized the adoptions of the Rawlins Downtown Development Authority/Main Street Board Bylaws on September 16, 2014; and

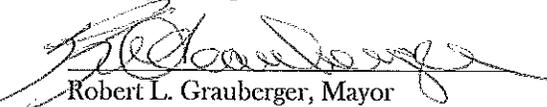
WHEREAS, the duly appointed members of the Rawlins Downtown Development Authority/Main Street Board after careful consideration has recommended these Bylaws to the Governing Body of the City of Rawlins for passage, approval and adoption; and

WHEREAS, the Rawlins Downtown Development Authority/Main Street Board has worked cooperatively with City Staff and the City Attorney in drafting these Bylaws to the City of Rawlins for approval.

NOW, THEREFORE, BE IT RESOLVED BY THE GOVERNING BODY OF THE CITY OF RAWLINS, CARBON COUNTY, WYOMING that the attached Bylaws of the Rawlins Downtown Development Authority/Main Street Board consisting of six (6) written pages are hereby passed, approved and adopted and shall hereby become the Bylaws to be utilized by the Rawlins Downtown Development Authority/Main Street Board henceforth thereby repealing and replacing all other previously adopted bylaws.

PASSED, APPROVED, AND ADOPTED this 7th day of July, 2015.

CITY OF RAWLINS, a Wyoming
Municipal Corporation


Robert L. Grauberger, Mayor

ATTEST:


Marla K. Brown, City Clerk

CITY OF RAWLINS

RAWLINS DOWNTOWN DEVELOPMENT AUTHORITY/MAIN STREET BYLAWS

PASSED, APPROVED AND ADOPTED BY THE RAWLINS CITY COUNCIL ON JULY 7, 2015

ARTICLE I. CREATION.

The Municipal Authority, known as the RAWLINS DOWNTOWN DEVELOPMENT AUTHORITY (DDA), shall be governed by its establishing Ordinance No. 10C-91 adopted October 15, 1991, and Sections 15-9-201 through 223, inclusive of the Wyoming Statutes and its Rules as adopted by its Board of Directors. In February 2006, Rawlins DDA adopted the Main Street Approach to accomplish its goals and was accepted into the Wyoming Main Street Program. The name of the corporation therefore is officially changed to the RAWLINS DOWNTOWN DEVELOPMENT AUTHORITY/MAIN STREET. In all documentation, RAWLINS DOWNTOWN DEVELOPMENT AUTHORITY/MAIN STREET shall be referred to as the Rawlins DDA/Main Street.

ARTICLE II. PURPOSE.

The purposes of this Rawlins DDA/Main Street shall be to serve a public use; to promote the health, safety, prosperity, security and general welfare of the inhabitants of the area in which Rawlins DDA/Main Street may exercise its powers and of the people of this state, to halt or prevent deterioration of property values or structures within the central business district of Rawlins, Wyoming, to halt or prevent the growth of blighted areas within such district, and assist the City of Rawlins in the development and redevelopment of such district and in the overall planning to restore or provide for the continuance of the health thereof, and be of special benefit to the property within the boundaries of this authority.

ARTICLE III. BOARD OF DIRECTORS.

Section 1. Designation. The members of the Board of Directors of the Rawlins DDA/Main Street are those persons who shall at any time and from time to time be appointed by the Rawlins City Council pursuant to Ordinance No. 10C-91. Each Board Director shall have one vote in the conduct of the affairs of the Board.

Section 2. Property Interest of Board Directors and Officers. No Board Director, officer or employee of Rawlins DDA/Main Street shall have any right, title or interest in or to any real or personal property or other assets of Rawlins DDA/Main Street during its existence, or upon the dissolution of Rawlins DDA/Main Street, not shall any of the earnings of Rawlins DDA/Main Street inure to the benefit of any member (if there are any members), Board Directors, officer, employee or other private individual.

Section 3. Regular Meetings. The Board shall establish a regular meeting day and shall hold regular meetings not less frequently than once each month, at a location selected by the Board. All meetings of the Board shall be

open to the public except those dealing with land acquisition or sales, personnel matters, and legal matters, or as permitted by law.

Section 4. Special Meetings. The Board shall have special meetings upon the call of the Chair or upon oral or written request of any six (6) Board Directors. Notice of special meetings shall be given in accordance with W. S. 16-4-404 (the open meeting law).

Section 5. Executive Session. The Board, at its discretion, may adjourn to an executive session to discuss land acquisition and matters permitted by law. The Board shall then return to a regular session to make any decisions.

Section 6. Quorum. A majority of the Board Directors shall constitute a quorum.

ARTICLE IV. APPOINTMENT AND QUALIFICATION.

Section 1. Board Terms. The affairs of Rawlins DDA/Main Street shall be under the direct supervision and control of a Rawlins DDA/Main Street Board, hereinafter the "Board," consisting of nine (9) members appointed by the governing body and described as consisting of the following positions. A majority of the board, except any member from the governing body, shall reside, be a lessee or own property in the downtown development district within the municipality in which the authority is located.

Position #1 shall be a member of the governing body, appointed to serve at the pleasure of the governing body;

Position #2 shall be a representative of the Rawlins-Carbon County Chamber of Commerce and shall serve at the pleasure of the Chamber of Commerce Board of Directors;

Position #3 shall be appointed to serve initially until December 31, 2000, and then every four (4) years thereafter;

Position #4 and #5 shall be appointed to serve initially until December 31, 2001, and then every four (4) years thereafter;

Positions #6 and #7 shall be appointed to serve initially until December 31, 2002, and then every four (4) years thereafter;

Position #8 and #9 shall be appointed to serve initially until December 31, 2003, and then every four (4) years thereafter.

Section 2. Ex Officio. In addition to the aforementioned Board positions, ex-officio members may be appointed by the City Council. Such ex-officio members shall receive notice of the meetings and may participate in public discussion, but shall not have the right to vote, make or second motions or be part of the quorum.

Section 3. Oaths. Each member of the Board, prior to assuming the duties of the office, shall qualify by taking and subscribing to the oath of office required of other officials of the City.

Section 4. Board Vacancy. The city Council shall fill board vacancies for the remainder of the unexpired term of the predecessor.

Section 5. Board Attendance. Board members shall attend all regular meetings, except for excused absence, where the member notifies either the office, director or Board chair prior to the meeting. At the Board's discretion, a member with three or more unexcused absences shall be called to the City Council's attention.

Section 6. Additional Board Responsibilities. Board members shall serve on one of the subcommittee of the organization, except for the appointee of the governing body.

ARTICLE V. OFFICERS AND OTHER PERSONNEL.

Section 1. Officers. The officers of the Board shall be a Chair, Vice Chair, a Secretary and a Treasurer.

Section 2. Election and Term of Office. The officers of the Board shall be elected biennially by the Board Directors at the first regularly scheduled meeting following July 1, except those elected the first year shall serve until July 1, 1993. Each officer shall be a Board Director and shall hold office until his or her successor shall have been duly elected and shall have qualified.

Section 3. Vacancy. A vacancy in any office for any reason may be filled by majority vote of the Board for the unexpired portion of the term.

Section 4. Executive Director. A director, who shall be a person of good moral character and possessed of a reputation for integrity, responsibility and business ability. No member of the Board is eligible to hold the position of director. The director is the chief executive officer of the authority. Subject to the approval of the Board, shall have general supervision over and be responsible for the preparation of plans and the performance of the function of the authority in the manner authorized by this article. Shall preside at all meetings of the Board, and may sign with the approval and consent of the Rawlins City Council, together with the Secretary or any other authorized officer of the Board, any leases, deeds, mortgages, bonds, contracts, or other instruments which the Board authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegate by the Board by statue to some other officer or agent of Rawlins DDA/Main Street. The director shall assist in preparing for the annual audit performed in conjunction with the City of Rawlins.

Section 5. Chair. The Chairman shall preside at all meeting and public hearings of the Board, shall decide all points of order or procedure, shall certify recommendations to the Rawlins City Council, and shall transmit

reports and recommendations of the Board to the City Council. The Chairman may authorize any Board Member or staff member to certify recommendations. The Chair shall assist in preparing for the annual audit performed in conjunction with the City of Rawlins.

Section 6. Vice Chair. The Vice Chairman shall assume the duties of the Chairman in the Chairman's absence. The Vice Chairman shall assist in preparing for the annual audit performed in conjunction with the City of Rawlins.

Section 7. Treasurer. A treasurer, who shall keep the financial records of the authority and who, together with the director, shall approve all vouchers for the expenditure of funds of the authority. The Treasurer shall lead the efforts in preparing for the annual audit performed in conjunction with the City of Rawlins. Treasurer shall perform such other duties as may be delegated by the Board.

Section 8. Secretary. A secretary, who shall maintain custody of the official seal, if any, and of all records, books, documents or other papers not required to be maintained by the Treasurer. Who shall attend all meetings of the board and keep record of all its proceedings. He shall perform such other duties as may be delegated by the board. In the absence of the Secretary, the Board shall ensure that official minutes of the meeting are being properly recorded and maintained. The Secretary shall perform such other duties as may be delegated by the Board.

The Secretary shall provide a duplicate of all approved minutes of regular and special meetings to the City council not more than thirty (30) days after a Rawlins DDA/Main Street Board Meeting.

ARTICLE VI. FISCAL YEAR.

Section 1. Fiscal Year. The fiscal year of Rawlins DDA/Main Street shall begin on the first day of July of each year and shall end on the Thirtieth day of June of the following year.

Section 2. Audit. Rawlins DDA/Main Street shall cause an annual audit to be made pertaining to the fiscal affairs of Rawlins DDA/Main Street. An audit shall be performed each year, as part of the City of Rawlins.

Section 3. Budget. The Board Directors shall each year submit to the City council a proposed operating budget for the forthcoming fiscal year. Duplicates of the proposed budget shall be provided to the City Manager, City Treasurer, and each member of the City Council. Before becoming effective the budget must be adopted by the City Council as a part of its regular budget adoption process.

Section 4. Payment of Accounts. Expenditures of the DDA will require a voucher signed by two (2) persons. Checks will also require two (2) signatures. One (1) of which must be an officer, the other may be the

Executive Director's, except those checks which would be compensation to the Executive Director. Compensation to the Executive Director will require the signatures of two (2) officers.

ARTICLE VII. CONFLICTS OF INTEREST.

No board member or employee of the Board shall vote or otherwise participate in any matter in which he has specific financial interest, defined as a matter in which the member or employee would receive a benefit substantially greater than or incur a cost substantially less than other property owners within the district. When such interest appears, the board member or employee shall make such interest known, and shall thenceforth refrain from voting on or otherwise participating in the particular transaction involving such interest. Willful violation of the provisions of this section constitutes grounds for dismissal subject to the provisions of W. S. 15-9-206(d).

ARTICLE VIII. AMENDMENTS.

These Bylaws may be altered, amended or repealed by the affirmative vote of a 2/3 majority of the Board Directors voting at any regular or special meeting; provided that no amendment or repeal of a Bylaw is effective until the amendment or repeal is approved by the Rawlins City Council.

ARTICLE IX. REPLACEMENT.

These bylaws shall repeal and replace all other rules of procedure, bylaws previously adopted or abided by. The revisions made to these bylaws were approved at a meeting of the Rawlins City Council.

BOARD APPROVAL AND RECOMMENDATION TO THE RAWLINS CITY COUNCIL

THE RAWLINS DOWNTOWN DEVELOPMENT AUTHORITY/MAIN STREET BOARD HEREBY APPROVES, RATIFIES AND RECOMMENDS these Bylaws consisting of six (6) written pages to the Rawlins City Council for final approval on the _____ day of _____, 2015.

RAWLINS DOWNTOWN DEVELOPMENT
AUTHORITY/MAIN STREET BOARD

Board Member

Attest:

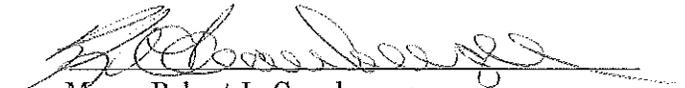
Board Secretary

**RAWLINS CITY COUNCIL PASSAGE, APPROVAL AND ADOPTION OF THE
RAWLINS DOWNTOWN DEVELOPMENT AUTHORITY/MAIN STREET
GOVERNING BYLAWS**

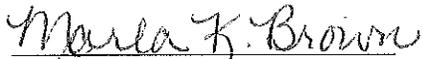
THE ABOVE AND FOREGOING RAWLINS DOWNTOWN DEVELOPMENT AUTHORITY/MAIN STREET BOARD BYLAWS WERE PRESENTED TO THE RAWLINS CITY COUNCIL on the 7th day of July, 2015, at a regularly held meeting of the Rawlins City Council with said Bylaws being approved by a majority of the Rawlins City Council and shall hereby become the Bylaws to be utilized by the Rawlins Downtown Development Authority/Main Street Board.

PASSED, APPROVED AND ADOPTED by the Rawlins City Council this 7th day of July, 2015,

THE CITY OF RAWLINS,
A WYOMING MUNICIPAL CORPORATION.


Mayor Robert L. Graubeger

ATTEST:


Marla K. Brown, City Clerk