



**BYLAWS
OF THE MICHIGAN CITY MAINSTREET
ASSOCIATION, INC.
OF MICHIGAN CITY, INDIANA**

ARTICLE I

Name

The name of the corporation will be the Michigan City Mainstreet Association, Inc. (hereinafter MCMA), and the duration will be perpetual. It will be a nonprofit corporation and seek exemption under Section 501 (C) (3) of the Internal Revenue Code.

Location and Office

Section 1. Headquarters.

MCMA will be headquartered in Michigan City, Indiana.

Section 2. Office

At such time there is a MCMA office, it will be located in the MCMA district.

Section 3. Meeting location.

As a rule, MCMA board meetings and annual meetings will be held within the boundaries of the MCMA district.

Section 4. Location of records.

Until the time a MCMA office is open, all records of the corporation will be kept by officers and committee chairs of the corporation.

ARTICLE II

Purpose

Section 1. Promotion.

Create a positive image for the district by promoting the downtown as an exciting place to live, work, play, and invest.

Section 2. Organization.

Organize and build consensus and cooperation among various stakeholders.

Section 3. Economic.

Assist in retaining businesses and recruiting compatible new businesses to the district.

Section 4. Design.

Convey a positive visual message of the district.

Michigan City Mainstreet Association

www.mcmainstreet.com

info@mcmainstreet.com

Section 5. Education.

Inform citizens and members on topics of common interest and concerns to the district.

ARTICLE III

Boundaries and Membership

Section 1. Boundaries.

The boundaries of the MCMA district are defined as:

- 1 both sides of 11th Street on the south
- 2 Lake Michigan on the north
- 3 both sides of Wabash Street on the west
- 4 both sides of Spring Street on the east

Section 2. Members.

Any business, organization, or individual in the City of Michigan City or LaPorte County interested in supporting the purpose of the MCMA may become a member by completing an application form as prescribed by the Board of Directors.

There will be four types of membership in the MCMA:

1. Businesses and professional property owners (1-25 employees)
2. Businesses and professional property owners (25 + employees)
3. Not-for-profit organizations
4. Individuals

Section 3. Dues.

Annual dues for each type of membership may be different and will be in the amounts determined by the Board of Directors. Dues are payable in January of each calendar year. Dues for those joining in mid-year may be pro-rated. There will be no refunds. Each member will have one vote. The Board of Directors may suspend voting privileges of any member whose membership dues are in arrears by more than 90 days.

ARTICLE IV

Directors

Section 1. Duties.

The Board of Directors will manage, set policy for, and oversee the management of the MCMA. They will control its property and be responsible for its finances. The Board of Directors may hire an Executive Director and support personnel. The Board of Directors may enter into contracts necessary to accomplish the MCMA goals.

Section 2. Qualifications.

There will be twelve members of the Board of Directors. Any member, employee of a member business/organization, or partner or associate in a member business/organization of MCMA is eligible to be elected as a Director.

Section 3. Term.

Each year, four directors will be elected to a three (3) year term or until their successors are elected. Directors will take office on January 1. Directors will serve no more than two consecutive terms.

Section 4. Nominations and Elections.

At the November meeting, Directors will elect a nominating committee of three to select candidates for the open Director positions. A slate of officers will be presented by the nominating committee at the December Annual Meeting. Prior to the ballot, nominations from the floor will also be allowed. Every member will have one vote for each available Director's position. Tallying of ballots and announcement of new Directors will be made at the Annual Meeting. In the event of a tie, a runoff election will immediately be held by ballot.

Section 5. Vacancies.

Any Director may resign at any time by giving written notice to the MCMA Board of Directors. Any vacancy on the Board occurring because of death, resignation, refusal to serve or other reason will be filled for the unexpired term by action of a majority of the remaining Directors. Three consecutive unexcused absences from regular Board of Director's meeting will be considered a vacancy.

Section 6. Meetings.

The Board of Directors will meet at least six (6) times each year. The President and/or any three Directors may call a meeting of the Board. At a duly called meeting of the Board of Directors (7) members will constitute a quorum. Voting at all meetings of the Board of Directors will be in person only.

Section 7. Compensation.

Directors will receive no compensation for their services as Directors, however, the Board may vote to authorize reasonable reimbursement of expenses incurred in the performance of their duties.

Section 8. Orientation.

New members of the Board of Directors will participate in an orientation program designed to familiarize them with the goals and objectives of MCMA and with their responsibilities. Orientation may be a joint effort of the President, other officers, Directors of the Board, committee chairpersons, or other.

ARTICLE V

Officers

Section 1. Number of Officers.

MCMA will have a President, Vice President, Secretary, and Treasurer. Each officer will serve a one year term, or until successor is elected. Officers will be elected by the Board of Directors from board members at the first Board of Directors meeting following the Annual Meeting of the Membership. Officers begin their term immediately following the meeting where they are elected.

Section 2. Duties of President.

The President will preside at all meetings of the Board of Directors, and at the Annual meeting ending his/her term of office. The President will have the same vote as any other Director. The president will sign all checks and document pertaining to MCMA when the President's signature is necessary or desirable. The President may set a regular schedule for Board of Director Meetings and Informational Meetings of the Membership. The President will perform all duties customarily given that officer and other duties that may be directed by vote of the Board of Directors.

Section 3. Duties of Vice President.

In the absence of the President, the Vice President will possess all the President's powers and discharge all Presidential duties. The Vice President may also sign checks or documents necessary for MCMA. The Vice President will perform all duties customarily given that officer and may also have other duties directed by the President or vote of the Board of Directors.

Section 4. Duties of the Secretary.

The Secretary will keep and preserve a full and correct record of the proceedings of MCMA. The Secretary will send and keep record of all MCMA correspondence and will mail or email a packet (meeting notice, agenda, minutes of previous meeting and any minutes of standing or other committees) to Board of Directors at least 7days prior to each meeting. The Secretary will perform all duties customarily given that officer and may also have other duties directed by the President or vote of the Board of Directors.

Section 5. Duties of Treasurer.

The Treasurer will receive, account for, and deposit all funds received by MCMA in the MCMA bank account. The Treasure will sign checks for the MCMA. At the Annual Meeting and at regular Board of Director meetings, the Treasurer will provide a verbal and written report and summary statement of the financial affairs of MCMA. The Treasurer will keep a master listing of all paid members and provide a current list to the Board of Directors. The Treasurer will be an ex-officio member of the Finance Committee. The Treasurer will perform all duties customarily given that officer and may also have other duties directed by the President or vote of the Board of Directors.

Section 6. Immediate Past President.

In the event that the Immediate Past President's term on the board has expired the Board of Directors may ask the Immediate Past President to serve as an ex-officio, non-voting, member of the Board of Directors and act in an advisory capacity to the President and Board of Directors.

Section. 7 Temporary Officers.

In the event of the absence or disability of any officer of the MCMA, the President may temporarily delegate the powers and duties of such officers to any other officer or member of the Board.

ARTICLE VI

Meetings

Section 1. Annual Meeting.

The Annual Meeting of the MCMA membership will be held in December. Members will be notified by mail or email at their last known address between 14 and 21 days before the meeting date.

Section 2. Purpose of Annual Meeting.

The purpose of the Annual Meeting will be a review of the year, election of Board of Directors for the upcoming year, and other business the Board of Directors brings before the membership. At this meeting the Board of Directors will determine the day, time, and location of their next meeting in order to elect officers.

Section 3. Informational Meetings of the Membership

Informational Meetings of the Membership will be held at least six (6) times each year. These meetings may be held on the same day as, and prior to the meetings of the Board of Directors.

Section 4. Special Meetings of the Membership.

Special meetings of the membership may be requested by the President, Board of Directors, or written petition presented to the Board by at least 10 members. Notification of special meetings will be by mail or email at least 10 days before the meeting date.

Section 5. Quorum.

One-third of all members must be present, in person, to make a quorum and conduct business at a meeting of the membership. If no quorum, the meeting will be adjourned and members notified of rescheduled meeting at least 5 days prior to new meeting date.

Section 6. Policy/Guidelines

The Board of Directors may establish policy/guidelines to effect the operation of the association.

Section 7. Parliamentary Authority.

Roberts Rules of Order (latest edition) will govern parliamentary procedures of membership meetings, special meetings and meetings of the Board of Directors when not in conflict with MCMA bylaws, rules or guidelines.

ARTICLE VII

Executive Director and/or Support Personnel

At such time as an Executive Director and/or Support Personnel are hired by the Board of Directors a job description and compensation plan will be developed by the Executive Committee following input from appropriate resources. The recommendation of the Executive Committee will be reviewed and voted on by the Board of Directors.

ARTICLE VIII Committees

Section 1. Standing Committees.

The MCMA will have Standing Committees working toward achieving the goals of the Association. Standing Committees may include but are not limited to:

1. **Economic**
The Board of Directors will set the purpose and responsibilities of this committee. Said purposes and responsibilities may include but are not limited to:
 - Assist in recruiting and retaining compatible businesses in the district
 - Assist in converting unused or underused commercial space in the district
2. **Finance/Audit**
The Board of Directors will set the purpose and responsibilities of this committee. Said purposes and responsibilities may include but are not limited to:
 - Assist with preparation of annual budget
 - Assist with distribution of annual membership statements
 - Review and report on state of finances (audit) of the MCMA
3. **Marketing/Promotion/Special Events**
The Board of Directors will set the purpose and responsibilities of this committee. Said purposes and responsibilities may include but are not limited to:
 - Promote the MCMA to local/area residents and visitors
 - Develop and support both short and long-term marketing plans including media relations, print materials, web sites and email
 - Oversee and regulate quality and appearance of promotional materials
4. **Membership**
The Board of Directors will set the purpose and responsibilities of this committee. Said purposes and responsibilities may include but are not limited to:
 - Review and recommend changes in dues structure

Section 2. Standing Committees reporting and appointment.

Standing committees will report at least quarterly to the Board of Directors. The President may name a member of the Board, as an ex-officio member of any standing committee. Minutes of standing committee meetings will be provided, in writing, to the President and Secretary of the Board within 14 days of each meeting. Standing Committee members need not be limited to members of MCMA and will be appointed by the President.

Section 3. Special Committees Duties and Responsibilities

Each Special Committee, deemed necessary by the Board, will be named with details of structure, duties, etc. outlined under the Policy Statements of the MCMA Board of Directors.

Section 4. Executive Committee.

The officers of the Board of Directors will serve as the Executive Committee.

Section 5. Advisory Experts.

Advisors may be selected for their area of expertise which may include, but is not limited to legal, accounting, financial, and insurance. Advisory experts will be invited to meetings as necessary and need not be members of MCMA.

ARTICLE IX

Finances

Section 1. Fiscal year.

The fiscal year of the MCMA will be January 1 through December 31.

Section 2. Check signing.

All checks and other forms of payment of money and transfers of money or securities will be signed by the Treasurer and one of the following: President or Vice President.

Section 3. Depository.

All funds of the MCMA will be deposited frequently in a bank(s) in the MCMA district as selected by the Board of Directors.

Section 4. Budget

Within 45 days of each election of the Board of Directors, the Board will approve a MCMA budget for the fiscal year. The approved budget may be reviewed and revised periodically as deemed necessary by the Board.

Section 5. Annual financial report.

Within 14 days of the close of the fiscal year, the Treasurer of the MCMA will prepare an annual report to include details of the financial condition of the corporation and a statement of the source and use of all funds.

Section 6. Audit.

An audit committee will be named by the President, at the November meeting of the Board, to review and report, to the Board of Directors, on the state of finances of the MCMA within 45 days of the Annual Meeting. An accounting firm will be hired by the Board of Directors to perform a review of the associations' financial records at least once every three years.

Section 7. Dissolution.

At the time the MCMA ceases to operate, by vote of the Board of Directors, the monies and properties of the corporation will be distributed to private, exempt non-profit corporation(s).

ARTICLE IX

Amendments

These bylaws may be amended by resolution at any time by an affirmative vote at any Annual Meeting or Special Meeting of the membership.