

Proposed By-Laws of the Missoula Midtown Association

Originating 01-04-2007

ARTICLE I: DECLARATION OF ORGANIZATION

SECTION ONE: DECLARATION OF ORGANIZATION'S NAME:

The name of this group is the Missoula Midtown Association.

ARTICLE II: MISSOULA MIDTOWN ASSOCIATION MISSION STATEMENT:

SECTION ONE: MISSION STATEMENT:

The Missoula Midtown Association is committed to promote, advocate, preserve, facilitate and enhance Midtown Missoula's commerce and community while providing an environment of cooperation to overcome challenges. The Missoula Midtown Association will strive to be a dynamic organization with energy and commitment to the long-term success of Missoula's Midtown.

ARTICLE III: ELIGIBILITY FOR MEMBERSHIP

SECTION ONE: ELIGIBILITY FOR MEMBERSHIP:

Any and all businesses, interested parties or individuals are eligible for membership into the Missoula Midtown Association. Eligibility is not based on geographic location of businesses. Interested businesses, parties or individuals can join at any time. Membership renewals will be executed at the beginning of each new calendar year.

ARTICLE IV: ANNUAL MEMBERSHIP DUES

SECTION ONE: ANNUAL DUES:

Membership rates will be established and reviewed by the Board of Directors annually, but prior to the beginning of each calendar year. Annual Dues are eligible to be paid annually, quarterly or monthly at the pre-designation of each member or joining businesses.

ARTICLE V: BOARD OF DIRECTORS, OFFICERS AND ELECTIONS

SECTION ONE: BOARD OF DIRECTORS:

Missoula Midtown Association's activities and affairs will be administered by the Board of Directors, made up of 7 (seven) active members. The seven active members will consist of a President, Vice-President, Secretary, Treasurer, and three Board of Directors officers. The Board of Directors will strive to accomplish

the organization's goals and objectives. The number of seats on the Board of Directors can be changed at their sole discretion by majority vote of the Board of Directors. An Interim Board will be elected at the onset of the Association existence and will expire when at the end of the calendar year 2007. Interim Board Members will have the option to run and assume their positions without any of the term restrictions adopted in the bylaws.

SECTION TWO: BOARD OF DIRECTOR SERVICE TERMS:

At the formation of the inaugural Board of Directors, all 7 (seven) positions will be elected for a two-year term. At the end of the initial Board of Directors' terms for each of the following annual elections the terms will be for 1 (one year). At the direction of the Board of Directors, Officers positions can be served consecutively.

SECTION THREE: BOARD OF DIRECTOR ELIGIBILITY

Board of Directors are required to be active members in good standing of Missoula Midtown Association. The Board positions are considered volunteers and receive no compensation for their services. Failure to maintain active member status will be considered a resignation for the Board of Director office.

SECTION FOUR: VACATED BOARD POSITIONS:

The remaining Board of Directors will affirm by majority vote new Directors who will serve the remaining term of vacated seat. At the end of that term the successor, at their own discretion, can accept their own new term of office.

SECTION FIVE: ELECTION OF ADMINISTRATIVE OFFICERS:

Missoula Midtown Association Elected Administrative officers shall include a President (1 year term), Vice-President (President Elect), Secretary and Treasurer. At the discretion of the Board, various Committee Chairpersons can be created for specific functions or Association objectives. The officers will be elected at an annual meeting in January of each year and will serve one-year terms (1). The Board will be responsible for presenting the new officers through a nomination process prior to the annual meeting. At the discretion of the Board of Directors, Officer positions can serve consecutively.

SECTION SIX: ADVISORY BOARD OF DIRECTOR POSITIONS:

At the discretion of the Missoula Midtown Association Board of Directors, Advisory Board of Director Positions will be created and deemed beneficial for the Association. Advisory Board members will be sought for input and advice. Advisory Board positions will be non-voting Board positions.

ARTICLE VI: BOARD MEETINGS:

SECTION ONE: BOARD MEETINGS:

The Missoula Midtown Association Board of Directors will establish a regular schedule of monthly Board meetings. A quorum and majority votes are required for Board activity. Board of Directors can attend meetings through teleconferencing.

SECTION TWO: QUORUM:

The Board of Director's quorum will be a majority of the Board members defined in ARTICLE V: SECTION ONE. Votes can be cast if attending meeting through teleconferencing.

ARTICLE VII: ASSEMBLY OF GENERAL MEMBERSHIP:

SECTION ONE: GENERAL MEMBERSHIP ASSEMBLY:

The Missoula Midtown Association will conduct an assembly of the general membership each January. The Association will establish a regular monthly meeting for the remainder of the year.

SECTION TWO: SPECIAL ASSEMBLY:

A special assembly for the Association can be called by the President or in their absence the Vice-President or by a quorum of the Board of Directors.

SECTION THREE: QUORUM:

The general meeting quorum will be 10% attendance by the general membership.

ARTICLE VIII: VOTING RIGHTS:

SECTION ONE: ACTIVE MEMBERS:

An Active Member is defined as a full paying member of the association and is entitled one vote.

SECTION TWO: BALLOTING PROCEDURES:

The Board of Directors are responsible for verification that only active members are provided the right to vote on each ballot that is conducted.

SECTION THREE: GENERAL MEMBERSHIP VOTING:

Notices of issues to be voted on may be mailed or e-mailed to members at the Board of Director's discretion. Voting by mail or e-mail may be made available if meeting attendance is impossible for the member. Such votes must be received in the Missoula Midtown Association's office at the close of the business day prior to the general membership meeting day.

ARTICLE VIII: COMMITTEES:

SECTION ONE: COMMITTEE ASSIGNMENTS:

Active members may and are urged to serve on any committee they choose.

SECTION TWO: COMMITTEE AUTHORITY:

Committees' function shall be to facilitate and implement projects or events. Each committee will report verbally or in writing to the Board of Directors. Committee's will not have the authority to represent the Association without the confirmation of the Board of Directors.

SECTION THREE: GOALS AND OBJECTIVES:

Committee activities will be to implement and execute the Missoula Midtown Association's goals and objectives. Committee's will be responsible for originating and presenting their goals and objectives to the general membership annually.

ARTICLE IX: EXECUTIVE DIRECTOR:

SECTION ONE: EXECUTIVE DIRECTOR:

At the time when the Board determines that the Association can fund an Executive Director, the Director will manage the day-to-day administration of association's affairs including the oversight of future staff positions. The Executive Director shall be chosen by the Board of Directors, which will determine the amount of the Executive Director's compensation. The Executive Director shall perform the duties and responsibilities of the position under the direct supervision and oversight of the Board of Directors and act as the Secretary for the Board. The Board of Directors may remove the Executive Director at their discretion, which can be discussed and ratified by the Board, at any time. There

will be an Executive Committee appointed by the Board of Director's with the purpose of reviewing the Executive Director's performance on an annual basis. The review will be discussed and ratified within the Executive Committee.

ARTICLE X: AGREEMENTS, LOANS AND LEGAL TENDER:

SECTION ONE: AUTHORIZATION

The Board of Directors has the sole authority to allow any officer or officers to enter into legal agreements or to execute and deliver an instrument in on behalf of the Association and this authority may be general or defined to specific instances.

SECTION TWO: LOANS:

Missoula Midtown Association will not contract for a loan or assume debt without authorization by a resolution from the Board of Directors.

SECTION THREE: AUTHORIZED SIGNATURES:

All instruments including checks, drafts or other forms for payment of money, notes or other debts issued by the Association will be signed by officer or officers of the Association or the Executive Director and shall be re-examined and/or determined at any time by resolution of the Board of Directors.

SECTION FOUR: ASSOCIATION FUNDS:

All Association funds not otherwise employed will be deposited from time to time to the credit of the Association in banks or other financial institutions determined by the Board of Directors.

ARTICLE XI: FISCAL YEAR:

SECTION ONE: FISCAL YEAR:

Missoula Midtown Association's fiscal year will be conducted on the calendar year.

ARTICLE XII: PROCEDURE FOR AMENDMENTS TO BYLAWS:

SECTION ONE: BY-LAWS AMENDMENT PROCESS:

The by-laws of the Missoula Midtown Association may be amended, added to or repealed only by a vote of not less than two thirds (2/3) of the general membership.