

**BYLAWS AND INTERNAL GOVERNANCE PROCEDURES OF THE
PENSACOLA DOWNTOWN IMPROVEMENT BOARD**

A NOT-FOR-PROFIT FLORIDA CORPORATION

ARTICLE I – THE BOARD (PURPOSES AND POWERS)

Section 1 - Name

The official name of the Board shall be “Pensacola Downtown Improvement Board” or short title “Downtown Improvement Board”. As used herein, Board, shall mean the Pensacola Downtown Improvement Board unless otherwise specified.

Section 2 – Purpose and Objective

The Downtown Improvement Board was established in April 1972 by the Florida Legislature (Chapter 72-655 as amended 76-466 and 80-582) to correct downtown Pensacola commercial blight; preserve property values; to contribute to the progress and growth of Downtown Pensacola through promotion; manage parking in Downtown Pensacola; encourage economic development; attract commercial and residential re-investment into urban core; and beautify downtown Pensacola through proper maintenance, aesthetic and technical design and redevelopment measures. The overall objectives of the Board are specifically itemized in the state charter and include the following:

- 1 Prepare and maintain, on a current basis, an analysis of the economic conditions and changes occurring in the downtown area, including the effect thereon of such factors as metropolitan growth, traffic congestion, lack of adequate parking and other access facilities, and structural obsolesce and deterioration
- 2 Formulate and maintain on a current basis both short-range and long-range plans for improving the attractiveness and accessibility to the public of downtown facilities, promoting efficient use therefore, remedying the deterioration of downtown property values and developing the downtown area
- 3 Recommend to the City Council for its consideration and approval the actions deemed most suitable for implementing the downtown development plans, including removal; razing; repair; renovation; reconstruction; remodeling and improvement of existing structures; addition of new structures and facilities; relocation of those existing and changes in facilities ingress and egress patterns
- 4 Participate actively in the implementation and execution of approved development plans; including establishment, acquisition, construction, ownership, financing, leasing, licensing, operation and management of publicly owned or leased facilities deemed feasible and beneficial in effecting implementation for public purposes
- 5 Carrying on all other projects and undertakings, including hosting events authorized by laws and within the limits of the powers granted to it by law, and such additional lawful projects and undertaking; related to the downtown area as the City Council may assign to the board with its consent

The general purposes for which the Board is organized are to operate exclusively to promote the health, safety and general economic and social welfare so as to qualify it as a tax-exempt organization under Section 501 (c) (4) of the Internal Revenue Code of 1954, or the corresponding provisions of any subsequent federal tax laws. The Board is not organized for and shall not be operated for profit.

Section 3 – Corporate Seal

The corporate seal of the Board is in the form of a circle, the outer rim of which bears the name “Downtown Improvement Board, Florida” and the date of its organization, 1972 (i.e. April 26, 1972).

Section 4 – Office

The main office of the Board shall be at 11 West Romana Street, Pensacola, Florida, or such other place as may be designated by the Board from time to time provided it remains within the bounds of its established district unless the main office is located in facilities owned by the City of Pensacola, Florida or Escambia County, Florida.

Section 5 – Powers

The Board shall have all powers granted it by the laws of the State of Florida including but not limited to the powers specifically designated in its enabling legislation (Chapter 72-655, as amended) which include the following:

1. To enter into contracts and agreements, and to sue and be sued as a body corporate
2. To have and use a corporate seal
3. To acquire, own, convey or otherwise dispose of lease as lessor or lessee, construct, maintain, improve, enlarge, raze, relocate, operate, and manage property and facilities of whatever type to which it holds title; and to grant and acquire licenses, easements and options with respect thereto; provided however, any property owned by the Board not used for public or governmental purposes will be subject to the applicable state and local taxes imposed thereon
4. To accept grants and donations of any type of property, labor, or other thing of value from any public or private source
5. To receive the proceeds of the tax hereby imposed upon it by trusts or other agreements validly entered into by it
6. To have exclusive control of funds legally available to it, subject to limitations imposed upon it by law or by any agreement validly entered into by it
7. To cooperate and enter into agreements with other governmental agencies or other public bodies
8. To make or to receive from the City of Pensacola conveyances, leaseholds, grants, contributions, loans and other rights and privileges
9. To request by resolution that the City exercise its power of eminent domain to acquire any real property for public purposes. If the property involved is acquired, the Board shall take over and assume control of the property on terms mutually agreed upon between the City and the Board, but the Board shall not thereafter be authorized to sell, lease, or otherwise dispose of the property so acquired without the formal consent of the City Council

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10. To issue and sell revenue certificates as hereinafter provided, or in any other manner permitted by law and not inconsistent with the provisions hereof, including the power to exchange revenue certificates for property, and to take all steps necessary for efficient preparation and marketing of the certificates at public or private sale at the best price obtainable, including the entry into agreements with corporate trustees, underwriters, and the holders of certificates and the employment and payment, as a necessary expense of issuance, for the service of consultants on valuations, costs and feasibility of undertaking, revenues to be anticipated and other financial matters, architecture, engineering, legal matters, accounting matters and any other fields in which expert advice may be needed to effectuate advantageous issuance and marketing
11. To fix, regulate, and collect rents, fees, rates and charges for facilities or projects or any parts thereof or services furnished by it or under its control and to pledge the revenue to the payment of revenue certificates issued by it
12. To borrow money on its secured and unsecured notes, for a period not exceeding 9 months in an aggregate amount for all outstanding unsecured notes not exceeding 50 percent of the unpledged proceeds received during the immediately prior fiscal year from the tax hereby imposed, and at an annual rate of interest not exceeding the rate being charged at the time of the loan by bank in the city on unsecured short-term loans to local businesses
13. To acquire by rental or otherwise and equip and maintain a principal office for the conduct of its business and such branch offices as may be necessary
14. To employ and prescribe the duties, authority and compensation not to exceed the highest salary [aid to other non-elective city employees and reimbursement of expenses of the executive director of the Board, who shall act as its chief executive officer, a general counsel, who shall be an attorney in active Florida practice and so engaged at the time of appointment and such other personnel as may be necessary from time to time, provided its personnel shall not be under civil service regulations and shall be employed to serve at its pleasure, and with the exception if its secretary, shall not while employed by it serve as a member of the Board
15. To exercise all powers incidental to the effective and expedient exercise of the foregoing powers to the extent not in conflict here with or inconsistent with
16. To establish development and taxing sub-districts within the downtown area for sectional development in accordance with the comprehensive plan, taxes acquired from said sub-districts to be utilized solely within the sub-district area, said area not to be less than one city block in size; provided, however, that no sub-district shall be the electors located therein. No limitation shall be placed on the amount of taxes imposed under this sub-section, said taxes to be levied only on the real property within the sub-district area
17. To raise funds by the issuance of bonds of the same type and in the same manner, with the same power and authority, and subject to the same limitations as are now provided by statute and charter for issuance of bonds by the City. The general provisions relating to the issuance of revenue certificates as set out in Chapter 72-655, as amended, shall apply to the issuance of such bonds. No such bonds shall be issued except on approval in a referendum. The referendum shall be held in accordance with the provisions of Chapter 72-655, as amended. The aggregate amount of bonded indebtedness shall at no time exceed 10 percent of the valuation of taxable property in the downtown area as the time of issuance. The term of the bonds may extend beyond the life of the Board if the City shall have agreed to service and pay the bonds after the expiration of the Board. In that event, after the Board expires, the City shall continue to levy and collect any fees, charges, or special taxes which have been authorized for the purpose of retiring the bonds. Any excess fees, charges, shall be transferred to the general revenue fund of the City and such fees, charges, and taxes shall not be levied in subsequent years

ARTICLE II – MEMBERSHIP, TERMS AND MEETING PROCEDURES

Section 1 – Membership and Term

- a. *Board Composition, Term and Appointments:* The Board shall be composed of five (5) members appointed by the Mayor of Pensacola with the concurrence of the Pensacola City Council for three (3) year staggered terms. As established in 1972 with the staggered term appointment process and hereafter, 2 Board members shall be appointed in 1992, 2 Board members in 1993, and 1 Board member in 1994
- b. *Qualifications:* To qualify for appointment to the Board and to remain qualified for service on it, a prospective member or a member already appointed shall be an owner of realty within the Downtown Improvement Board district, subject to ad valorem taxation or a lessee thereof required by lease to pay taxes thereon. No voting member shall be serving as a City or County officer or employee
- c. *Ex-Officio Members:* A member of the City Council and County Commission appointed by the Mayor and Chairman respectively, shall serve as ex-officio members of the Board. A representative head of the Planning Department, shall also serve as an ex-officio member of the Board. Such ex-officio member shall be non-voting members of the Board, but shall be treated in all other respects as appointed members

Section 2 – Vacancy

Vacancy in office, which shall be filled in the manner herein above provided within thirty (30) days of its occurrence for the remainder of the unexpired term, shall occur whenever a member is removed from office, becomes disqualified or it otherwise unable to serve or resigns. The Chairman of the Board can provide the Mayor with the name or names of qualified candidates for membership which the Mayor may consider

Section 3 – Attendance/Absence

At any time that any Board member has had three (3) or more consecutive unexcused absences or at any time that the overall attendance record of any Board member (including excused and unexcused absences) is less than 70% for any six-month consecutive period, the Chairman of the Board shall notify the City Clerk of City Council and the Mayor. Excused absences are those absences with occur from regular or special meetings after notification by such person to the Chairman or Secretary prior to such absence explaining the reasons thereof. All other absences are here defined to be unexcused.

Section 4 – Compensation for Expenses

Each member of the Board shall serve without compensation for services rendered as a member, but may be reimbursed by the Board for necessary and reasonable expenses actually incurred in the performance of duty.

Section 5 – Disclosure of Interest

In addition to any other requirement for disclosure of conflict of interest, and regardless of the applicability or inapplicability of any law respecting the disclosure of any interest of a Board member, any Board member owning an interest in any property, either individually or in the form of a partnership, limited partnership, corporation, trust, or any form of representative capacity whatsoever for others, shall, leased, taken by eminent domain, or otherwise conveyed to the Board, make a public disclosure in writing, of the interest of such member in such property. Any Board member having any interest whatsoever, either individually or in a representative contract with the Board shall prior to entering into such contract, make a public disclosure in writing of such interest. Any disclosure made by any Board member hereunder shall be read into the minutes of the next ensuing regular meeting of the Board.

Section 6 – Removal

A member of the Board may be removed for fraud, dishonesty or other good cause upon the vote of City Council at a regular or special meeting held not less than ten days after notice of the intended action, which notice shall include a statement of the reasons for the removal, and the date, time and place of the meeting at which the matter will be acted upon, has been delivered or sent to the Board member involved by Certified Mail – Return Receipt Requested. The Board member involved may appear and be heard at such meeting before a vote is taken

Section 7 – Meetings of the Board

- 1) *Regular Meetings:* The Board shall hold its regular meetings once each month in the DIB Board Room unless otherwise designated by the Board
- 2) *Special Meetings:* Special meetings of the Board may be called for any purpose(s) at any place in the City of Pensacola, at any reasonable time, by call of the Chairman of the Board, or by at least three of the members of the Board. Notice of such special meetings shall be given at least 48 hours prior to the date of such meeting, except emergency meetings upon call of the Chairman
- 3) *Emergency Meeting:* Emergency meetings may be held on call of the Chairman so long as the Chairman or Secretary also notifies the public and/or press of the meeting in sufficient time to attend
- 4) *Open Meetings and Public Notice of Meetings:* In accordance with the laws of the State of Florida, all business of the Board shall be conducted as public meetings. No member of the Board shall conduct business of the Board with another member at any formal or informal meeting, unless reasonable notice, considering the circumstances, to the public of such meeting. Notice of regularly scheduled and special meetings shall be given to each Board member and the Pensacola News Journal or other appropriate media at least 48 hours prior to the date set for such meeting
- 5) *Member Quorum and Voting:* A majority of the membership of the Board, three (3) members, shall constitute a quorum. When a quorum is present an affirmative vote of at least three (3) members is required for the adoption of any motion that is order. In the case of a tie vote, the item in question shall be tabled until the next scheduled meeting. Voting shall be by roll call when requested by any member, with the Chairman voting last.
- 6) *Adjourned Meetings:* If any meeting cannot be organized because a quorum is not present, the members who are present may adjourn the meeting to a time not less than 2 weeks after the time the original meeting was called, and notice of such adjourned meeting shall be given to each Board Member, unless waived.

- 7) *Organizational Meetings:* At least twice per fiscal year the Board shall have organizational meetings. Organizational meetings can include such activities such as election of officers, appointments, reports from the Chairman, the Treasurer and the Executive Director – Secretary to the Board on the activities of the Board during the previous twelve (12) months, and to discuss the budget, and the goals and objectives for the next 12 months
- 8) *Recessed and Continued Meeting:* Where a meeting having been set and noticed under the provisions of these Bylaws and during the course of said meeting is recessed to a time and place certain, there shall be a reasonable service of notice of the time and place of the continuation of said meeting in addition to the original meeting notice
- 9) *Parliamentary Procedure:* The rules of Parliamentary Procedure set forth in Roberts Rules of Order, Revised, shall govern all meetings of the Board except as otherwise herein provided
- 10) *Order of Business:* At the Regular meetings of the Board, the following shall be the order of business:
 - a) Approval of Minutes of previous meetings
 - b) Requests to address the Board
 - c) Report to the Executive Director or Staff Members
 - aa. Current agenda items
 - bb. Status reports and update informational items
 - cc. Pending items
 - dd. Miscellaneous/Informational news
 - ee. Notice of next meeting date
 - d) Report of Committees (unless already provided for on meeting agenda)
 - e) Correspondence and Communications
 - f) Unfinished business
 - g) New business
 - h) Adjournment

ARTICLE III – OFFICERS, EMPLOYEES AND APPOINTMENTS

Section 1 – Election of Officers and Duties

The officers of the Board shall consist of a Chairman, Vice-Chairman, Secretary, a Treasurer, and other such officers and assistant officers and agents as may be deemed necessary by the Board from time to time. Any two elected offices may be held by the same person with Board consent. In July of each year, after the annual Board appointments are made by the Mayor and confirmed by City Council, the Board shall elect a Chairman, Vice-Chairman and a Treasurer from tis members after receiving nomination recommendations from an Ad Hoc Nominating Committee consisting of two (2) Board members appointed by the Chairman. The Ad Hoc Nominating Committee recommendations will be forwarded to the Board not less than 5 days prior to Board consideration. In July or soon thereafter, after officers are elected, the Board shall also appoint a Secretary, who is also the Executive Director of the Board

- 1) *Chairman:* The Chairman shall preside at all meetings and hearings of the Board and shall have the duties normally conferred by parliamentary usage on such officers. He shall have the privilege of discussing all matters before the Board and voting thereon. The Chairman shall appoint the standing committees and other Ad Hoc committees as may be deemed appropriate
- 2) *Vice Chairman:* The Vice-Chairman shall act for the Chairman in his absence, disqualification, or disability of the Chairman at the Chairman’s discretion, exercise all the functions of the Chairman
- 3) In the absence of a Chairman and Vice Chairman the quorum present shall select a Chairman for the meeting

- 4) *Secretary:* The Secretary to the Board shall also be the Executive Director appointed by the Board. The Secretary to the Board shall be the custodian of all books and records of the Board and of the Downtown Improvement Board District; shall keep the minutes of all meetings; shall send out all notices of meetings; and shall perform such other duties as may be designated by the Board
- 5) *Treasurer:* The Treasurer shall also be the Downtown Improvement Boards Budget and Finance Committee Chairman as elected by the Board. The Treasurer, working jointly with the Executive Director, shall keep the financial records of the Board and of the Downtown Improvement Board District; shall keep full and accurate accounts of receipts and disbursements of the Board,; shall have the custody of all Board funds; shall together with the Executive Director render budget reports to the Board; shall assist the Executive Director in the preparation of the proposed Board budget; shall make and file all financial reports and statements necessary to be made and filed by the Board; and shall perform such other duties as may be designated by the Board.
- 6) *Removal of Officers:* Any two (2) members of the Board may seek the removal of any officer. Provided ten (10) day notice in writing is given such officer, of the reasons for which such removal is sought. Following such ten (10) day notice, the Board shall consider such requested removal at a public meeting at which all interested parties shall be given the opportunity to present their views. Removal of any officer must be by the vote of at least three (3) of the appointed members of the Board
- 7) *Length of Term:* No elected Board officer shall serve more than ~~two (2)~~ four (4) consecutive one-year terms in the same office.

Section 2 – Committee Appointments

~~The Chairman shall be responsible for making standing committee appointments.~~ The Chairman shall determine when a standing committee will be active and may make appointments to the active standing committees as needed. There are eleven (11) Board standing committees with the duties as follows:

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|---|---|
| 1. Information and Publications Committee | 7. Maintenance/Beautification Committee |
| 2. Planning & District Boundary Committee | 8. Budget & Finance Committee |
| 3. Parking and Traffic Committee | 9. Crime/Safety Committee |
| 4. Aesthetics & Physical Design Committee | 10. Retail Council Special Committee |
| 5. Owners & Tenants Liaison Committee | 11. Events Committee |
| 6. Leasing Recruitment Committee | |
- 1) The *Information and Publications Committee* is responsible for ensuring that the DIB is collecting and making downtown available and properly maintaining the DIB Resource-Reference Room. Similarly, this committee reviews any DIB publications before presented to the Board and the public, i.e. downtown directory, promotional and investors brochure, DIB newsletters, information packages, bylaws and internal governance procedures and slide show.
 - 2) The *Planning and District Boundary Committee* is assigned the task of reviewing downtown development plans affecting the district. Developing planning proposals and recommending changes to the DIB District boundaries when necessary
 - 3) The *Parking and Traffic Committee* has the task of developing a downtown physical and financial parking plan and program, in addition to coordinating downtown traffic circulation with the City. This committee will also analyze the impacts of large scale development outside of the District yet impacting the parking and traffic circulation patterns within the District.
 - 4) The *Aesthetics and Physical Design Committee* is interested in any physical developments which affect the aesthetics within the District; in developing and monitoring physical design techniques with improve building facades, signage and streetscapes; and in updating the Palafox Historic Business District Ordinance to create more incentives and better conformance to said ordinance and in working with the Architectural Review Board.

- 5) The *Owners and Tenants Liaison Committee* will work with downtown owners and tenants, to provide a better communication channel to owners and tenants within the District and act as an idea sounding board back to the DIB
- 6) The *Leasing Recruitment Committee* will monitor and evaluate the marketing strategy used to market the downtown as a unified entity; the strategy to fill vacant structures within the DIB District; and the efforts used to increase small business development and economic development within the DIB District
- 7) The *Maintenance/Beautification Committee* is responsible for the DIB maintenance programs within the District and for working with property owners and the Pensacola Escambia Clean Community Commission (PECCC) as it pertains to cleanliness education and attitude modifications relating to litter
- 8) The *Budget and Finance Committee* deals with any topic areas relating to developing new revenue resources; to program and project funding and taxation as well as the operational budgeting for the DIB as an organization
- 9) The *Crime/Safety Committee* is responsible for recommending programs which will assist with facilitation the need for additional law enforcement downtown, assist with specific problems which may occur within the District; improve downtown safety perceptions; plan, promote and coordinate with outside agencies improved efforts towards removal of criminal activities; panhandling, vagrants, etc.
- 10) The *Retail Council* is responsible for coordinating joint advertising promotions among downtown retailers, restaurants and other business types in both the print and television media. Additionally, the Council is charged with assisting with promoting special events and developing a shopping, dining and entertainment guide
- 11) The *Special Events Committee* is responsible for coordinating with downtown events coordinators to improve the events as well as develop special events programs which will generate traffic downtown
- 12) *Committee Appointments and Filling Vacancies:* The Board Chairman shall make in a timely manner, committee appointments each year after the election of officers. Similarly, any committee vacancies shall be made in a timely and appropriate manner

Section 3 – Employees

- 1) *Executive Director:* The Executive Director shall act also as the Secretary to the Board; shall be appointed by the Board each year after the election of officers, and shall service at the pleasure of the Board. The Executive Director shall be the Chief Executive of the Board; be responsible for the effectuation of the Board's policies of budgets and related documents involved in the financial affairs of the Board; be in charge of supervision of the administrative, research maintenance and other staff of the Board; be in charge of the carrying out of the liaison with the City, State and Federal agencies participating in the program and public information; and, when directed and authorized by resolution of the Board, shall act for the Board. The Executive Director shall perform all such other duties and functions as may from time to time be required by the Board or by the bylaws of the Board
- 2) *General Council:* The General Counsel to the Board shall be appointed by the Board each year after the election of officers and shall serve at the pleasure of the Board. The Board shall delegate to said Counsel such authority and responsibility as the Board deems necessary to provide the legal services required by the Board
- 3) *Administrative and Other Staff:* The Executive Director ~~Board may appoint or~~ employ such permanent and temporary personnel, as it deems necessary to exercise its powers, duties and functions as prescribed by statute, and determine their qualifications, duties and compensation subject to statutory limitations and availability of funds. Such employees may include, but is not limited to, an Administrative Secretary, Researcher(s) and Maintenance Personnel

- 4) *Professional Services:* The Board may further engage the use of consultants, experts, specialist and other contractual services as it may require to fully carry out its objectives
- 5) *Personnel Policy:* The Board shall adopt a personnel policy for permanent, part-time and temporary employees and shall give or cause to give annual written personnel evaluations. The Board established that qualifications for each employee position as it deems appropriate or may delegate the firing of such employees to its Executive Director. Salaries for any employee shall, however, be approved by the Board. In regard to the hiring of an employee all reasonable steps shall be taken to encourage and promote quality for opportunity for all applicants

ARTICLE IV – BOARD RECORDS AND FISCAL MANAGEMENT

Section 1 – Fiscal Year

The fiscal year of the Board shall coincide with that of the City of Pensacola (i.e. begins October 1 of each year).

Section 2 – Funds

All funds of the Board shall be received, held and secured like other public funds by the appropriate fiscal officers of the City. The funds of the Board shall be maintained under a separate account, shall be used for purposes authorized by law and shall be disbursed only by direction of or with the approval of the Board pursuant to requisitions signed by the Director or other designate Chief Fiscal Officers of the Board and countersigned by at least one (1) other person who shall be a member of the Board

Section 3 – Minutes and Official Records

The minutes of each Board meeting shall be approved by the Board prior to taking up new agenda items at the following meeting. Official records of the Board shall be approved by the Board and kept on file in Board offices or other appropriately deemed locations

Section 4 – Budget

Prior to September 1 of each year, the Board shall adopt a recommended budget for forwarding to the City Council of the City of Pensacola, so that a budget for the Downtown Improvement Board District may be included with the general budget of the City of Pensacola in accordance with State Law

Section 5 – Accounting Practices

In accordance with State law, the Board shall comply with all regulations of the State Department of Banking and Finance regarding uniform accounting practices and procedures for units of local government

Section 6 – Annual Report

Within ninety (90) days after the close of each fiscal year, the Board shall submit to the State Department of Banking and Finance, in accordance with State law, a copy of a financial report covering the operations of the Pensacola Downtown Improvement Board during each preceding fiscal year

Section 7 – Audit

Within ninety (90) days after the end of each fiscal year, the Board shall cause to be prepared an internal audit of the accounts and records of the Board in accordance with the rules of the State Department of Banking and Finance. Such external audit shall be completed by an independent certified public accountant retained by the Board and paid from its funds. Similarly, the Board shall file said external audit with the City Clerk within ninety (9) days after the end of the fiscal year

Section 8 – Surplus Funds

Surplus funds of the Board shall be invested in accordance with the requirements of State Law

Section 9 – Competitive Bidding

Whenever practical and depending upon the availability of funds therefore, all reasonable opportunity shall be given for competitive bidding for any purchase of material or services by the Board

ARTICLE V – EXECUTION OF DOCUMENTS AND SERVICE OF PROCESS

Section 1 – Execution of Documents

All documents executed by the Board for the Pensacola Downtown Improvement Board District shall be executed by the Chairman, with an attestation by the Secretary and affixing of the seal of the Board

Section 2 – Service of Process

The Board designates the Executive Director, who for service of process purposes will use the Boards office address as the person upon whom process against it may be served

ARTICLE VI – AMENDMENT TO BYLAWS, BOARD POLICIES AND ORGANIZATIONAL STRUCTURE

Section 1 – Amendments

- a) The Board may amend these bylaws consistent with the Enabling State Act (Chapter 71-655, as amended) creating the Board, by majority vote of the Board if the text of the proposed amendment has been read at least once at a previous regular meeting
- b) No amendment to the bylaws shall become effective until approval by the City Council, as provided in the State Enabling Act

Section 2 – Board Policies

The Board may develop certain policies as it related to the operations and position taken by the Board as it pertains to specific subject matters. These policies will be the decision-making guidelines for programs, services and actions of the Board. Similarly, these policies may be changed as conditions so dictate and as approved by the Board. Adopted Board policies shall be attached and kept with Board bylaws for informational purposes

Section 3 – Organizational Structure

The function and objectives of the Board shall be carried out in accordance with the structure of organization as set forth in the State Enabling Act creating the Board (Chapter 72-655, as amended). Said structure of organization shall be subject to amendment in the manner provided for in the State Enabling Act or as herein provided for in these bylaws, not inconsistent with the State Enabling Act

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AMENDMENTS

ARTICLE III, Section 1, Subsection 7. Length of Term of Bylaws is amended to read as follows:

- 8) Length of Term – No elected Board officer shall serve more than four (4) consecutive one-year terms in the same office

ARTICLE III, Section 2, Committee Appointments of the Bylaws is amended to

- a) Add the following at the end thereof:
 - 12) Expanded District Committee
 - 13) Such other Committees as the Chairman deems to be appropriate subject to approval of the Board
- b) Add the following subsections at the end thereof:
 - 13) The Expanded District Committee is responsible for gathering and communicating to the Downtown Improvement Board any and all data and recommendations relevant to any area of the district added to the district within the immediately preceding five-year term. The Expanded District Committee shall cease to exist at such time as the Board is expanded to more than five (5) members
 - 14) Any and all other Committees shall be responsible for the charge provided by the Chairman and approved by the Board

The above amendments will take effect when read at least once in a prior regular meeting, approved by a majority vote of the Board at a subsequent meeting, and approved by the City Council

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**AMENDMENT TO THE BY-LAWS AND INTERNAL GOVERNANCE OF THE PENSACOLA
DOWNTOWN IMPROVEMENT**

WHEREAS, the Pensacola Downtown Improvement Board (“DIB”) was established by Chapter 72-655, Laws of Florida as amended by Chapters 76-466 and 80-582, Laws of Florida (the “Act”); and,

WHEREAS, the DIB adopted those certain By-Laws and Internal Governance of the Pensacola Downtown Improvement Board as amended per the Act (“By-Laws”); and,

WHEREAS, the DIB desires to further amend the By-Laws (“Amendment”); and,

WHEREAS, this Amendment is subject to the approval of the Pensacola City Council.

NOW, THEREFORE, in consideration of the afore mentioned, the Board of Directors of the DIB, subject to the approval of the Pensacola City Council, agree as follows:

1. Article I Section 2 of the By-Laws is amended by inserting the phrase “to contribute to the progress and growth of Downtown Pensacola through promotion, manage parking in Downtown Pensacola” between the term “values;” and “encourage”.
2. Article I Subsection 2.5 of the By-Laws is amended by inserting the phrase “including hosting events” between the terms “undertakings” and “authorized”.
3. Article I Section 4 of the By-Laws is amended by inserting at the end of Section 1.4 the phrase “unless the main office is located in facilities owned by the City of Pensacola, Florida or Escambia County, Florida”
4. Article III, Section 2 of the By-laws is amended by deleting the sentence “The Chairman shall be responsible for making standing committee appointments” and substituting the sentence “The Chairman shall determine with the concurrence of the Board of Directors of the DIB when a standing committee will be active and may make appointments to the active standing committees as needed”
5. Article III, Section 3.3 is to be amended to substitute the term “Executive Director” for the word “Board” and strike the words “appoint or”
6. This amendment is effective upon its adoption by a majority vote of the Board of Directors of the DIB after the text of the proposed amendment has been read at least once at a previous regular meeting of the Board of Directors of the DIB and after the approval of the Pensacola City Council. The Chairman of the Board of Directors of the DIB is hereby authorized to sign the Amendment

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CERTIFICATION**

I, THE UNDERSIGNED, hereby certify that I am the duly elected Chairman of the DIB and this Amendment is hereby adopted per the Act and the By-laws.

Date of the Previous Regular Meeting when the proposed amendment was read February 16, 2016

Date of Adoption of the Amendment was February 16, 2016

PENSACOLA DOWNTOWN IMPROVEMENT BOARD

By: _____
John L. Peacock
Chairman

Attest: _____
Name: Ronald J. Butlin
Secretary

APPROVAL BY THE PENSACOLA CITY COUNCIL

I, THE UNDERSIGNED, hereby certify that I am the duly elected President of the Pensacola City Council and this Amendment is hereby adopted by the Pensacola City Council on this _____, 2016.

PENSACOLA CITY COUNCIL

By: _____
Name:
President:

Attest: _____
Name:
City Clerk