

# WEST BROADWAY IMPROVEMENT DISTRICT Business Plan

## MISSION STATEMENT

The Mission of the West Broadway Improvement District (WBID) is to create and promote a cleaner, greener, safer West Broadway Business District.

## PURPOSE

The purpose of the WBID Business Plan is to outline how the WBID will operate and measure success; the plan also describes the history of the WBID. The business plan will be updated periodically. In addition to the business plan, the WBID Staff and Board are also responsible for creating an annual operating plan. The operating plan outlines the services and budget that will happen in a given calendar year.



## THE WBID MODEL

Outstanding commercial corridors sustain healthy small businesses and improve the quality of life for the entire community. By implementing a Business Improvement District (BID) on West Broadway Avenue, the additional assessment paid by property and business owners provides a platform for continued economic growth and sustained development. Establishing a BID on West Broadway, the primary commercial corridor in North Minneapolis, will have a positive and long-lasting impact on both the neighborhood and the larger community of Minneapolis.

A (BID) allows property owners in a commercial district to collectively assess themselves to fund special amenities and enhanced services. These special amenities and enhanced services are over and above what the City ordinarily provides for commercial districts. BIDs have been operating in the United States for over 30 years. They have consistently shown a proven impact on tenancy and property values of the neighborhoods in which they operate. Neighborhoods with BIDs are better able to maintain property values during economic downturns because prioritized commercial corridor services and programming are continuously provided by the BID.

A BID, also known as a self-managed Special Service District (SSD) in Minneapolis, is a tool that has been used locally, nationally and internationally to improve and revitalize small and large commercial districts by providing a higher level of service for business district customers. In the City of Minneapolis there are 16 SSDs. Services and amenities vary greatly per district and can include: banners, holiday decorations, streetscape greenery,

sidewalk and street cleaning, snow removal, and marketing.

In 2011, with the support of the University of Minnesota, West Broadway Business and Area Coalition (WBC) hired a research assistant to do a feasibility study for a BID on West Broadway. The report can be found here: <http://www.cura.umn.edu/publications/catalog/npcr-1363>. The findings indicated that the implementation of a BID could assist in the revitalization of the West Broadway corridor.

Due to continued interest from West Broadway area business and property owners, in the fall of 2012, the WBC Membership and Board of Directors convened a steering committee of local property and business owners to organize and promote the formation of a BID. The steering committee chose the name West Broadway Improvement District (WBID) for the BID. The WBID steering committee members recommended that the BID be self-managed to provide greater local control and accountability and selected the WBC as the management entity.

## DISTRICT GOALS

The WBID will provide funding for an enhanced level of service for the West Broadway business district. The services will contribute to a more cohesive, cleaner, safer, and greener streetscape. The services will be managed by the West Broadway Business and Area Coalition (WBC). The intent of the district is not to replace existing city services but to provide a higher level of service than what is currently being provided.

Using the West Broadway Alive Plan, the small area plan adopted in 2009, as a guiding document, the steering committee identified several goals and activities related to the mission of the WBID. Identified goals and activities include (but are not limited to):

- Create a cleaner, safer, greener, and more beautiful West Broadway
  - Decrease in litter and graffiti
  - Decrease crime and perception of crime
  - Increased presence and maintenance of public art, seasonal decorations, banners, benches, garbage cans, etc.
  - Increased eyes on the street
  - Increase greenery
  -
- Increase commerce within the business district
  - Change negative perceptions
  - Increase promotion of West Broadway businesses and cultural opportunities
  - Attract new businesses and development



## DISTRICT GOVERNANCE & MANAGEMENT

**Governance Board & District Management:** The WBID will be governed and managed by the WBC. The WBC is a nonprofit corporation incorporated in the State of Minnesota in accordance with Minnesota Statute 317A. The mission of the WBC is to lead initiatives to bring businesses, non-profit organizations, and neighbors together to create an inviting and vital West Broadway corridor that will transform the Northside into a thriving economic

community.

The WBID Board (which is the same as the WBC Board and will be heretofore referred to by as the “WBC Board”) is and will be comprised of a mix of commercial property owners, proxies to commercial property owners, business owners, and community stakeholders. The composition will be a minimum of three fifths assessed property owners or proxies, such that a majority of the board shall be comprised of property owners participating the assessment. WBC bylaws state that 51 percent of Board Members must represent a business on West Broadway, however, with the implementation of the WBID we will adhere to the minimum set by the City of Minneapolis.

The WBC Board is committed to recruiting and electing members who represent the diversity of businesses and property owners that exist within the WBID district boundary. Directors will represent a diverse stakeholder group, including small and large property owners, small and large business owners, independent and corporate businesses, immigrant and minority owned and operated businesses. WBC has an active membership base of property owners/businesses in the West Broadway area and strong working relationships with the majority of the business property owners in the district. The WBID will recruit Board Members in the following ways:

- Recommendations from Council Members
- Recommendations from existing Board Members
- Notifications to all ratepayers
- Existing Board Members should identify replacements upon exiting the Board

WBC will establish an official BID Committee to between April and June 2014. The WBID Committee will advise the WBC Board on WBID operations and budgets. The WBID Committee will be made up of WBID ratepayers, including existing board members. WBID Committee responsibilities include: must sign a one year commitment, attend quarterly meetings of the Committee, provide feedback to the managing entity regarding services, participate in an annual pre-budget meeting, and participate in an annual Board meeting at which the annual budget and work plan will be approved. Ratepayers interested in participating in the WBID Committee should contact the WBC Executive Director.



**Management Qualifications:** WBC Board and Staff will be the internal support system with the capacity, experience, and qualifications necessary to manage the WBID. Relevant experience includes (but is not limited to):

- Budget Management: WBC Staff manages an annual budget of \$350,000.
- Contract Management: WBC manages 20+ contracts annually.
- Procurement: WBC procures vendors on a regular basis for area needs. Past vendors include: Artists, Printers, Graphic Designers, Event Management, Equipment Suppliers, Sign Manufacturers, etc.; WBC provides technical assistance to businesses on sound procurement and contracting practices through the facade improvement program.
- Fiscal Oversight and Management: WBC has a solid past of exhibiting sound financial practices.
- Record Keeping and Reporting: WBC has sound recording keeping, reporting practices, and policies. WBC provides annual reports to all funders.
- Transparency and Accountability: WBC has a high standard of transparency and accountability, provides monthly financial statements to the WBC Board, and to funders on request

**Open Meeting Requirement:** The WBC Board meets monthly. The WBC Board will hear WBID business at the January, April, July and October Board meetings. In an instance when an action cannot wait for the next quarterly meeting, WBC staff will alert BID ratepayers of the agenda item and action needed at least 24 hours prior. The WBC will follow all open meeting laws for WBID business and decision making. Meeting agendas will be emailed out to the list of ratepayers that have requested to be included on the email list. To assure that you are on this email list, email [wbid@westbroadway.org](mailto:wbid@westbroadway.org). The agendas will also be posted to <http://westbroadway.org/wbid-board-meeting-minutes-agendas/> three days prior to the scheduled meeting.

**Internal Policies and Procedures:** See Exhibit A, WBC Bylaws for more information on organizational governance policies.

**Records/Meeting Materials Management:** WBC Staff will be responsible for recording meeting minutes and keeping records for the WBID. WBC will retain both written and electronic records of meeting minutes and materials. This information will be available on the WBC website, [www.westbroadway.org](http://www.westbroadway.org).

**Conflict of Interest Policy:** WBC will notify the City of Minneapolis of any potential conflicts of interest. WBC Conflict of Interest Policy is stated in Section 3.16 of the WBC Bylaws.

**Section 3.16 Conflicts of Interest.** Except as permitted by law, with respect to any contract or other transaction between this corporation and any director (or an organization in which a director is a director, officer, or legal representative or has a material financial interest), the material facts as to such contract or transaction and as to the director's interest must be fully disclosed or known to the Board of Directors prior to approval of such contract or transaction, and the interested director may not be counted in determining the presence of a quorum and may not vote.

## FINANCIAL MANAGEMENT

WBC has a history of sound fiscal practices and management. See the WBC internal policy for Financial Management, Exhibit B. To assure a high level of transparency for ratepayers the WBC will employ the following practices:

- WBC will retain all records for 7 years.
- WBC will hire a Certified Public Accountant (CPA) to file the required 990 form.

- WBC will hire an accountant/CPA to conduct a cursory review on an annual basis and an independent financial audit when required by the City of Minneapolis or when the organization reaches the size of which an annual audit is required by the IRS.
  - WBC Staff will post WBID annual budgets, monthly income statements and balance sheets for city officials, ratepayers, and the general public at <http://westbroadway.org/financials/>. Monthly financials will be available with a rolling two month lag, for example January financials will be posted by April 1st.
  - To assure a fair and accurate service charge, WBC will track all staff hours for the WBID; this information will be reported quarterly to the WBID Committee.
  - The Operating Plan (which will be updated annually) will be posted on our website for public access.

## SERVICE IMPLEMENTATION

Annually, the WBID will adopt an operating plan that includes goals, objectives, the annual budget, desired services, and implementation plan. Service selection and implementation will be decided on an annual basis as a recommendation of the WBID Committee and a vote by the WBC Board. Internal management of the WBID will emphasize and seek competitive pricing and cost controls while maintaining a consistent standard of service throughout the district.

Work will be performed by a combination of employees and subcontractors. WBC Staff and Board will monitor the service provider performance through ongoing evaluation including tangible measurements dependent on services, examples: number of bags of trash collected, number of banners installed, number of hours worked by safety ambassadors, number of graffiti tags removed, etc. WBC Staff will also solicit property owner feedback including annual surveys of performance of management and services, including number of calls fielded, customer/member feedback, etc.

Where applicable, the WBC will ensure all contractors hold a license to operate in the City of Minneapolis and/or State of Minnesota. This ensures all WBID work is completed within legal parameters and industry standards for working in the public realm. Staff will be responsible for monitoring and reporting on performance, and ensuring compliance with all applicable local, state and federal laws related to the implementation of the district's service. WBC Staff will stay updated on best practices by being involved with industry groups, City of Minneapolis staff, our attorney and CPA.

## PROCUREMENT MANAGEMENT

WBC Staff will manage all sub-contractor procurement to the legal standards held by the City of Minneapolis. Contracts for services will be based on a combination of factors including area needs, budget constraints and scale and like services in other business districts. Initial contacts will be developed during the startup phase of the WBID. Oversight of this process will be led by the WBC Staff.

WBC Staff will work with the City of Minneapolis Department of Public Works to develop technical service specifications and technical product specifications to assure "apples to apples" bids. Staff will use an RFP process to solicit proposals. Proposals will be reviewed by WBC Staff. Staff will work with the City of Minneapolis Public Works Department and the WBC Board to develop a guiding scope of non-service provisions including insurance requirements, substandard performance, termination, etc. Staff will create a bid summary for each request for bids process completed and contractor hired. The WBC will solicit at least two bids for all services or products.

To assure that all goods and services are procured using fair, ethical and legal procedures and all procurement activities are transparent and records are properly maintained, Staff will provide written reports to the WBID Committee and the WBC Board of Directors.

## PUBLIC REALM MANAGEMENT

When required the WBC will ensure all contractors hold a license to operate in the City of Minneapolis. This ensures all WBID work is completed within legal parameters and industry standards for working in the public realm. All contractors will be trained to work in the public realm and have an ongoing relationship with the 4th Precinct Police Department.

The WBID will be responsible for maintaining up to date knowledge on industry standards for working in the public realm. This includes but is not limited to: safety compliance, traffic control, permitting compliance, first amendment considerations.

The WBID should maintain a familiarity and communication with local private property owners. While district services are intended for public right-of-way, the WBID can serve as a liaison between private property owners and service providers to make sure improvements are made accessible throughout the district. Funds and resources are limited to those affecting services in the public right of way. The WBID will maintain established connections to other districts to make sure knowledge and familiarity with business improvement district industry reflect best practices in the area of ratepayer engagement.

## RATEPAYER ENGAGEMENT

WBC Staff and Board will communicate and engage with Ratepayers through:

- The WBID Webpage: [www.westbroadway.org/WBID](http://www.westbroadway.org/WBID)
- Electronic Mailing List: Ratepayers should sign up at the WBID webpage or email [wbid@westbroadway.org](mailto:wbid@westbroadway.org).
- Written communication mailed to Ratepayer- as needed or required.

Ratepayer engagement will include (but is not limited to) communication around the following, which will all be posted on the WBID webpage:

- WBC Board meeting notices and agendas (including budget and pre-budget adoption meetings and annual meeting)
- Written notice of budget determination and end of year financials will be mailed to Ratepayers
- Monthly financial reporting (including dashboards, income-and-expense statements, balance sheets and profit and loss statements)
- Semi-annual reporting
- Annual reporting (including completed annual financials, 990 information, a report on service metrics and a budget summary dashboard)

Additional opportunities include:

- Regular updates via the WBC newsletter
- Individual outreach

**Staff Contact:** Rob Hanson  
**Email:** [rob@westbroadway.org](mailto:rob@westbroadway.org)  
**Phone:** 612-353-5178  
**Address:** 1011 West Broadway Ave, Ste. 202. Minneapolis. MN 55411

## Exhibit A

AMENDED AND RESTATED  
BYLAWS  
OF  
WEST BROADWAY BUSINESS AND AREA COALITION

**ARTICLE 1**  
**OFFICES**

**Section 1.1 Registered Office.** The registered office of the corporation in Minnesota is the place designated in the Articles of Incorporation as the registered office of the corporation. The corporation may change its registered office in accordance with Chapter 317A, Minnesota Statutes, as amended from time to time.

**Section 1.2 Other Offices.** The corporation may have such other offices and places of business, within or without the State of Minnesota, as the Board from time to time designate or the business of the corporation may require.

**Section 1.3 Corporate Seal.** This corporation shall have no corporate seal.

**ARTICLE 2**  
**MEMBERSHIP**

This corporation shall not have any members, but may from time to time have natural persons identified as members but who shall have no voting rights.

**ARTICLE 3**  
**BOARD OF DIRECTORS**

**Section 3.1 Board to Manage.** The property, business and affairs of the corporation shall be managed by or under the direction of a Board of Directors. The members of the Board of Directors of the corporation shall be natural persons, without restriction on the basis of race, national origin, gender, age (provided, however, that a majority of the Board of Directors shall be adults), creed, religion, marital status, sexual orientation, veteran status or disability.

**Section 3.2 Number, Term, Election and Qualifications.**

**3.2.1** The Board of Directors shall consist of at least twelve (12) directors, and not more than fifteen (15) directors, and in no case less than three (3) directors. The Board of Directors may change the number of directors at any time upon an affirmative vote of a majority of the total number of directors. At each annual meeting, the Board of Directors shall elect directors to fill vacancies from a slate of nominees proposed by the Nominating Committee. Each director shall hold office for a term of either two (2) or three (3) years and through the adjournment of the meeting at which successor directors are elected, and until a successor is elected and qualified, or until the earlier death, resignation or removal of the director; provided the terms of the directors shall be staggered with a goal that not more than one third (1/3) of the directors' terms shall expire in any one (1) year. There are no term limits for Directors.

**3.2.2** The Board of Directors shall consist of the following representative characteristics: at least fifty-one percent (51%) of the directors shall be composed of individuals representing businesses (including non-profit businesses) within the West Broadway Area in the City of Minneapolis.

**Section 3.3 Resignation.** A director may resign at any time by giving notice to the corporation. The resignation of a director

is effective without acceptance when the notice is given to the corporation, unless a later effective time is specified in the notice. Written notice or an electronic communication which meets the requirements of Section 3.17 may satisfy the notice requirement.

**Section 3.4 Removal of Directors.** A director may be removed at any time, with or without cause, by the affirmative vote of a majority of the total number of directors. In addition, any director who is absent for three meetings within one (1) calendar year, may be deemed as “resigned” from the Board of Directors. The director may be reinstated by an affirmative vote of a majority of directors present at a subsequent meeting of the Board.

**Section 3.5 Vacancies.** Any vacancy in the Board of Directors caused by death, resignation, removal, an increase in the number of directors, expiration of term, or any other cause, shall be filled by affirmative vote of a majority of the total number of remaining directors, though less than a quorum, from a slate of nominees proposed by the Nominating Committee, and the term of the director filling the vacancy shall expire at the end of the term being filled.

**Section 3.6 Time, Place and Manner of Meetings.** The Board of Directors may hold its meetings at such time and place and in such manner as it may from time to time determine. If the Board of Directors fails to select a place for a meeting or to specify that the meeting will be conducted solely through means of remote communication pursuant to Section 3.07, the meeting shall be held at the registered office.

**Section 3.7 Meetings Conducted Solely Through Means of Remote Communication.** The Board of Directors may specify that a meeting will be conducted solely through one or more means of remote communication, provided that notice is given, as specified in Section 3.12, and that the quorum requirements specified in Section 3.13 are met. Remote communication includes any communication that is accomplished by means of electronics, telephone, video, or internet conferencing, or such other means through which persons not physically present in the same location may communicate with each other on a substantially simultaneous basis. Participation in a meeting through a form of remote communication that is authorized by the Board of Directors constitutes personal presence at the meeting.

**Section 3.8 Attendance and Participation in Meetings by Means of Remote Communication.** The Board of Directors may authorize individual attendance and participation by Board members at meetings through one or more means of remote communication. Participation in a meeting through a form of remote communication authorized by the Board of Directors constitutes personal presence at the meeting.

**Section 3.9 Annual Meeting.** The annual meeting of the Board of Directors shall be held each year at such time and place and in such manner as the Board may determine, for the purpose of electing directors and officers and for the transaction of such other business as shall come before the meeting.

**Section 3.10 Regular Meetings.** Regular meetings of the Board of Directors shall be held from time to time, at such times and places and in such manner as the Board may determine.

**Section 3.11 Special Meetings.** Special meetings of the Board of Directors shall be held whenever called by the President or by any one of the directors, and shall be held at such times and places and in such manner as the Board may determine.

**Section 3.12 Notice.** Notice of a meeting shall be mailed to each director, addressed to the director at his or her residence or usual place of business at least five (5) days before the day on which the meeting is to be held, or delivered personally or by telephone, facsimile transmission, or electronic communication which meets the requirements of Section 3.17, not later than two (2) days before the day on which the meeting is to be held, however, notice need not be given if the date, time and place of the meeting were announced at a previous Board meeting. The notice shall state the time, place and manner of the meeting, but need not state the purposes thereof. Notice will be deemed waived by any director who attends the meeting in person or participates in the meeting via remote communication, unless the director objects at the beginning of the meeting that the meeting is not lawfully called or convened and does not participate in the meeting. Notice also may

be deemed waived if the director consents to such waiver of notice in writing or by electronic communication which meets the requirements of Section 3.17, before, after or during the meeting.

**Section 3.13 Quorum.** Except as otherwise provided by statute or by these Bylaws, one-half (1/2) of the total number of directors shall be required to constitute a quorum for the transaction of business at any meeting, and the act of a majority of the directors present at any duly-held meeting at which a quorum is present shall be the act of the Board of Directors. In the absence of a quorum, a majority of the directors present may adjourn a meeting from time to time until a quorum is present. Notice of any adjourned meeting need not be given, other than by announcement at the meeting at which adjournment is taken. If a quorum is present when a duly called or held meeting is convened, the directors present may continue to transact business until adjournment, even though the withdrawal of directors originally present leaves less than the number otherwise required for a quorum.

**Section 3.14 Proxy Voting.** Proxy voting shall not be permitted.

**Section 3.15 Action Without Meeting.** Any action that may be taken at a meeting of the Board of Directors may be taken without a meeting when authorized in a written action signed or consented to in an electronic communication which meets the requirements of Section 3.17, in one or more counterparts, by the number of directors that would be required to take the same action at a meeting of the Board at which all directors were physically present. The action is effective when the written action has been signed or consented to in an electronic communication which meets the requirements of Section 3.17 by the required number of directors; unless a different effective time is provided in the written action.

**Section 3.16 Conflicts of Interest.** Except as permitted by law, with respect to any contract or other transaction between this corporation and any director (or an organization in which a director is a director, officer, or legal representative or has a material financial interest), the material facts as to such contract or transaction and as to the director's interest must be fully disclosed or known to the Board of Directors prior to approval of such contract or transaction, and the interested director may not be counted in determining the presence of a quorum and may not vote.

**Section 3.17 Electronic Records and Signatures.** This corporation recognizes that authenticated electronic communication which meets the requirements of this section may legally satisfy written record and signature requirements necessary for valid records, signatures, and contracts. Authenticated communications are those communications that set forth information from which the corporation can reasonably conclude that the communication was sent by the purported sender and are delivered to the principal place of business of the corporation, or to an officer or agent of the corporation who is authorized by the corporation to receive the communication. Electronic records are records that are created, generated, sent, communicated, received or stored by electrical, digital, magnetic, wireless, optical, electromagnetic or similar technologies. Valid electronic signatures are those that are expressed through an electronic sound, symbol or process, and that are logically associated with a record and executed or adopted by a person with intent to sign the record.

## **ARTICLE 4**

### **COMMITTEES**

**Section 4.1 Committees.** The Board of Directors may act by and through such committees as may be specified in resolutions approved by a majority of the total number of directors.

**Section 4.2 Procedures.** The general procedures specified within Article III apply to committees and members of committees to the same extent as those sections apply to the Board of Directors. Each committee shall prepare minutes of its meetings and shall furnish such minutes to the Board of Directors and to members of the committee.

**Section 4.3 Executive Committee.** The Executive Committee shall be comprised of the President, the Vice President, the Secretary, the Treasurer and the Past President. The Past President will serve in an ex officio capacity. The Executive Committee shall have the authority of the Board of Directors in the management of this corporation in the interval between

Board meetings, shall have other duties as the Board of Directors may determine from time to time, and shall, at all times, be subject to the control and direction of the Board of Directors.

**Section 4.4 Nominating Committee.** The Nominating Committee shall be comprised of the Past President and not less than one (1) additional member of the Board of Directors. The Nominating Committee shall be responsible for nominating a slate of nominees to replace directors of this corporation whose terms are expiring or are vacant and for nominating individuals to certain offices and committees.

**Section 4.5 Finance Committee.** The Finance Committee shall be comprised of the Treasurer and not less than one (1) additional member of the Board of Directors. The Finance Committee shall be responsible for oversight of the financial affairs of the corporation.

## ARTICLE 5

# OFFICERS

**Section 5.1 Number and Qualifications.** The officers of the corporation shall consist of a President, Vice President, Secretary, Treasurer, Past President and such other officer or officers as may be elected by the Board of Directors. A person may hold more than one office. Officers shall be natural persons. The officers shall perform such duties and have such responsibilities as provided for in these Bylaws or as otherwise determined by the Board.

**Section 5.2 Election and Term of Office.** Treasurer and Secretary shall be elected annually by the Board of Directors, and, except in the case of officers appointed in accordance with the provisions of Section 5.8, each shall hold office until the next annual election of officers and until a successor is elected and qualified, or until the earlier death, resignation, or removal of the officer. President and Vice President shall be elected by the Board of Directors, and, except in the case of officers appointed in accordance with the provisions of Section 5.8, each shall hold office until the next annual election of officers and until a successor is elected and qualified, or until the earlier death, resignation, or removal of the officer. President and Vice President shall hold a three year term. Officers cannot be elected for the same position for more than three (3) consecutive years.

### Section 5.3 Duties.

**5.3.1 President and Chairman of the Board.** The President and Chairman of the Board (the "President") shall: (a) have general active management of the business of the corporation; (b) when present, preside at meetings of the Board of Directors; (c) see that orders and resolutions of the Board of Directors are carried into effect; (d) sign and deliver in the name of the corporation deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Articles of Incorporation or Bylaws or by the Board of Directors to another officer or agent of the corporation; and (e) perform such other duties as may from time to time be prescribed by the Board of Directors.

**5.3.2 Vice President.** The Vice President shall perform the duties and exercise the powers of the President in the President's absence or upon the President's incapacity and shall perform such other duties as the Board may from time to time prescribe or may be delegated by the President.

**5.3.3 Treasurer.** The Treasurer shall: (a) keep accurate financial records for the corporation; (b) deposit money, drafts, and checks in the name of and to the credit of the corporation in the banks and depositaries designated by the Board of Directors; (c) endorse for deposit notes, checks, and drafts received by the corporation as ordered by the Board of Directors, making proper vouchers for the deposit; (d) disburse corporate funds and issue checks and drafts in the name of the corporation, as ordered by the Board of Directors; (e) upon request, provide the President and the Board of Directors

an account of transactions by the Treasurer and of the financial condition of the corporation; and (f) perform such other duties as may from time to time be prescribed by the Board of Directors or by the President.

**5.3.4 Secretary.** The Secretary shall attend all meetings of the Board and committees thereof, if any, and record all votes and minutes of all proceedings in a book kept for that purpose. The Secretary shall give or cause to be given notice of all meetings of the Board and of committees, if any, and shall perform such other duties as may be prescribed by the Board or delegated to the Secretary by the President or the Treasurer. If there is no Secretary, then the duties and responsibilities provided herein shall be discharged by the President. The Secretary may, subject to Section 5.7, delegate certain of these duties to a staff member of the corporation.

**5.3.5 Past President.** The Past President shall provide consultation to the Board of Directors, shall act on the executive committee in an ex-officio capacity and shall serve as the chair of the Nominating Committee.

**Section 5.4 Resignation.** An officer may resign at any time by giving written notice to the corporation. The resignation is effective without acceptance when the notice is given to the corporation, unless a later effective date is specified in the notice. Notice provided in writing or by an electronic communication which meets the requirements of Section 3.17 may satisfy the notice requirement.

**Section 5.5 Removal.** An officer may be removed at any time, with or without cause, by a resolution approved by an affirmative vote of a majority of the directors present. Removal is without prejudice to any contractual rights of the officer.

**Section 5.6 Vacancies.** If any office becomes vacant by reason of death, resignation, retirement, disqualification, removal, or other cause, the directors then in office, although less than a quorum, may or in the case of a vacancy in the office of the President or Treasurer shall, by a majority vote choose a successor or successors who shall hold office for the unexpired term in of which such vacancy occurred.

**Section 5.7 Delegation.** Unless prohibited by a resolution approved by the affirmative vote of the Board, an officer for the corporation may delegate some or all of the duties and powers of an office to other persons, provided that such a delegation is in writing. An officer who delegates the duties and powers of an office remains subject to the standards and conduct of an officer with respect to the duties and powers so delegated.

**Section 5.8 Other Officers.** This corporation may have such other officers and agents as the Board of Directors considers necessary for the operation and management of the corporation, each of whom shall have the powers, rights, duties, responsibilities, and terms in office as may be determined by resolution of the Board of Directors.

## ARTICLE 6 INDEMNIFICATION

The corporation shall indemnify persons to the extent required by the Minnesota Nonprofit Corporation Act, and shall have the power otherwise to indemnify persons for such expenses and liabilities, in such manner, under such circumstances, and to such extent as permitted by applicable law.

## ARTICLE 7

## MISCELLANEOUS

**Section 7.1 The West Broadway Area.** West Broadway Area in the City of Minneapolis is defined as an area bordered by and inclusive of both sides of Lowry Avenue on the north, bordered by and inclusive of both sides of Plymouth Avenue on the south, the Minneapolis City limits on the west and the Mississippi River on the east.

**Section 7.2 Books and Records.** The corporation shall keep at its registered office correct and complete copies of: its Articles of Incorporation and Bylaws; accounting records; and minutes of meetings of the Board of Directors and of committees having any of the authority of the Board of Directors.

**Section 7.3 Fiscal Year.** The fiscal year of this corporation shall be determined by resolution of the Board.

**Section 7.4 Amendments To Bylaws.** Amendments to the Articles of Incorporation and these Bylaws must be distributed one (1) month prior to being approved by a majority of the total number of directors.

**Section 7.5 Insurance.** The corporation shall obtain directors and officers insurance, with coverage at levels advised by insurance professionals, to cover liability for the directors and officers of the corporation when acting on behalf of the Corporation, subject to customary exclusions, and such other insurance coverage as may be reasonably prudent in view of the activities being undertaken by the corporation.

These Amended and Restated Bylaws have been approved and adopted by the Board of Directors of this corporation by written action dated April 8, 2013.

**Exhibit B**

**West Broadway Business and Area Coalition  
Financial Policies and Procedures  
Date Adopted: November 13, 2008**

**I. General**

1. The Board of Directors formulates financial policies, delegates administration of the financial policies to the Executive Director and reviews operations and activities
2. The Executive Director has management responsibility including the financial management.
3. Current job descriptions will be maintained for all employees, indicating the financial duties and responsibilities.
4. Financial duties and responsibilities must be separated so that no on employee or board member has sole control over cash receipts; disbursements; payroll, reconciliation of bank accounts; etc.
5. Back-up personnel who have been cross-trained in financial procedures will perform tasks in the absence of the Executive Director or Board member.
6. A blanket employee dishonesty coverage in the amount of \$10,000 shall be maintained.
7. Professional financial service providers will be maintained and reviewed annually. These include payroll services, insurance, banking, and auditors (as necessary.)
8. The financial consultant will maintain a current and accurate log of the chart of accounts, job accounts and accounting classes.
9. These policies and procedures will be reviewed annually on or before September 30, by the Executive Committee of the Board of Director's.
10. Executive Director will inform Board in writing of any contractual relationships the organization enters into.

**II. CASH RECEIPTS**

1. A staff person other than the Executive Director will open any mail addressed to the WBC or without specific addressee. The receipt of checks or cash will be recorded in the accounting system. All checks or cash will be immediately forwarded to the Executive Director.
2. The Executive Director will endorse all checks by rubber stamp to read as follows

PAY TO THE ORDER OF  
Franklin Bank  
Account #(WBC's checking account number will be inserted upon adoption)  
FOR DEPOSIT ONLY  
West Broadway Business and Area Coalition

The endorsement stamp will specify into which corporate account (savings, checking) the deposit will be made.

3. Documentation for all receipts (a copy of check, letter, etc.) will be attached to the duplicate slip and filed chronologically.
4. All receipts will be deposited intact. No disbursements will be made from cash or check receipts prior to deposit.
5. The Executive Director will record each cash payment received in a number receipt book with a duplicate for the payer. Cash shall be locked in a secure location until taken to the bank.
6. A staff person other than the Executive Director will receive a copy of deposit reports for review.

**III. CASH DISBURSEMENTS**

**A. CHECK AUTHORIZATION**

1. All invoices will be immediately forwarded the Executive Director who will review all invoices for mathematical accuracy, validity, conformity to the budget (or other board authorization) and compliance with bid requirements.
2. Prior to payment, all invoices will be approved (indicated by initialing) by the Executive Director, who will code the invoice with an appropriate expense or other chart of accounts line item number, class and job number (where applicable).
  - a. By approving an invoice the Executive Director indicates that it has been reviewed by the financial consultant, and authorizes a check.
  - b. The Executive Director will ensure that all conditions and specifications on a contract or order have been satisfactorily fulfilled, including inventorying items received against packing slip counts. The Executive Director is responsible for the timely follow-up on discrepancies and payment.
3. Approved invoices will be entered into the accounting system using the “Enter Bills” screen
4. The Executive Director will prepare checks on an as needed basis.
5. Authorized signers on the WBC accounts include the Executive Director and two Executive Committee members.

## B. CHECKS

1. The Executive Director will be responsible for all blank checks.
2. All checks with the exception of payroll will be signed by the Executive Director or designated members of the Board of Directors.
3. The Financial Consultant or Executive Director will generate checks for the approved invoices.
4. The Financial Consultant will generate checks that are written through the accounting system using the Pay Bills screen.
5. Voiced checks will have “VOID” written boldly in ink on the face and have the signature portion of the check torn out. Voided checks will be kept on file.
6. In no event will:
  - a. Invoices be paid unless approved by an authorized signer
  - b. Blank checks (checks without a date or payee designated) be signed in advance
  - c. Checks be made out to “cash”, “bearer”, “petty cash”, etc.
  - d. Checks be prepared on verbal authorization, unless approved by the Executive Director.
7. In the event that it is necessary to issue a duplicate check for checks in an amount of \$15, a stop payment will be ordered at the bank on the original check.

## C. RECONCILLATIONS

1. Bank statements will be received directly and opened by the Executive Director.
2. The Financial Consultant will reconcile the bank statement monthly.
3. The Treasurer of the Board will receive a monthly statements of checks paid on all accounts.
4. The Executive Director shall verify the reconciliation of the bank accounts on at least a quarterly basis.
5. On all checks outstanding over 120 days, the Executive Director, will order a stop payment.

## IV. PURCHASES UNDER \$5,000

1. All purchases over \$500 must be approved in advance by the Executive Director.
2. The Executive Director is responsible to know if the item ordered is within the budget and guidelines.
3. If purchase is less than \$150, persons authorized by the Executive Director for immediate purchase and delivery can make the purchase. When this is done, invoice copies are to be turned in to the Executive Director.

## B. PURCHASES OVER \$5,000

1. All purchases including services over \$500 must be approved in advance by the Executive Director.

2. Purchases over \$5,000 will be required to undergo a competitive bid procedure
3. All bid requests will contain clear specifications and will not contain features which unduly restrict competition.
4. The Executive Director will be responsible to ensure that all conditions and specifications of a contract, bid or order have been satisfactorily fulfilled and will be responsible for timely follow-up of these purchases.
5. The Executive Director will obtain at least 3 bids wherever possible unless prior approval by the Executive Committee has been obtained.
6. Purchases of over \$5,000 will not be fragmented or reduced to components of less than \$5,000 to avoid the bid process.

## **V. PAYROLL**

### **A. TIME SHEETS**

1. Each employee will be responsible for completing a time sheet on a biweekly basis.
2. Completed time sheets will be dated and signed by the employee and will be submitted to the Executive Director by the end of the last working day of each pay period.
3. No payroll checks will be issued without a completed time sheet.
4. Incomplete timesheets will be returned to the employee for correction.
5. The Executive Director will verify the accuracy of the time sheets and addition.
6. Employees will be paid at a minimum twice a month; deductions are itemized on each paycheck.

### **B. PAYROLL**

1. A payroll service, hired by the Executive Director will enter payroll, print payroll checks, make direct deposit transfers print payroll reports and send reports to the Executive Director.
2. The Executive Director will review the payroll checks before they are distributed.
3. The Executive Director will distribute the payroll checks to the employees. Checks will not be issued to any person other than the employee without written authorization from the employee.
4. The Financial Consultant is responsible for entering payroll reports into the accounting system.
5. Voluntary terminations will be paid at regular pay date. Involuntary terminations will be paid on the day of separation.

### **C. PAYROLL TAXES**

1. The payroll service will prepare and transmit the payroll tax reports, W-2 forms and 1099 forms.
2. The Executive Director will verify payroll tax preparation on a quarterly basis.

### **D. BENEFITS**

1. Payroll will be prepared in accordance with the personnel policies and benefit plan.

## **VI. TRAVEL & EXPENSES**

1. Each employee will complete an expense voucher if any traveling is done. Voucher should include all expenses including credit card charges. Voucher will reflect reimbursement sources other than WBC
2. The expense voucher will be submitted within 60 days for payment, with a total signed by the employee, authorized for payment by the Executive Director.
3. Reimbursement will be based upon current travel policies. Receipts must be attached to the expense voucher for lodging, common carrier transportation, and receipts for meals where required.
4. Incomplete expense vouchers will be returned.
5. Employees and board members will be reimbursed for travel and other related expenses at the rate set by the Board. The Executive must approve employee travel and workshop expenditures prior to their occurrence.

The organization will reimburse no more than the standard mileage rate for business use of a car as established by the IRS. WBC will reimburse meal expenses incurred direct connection with WBC employment, or a per diem rate of (rate as determined by federal government by travel destination). The mileage rate and per diem rate will be established annually by the board.

## **VII. CONSULTANTS**

1. Consideration will be made of internal capabilities to accomplish services before contracting for them.
2. Written contracts clearly defining work to be performed, terms and conditions will be maintained for all consultant and contract services.
3. The qualifications of the consultant and reasonableness of fees will be considered in hiring consultants.
4. Consultant services will be paid for as work is performed or as delineated in the contract.
5. The Board of Directors will approve audit and other significant contracts.

## **VIII. PROPERTY**

### **A. EQUIPMENT**

1. Equipment shall be defined as all items (purchased or donated) with a unit cost of \$500 or more and a useful life of more than one year.
2. The Executive Director will maintain an inventory log; which shall list a description of the item, date of purchase or acquisition, price or fair value of the item and its location.
3. A depreciation schedule shall be prepared at least annually for the 990 and/or audited financial statement.
4. The Executive Director will ensure that all equipment is recorded in the accounting system. An entry must be made whenever property is disposed of or acquired.

## **IX. LEASES**

### **A. REAL ESTATE**

1. The Executive Director will review leases prior to submission to the Board of Directors for approval.
2. All leases, clearly delineating terms and conditions, will be approved by the Board of Directors and signed by the Executive Director.
3. The Executive Director will keep a copy of each lease on file.
4. The Financial Consultant will be notified of each lease and lease specifications, and will make proper general journal entries for the same as applicable.

### **B. EQUIPMENT**

1. The Executive Director will review all leases.
2. All leases, clearly delineating terms and conditions will be approved and signed by the Executive Director.
3. The Executive Director will keep a copy of each lease on file.
4. The Financial Consultant will be notified of each lease and lease specifications, and will make proper general journal entries for same.

## **X. INSURANCE**

1. Reasonable, adequate coverage will be maintained to safeguard the assets of the corporation. Such coverage will include property and liability, worker's compensation, employee dishonesty and other insurance deemed necessary.
2. The Executive Director will carefully review insurance policies before renewal.
3. The Executive Director will maintain insurance policies in insurance files.

4. Insurance policies will correspond to the calendar year whenever possible.
5. The Insurance Agent will prepare and the Executive Director will maintain an insurance register.

## **XI. TELEPHONE**

1. Personal long distance or cellular phone calls made on the WBC's telephones by employees are not allowed.

## **XII. BOOKS OF ORIGINAL ENTRY**

1. Adequate documentation will be maintained to support all general entries.
2. Each month the Financial Consultant will prepare a balance sheet and statement of activities by project that will be reviewed by the Executive Director.
3. The statement of activities report will include a comparison budget (beginning January 09)
4. WBC will maintain its accounting recorded on the accrual basis in a manner that facilitates the preparation of audited financial statements conforming to generally accepted accounting principles

## **XIII. GRANTS AND CONTRACTS**

1. The Executive Director will carefully review each award and contract to ensure compliance with all financial and programmatic provisions. The Executive Director will maintain originals of all grants and contracts in a file. The Financial Consultant will prepare initial entries as appropriate to record each award.
2. The Executive Director will maintain on a current basis a Grant/Contract Summary for each grant or contract awarded to the WBC. The document shall contain the time period applicable to the expenditures, and restrictions on expenditures and all required financial program report and due dates.
3. The Financial Consultant or Executive Director will prepare financial reports to the funding sources as required.
4. The Executive Director will review and approve all reports to the funding sources.
5. It will be the responsibility of the Executive Director to insure that all financial reports are submitted on a timely basis.

## **XIV. BUDGETS**

1. The Executive Director will prepare the financial budget and the Board of Director's will approve the budget on an annual basis.
2. The Executive Director will insure that the budgets are on file
3. The Board of Directors must approve changes in the expenses of the budget should they exceed \$5,000 of the line item.

## **XV. LOANS**

1. The Board of Directors will approve loans.
2. A promissory note will be prepared and signed by the Board Chair and another Officer of the Board before funds are borrowed.

## **XVI. OTHER**

### **A. MINUTES**

1. The Secretary of the Board will prepare accurate minutes of all meetings of the Board of Directors and committees.
2. The Executive Director will note all items in the minutes related to finance and take appropriate action.

B. NON-PROGRAM INCOME

1. Donations of cash and non-program related income will be separately accounted for.

C. ACCOUNTS RECEIVABLE

1. Documentation will be maintained for accounts receivable
2. Accounts receivable will be recorded in the books and collected on a timely basis.

D. FINANCIAL PROCEDURES

1. Financial procedures will be reviewed annually by an ad-hoc committee appointed by the Board of Directors. The Board of Directors must approve changes to the financial procedures prior to implementation.

E. FORM 990

1. The Board of Directors in conjunction with an audit (if audit is necessary) will authorize the preparation of Form 990. Form 990 will be signed by an officer of the Board.
2. Copies of the Form 990 will be kept on file in the WBC office and available for inspection and/or copying.

F. PERSONNEL FILES

1. The Executive Director will maintain a personnel file for each employee, containing appropriate documents, such as the signed compensation agreement, approval of changes in compensation, an I-9 immigration form, and withholding forms for taxes, benefits, deferred compensation, and charitable contributions.