

Downtown Milford, Inc.
Board of Directors
October 4, 2018

The meeting was called to order at 6:01 PM.

Present: Matt Babbitt, Paige Evers, Walt Hepford, Lang Redden, Peg Reilly, Pat Sparks, Bob Starkey, Tod Van Eyken, Sher Valenzuela

Excused: Dave Pickrell, Sara Pletcher

Executive Director: Murrie Zlotziver

Guests: Dan Bond, Gary Emory, Ben Jones, Joan Lofland, Sudler Lofland, Keith Mosher, Nina Pletcher, Jenn Rowan, Ramsey Schrader, Stephenie Tatman

Sara Pletcher submitted edits to the minutes of the September meeting. Lang Redden made a motion to approve the minutes with these corrections, Walt Hepford seconded the motion and the minutes were approved with these edits by all Board members in attendance.

President's Report: The report was included in the Board packet

Executive Director: The report was included in the Board packet

Vinyard Shipyard Project:

- Dan Bond presented the committee's report. The committee would like to hire their unanimous choice of Architectural Alliance, Inc. to conduct a good study to include the cultural and economic impact of making the shipyard a destination for residents and visitors.
- The targeted amount needed is \$56,000. The committee is confident that this can be raised from the community, Kent and Sussex counties, DNREC and the Delaware River and Bay Authority. The City of Milford will also be approached for support. The Committee consists of Dan Bond, Matt Babbitt, Gary Emory, Sher Valenzuela, and Lisa Fitzgerald. Each member has been given an amount to raise and a specific group to contact. DMI has been asked to raise \$10,000 through Ioby or another online fundraiser group.
- Dan reassured the Board that Architectural Alliance, Inc. will not be repeating studies done previously. The committee will review prior studies and share with Architectural Alliance, Inc. the information that is still relevant. The firm will be specifically researching how to best preserve the 50 acre plot of land for the benefit of the City of Milford.

- Sudler Lofland then spoke about the project from the landowner's prospective. His concerns include the community's reception of any plans to develop the land as a public space. The Board assured him that we feel it will be a positive response.
- Mr. Lofland also made it clear that this is not an open-ended offer. He and Mrs. Lofland do have plans of their own and would like to see the matter of preserving the shipyard settled in a timely fashion.
- Mr. Lofland alluded to the studies that were conducted in 2012, 2015 and 2017. It is his hope that we can build from these studies and move forward. He mentioned that the land is in the exact center of the City's park system.
- The Loflands would like to see the shipyard continue in some manner. Whether or not things like the wooden spoon factory can be included remain to be seen. They feel the educational value of the shipyard is important.
- The Board members present asked for an example of where the money would potentially come from. Kent County Levy Court, Sussex County Economic Development both indicated a positive response when contacted earlier. The Committee feels that the funds for the study can be raised quite easily.
- It was also asked how the money would be handled. Would it go through DMI or would it go through the City. This is undecided at this point.
- Is there reason to believe the City may support this effort financially? The response was that it is a new day in City Hall and therefore, a new presentation might receive a different response.
- The Board also questioned whether or not the contract would be timebound. The Committee assured us that there would be a built-in contingency that work be completed in a timely manner.
- After the presentation, Matt Babbitt made a motion that we move forward with fundraising for the Vinyard Shipyard project. Pat Sparks seconded the motion and it was approved by all Board members in attendance.

Treasurer's Report: The report was distributed at the meeting

- The Treasurer's Report was accepted after a motion by Lang Redden, seconded by Tod Van Eyken, and approved by all board members in attendance.
- Bob Starkey presented the 2019 Budget. He indicated that he had made changes so that our budget balanced. As a non-profit organization we should not show a projected profit in our budget.

- A question was raised about including the Pub Crawl in our budget as there is not a chairperson. Nina Pletcher, chairperson of the Promotion Committee, indicated that the committee is dedicated to finding a chairperson by January. In the past, work on the Pub Crawl has not begun until then.
- Lang Redden indicated that repairs to the house may require more money than budgeted (see Old Business). It was decided to add an additional \$2500 to this line item.
- Matt Babbitt made a motion to accept the proposed 2019 budget with the change indicated above. Pat Sparks seconded the motion and it was approved by all Board members in attendance.

Strategic Plan Progress:

- Downtown Milford, Inc. is continuing to move forward with the Strategic Plan. After Sara Pletcher and Murrie Zlotziver met with each committee there is a clearer understanding of what is expected.

Design Committee: The report was included in the Board packet

- Milly Pederson will be stepping down as chairperson at the end of December. Dave Pickrell will not be assuming the chairmanship.
- Working with the FFA from Milford High School, the Design Committee will be offering holiday wreaths and greens to help raise money for Milford in Bloom. This will be a pre-order fundraiser and information will be available at various events leading up to the end of November. The committee has decided to also order extras to be sold to those who were unable to pre-order.

Economic Vitality: The report was included in the Board packet

- Lang Redden presented an extensive report on the Farmers Market earnings over the past few years. This is included with these minutes.

Organization Committee: The report was included in the Board packet

- Pat Sparks announced that with the new sponsor program and the elimination of membership, each Board member will be required to submit a sponsor donation of at least \$50. This will be tracked and updates will be given at each meeting of the Board. As in the past, these donations can be made through a Board member's business.

Promotion Committee: The report was included in the Board packet

Old Business:

- The following people agreed to serve on the Board of Directors: Kelly Graybeal Turner, Jason Peel, Cat Perfetti, and Denise Morris. Their names will be on the ballot presented at the annual meeting.

- Lang Redden gave a brief update on the repairs to the house. The painter plans to complete the outside painting before winter. She also indicated that the column on the front porch nearest the steps is load-bearing and is rotting. This may require significant money to repair.
- The Annual Meeting will be held on November 1, 2018, from 6 to 8 PM at Georgia House.
- Regarding our by-laws: Change “member” to “sponsor”. After some discussion, it was decided to wait to approve this until Sara Pletcher is back in town. It will be sent to the Board members for an e-vote prior to the annual meeting.
- Discussion about changing our fiscal year was favorable. Since the City of Milford is a major financial supporter, it makes sense to be in line with their fiscal year. Lang Redden made a motion to change our fiscal year to July 1 through June 30. Pat Sparks seconded the motion and it was approved by all Board members in attendance.
- After some discussion regarding the budget, a motion was made by Tod Van Eyken, seconded by Pat Sparks, and approved by all Board members in attendance to change the budget just approved to match the fiscal year. Bob Starkey will make the necessary changes.

New Business:

- Members of the Milford business community were in attendance to discuss a recent event and to talk about working together moving forward. The question about cupcakes for the Milford Birthday Party was raised again. The consensus from the business owners was that it was not a responsible move to order cupcakes from a vendor who is not part of the local community. When questions were asked about the choice of vendors, the merchants felt that fingers were pointed and untruths were told to explain the situation. It was explained that this vendor does support our downtown by participating in the Farmers Market. There was also confusion as to whether or not the downtown bakeries were approached to provide a quote to provide the cupcakes. Lang Redden stepped up and explained that she had suggested the outside vendor.
- Ben Jones and Jenn Rowan questioned our Vision Statement presented on the website. They interpreted it as we serve to protect local businesses. A short conversation was held asking the question whether or not DMI should be recruiting new businesses that mirror current businesses in town. It was explained that it is not our place to filter what businesses are brought to the downtown area. They also questioned our transparency as they feel we may be bypassing due process when selecting vendors. They would like there to be more information provided to the community and suggested that we utilize social media more effectively.

- The merchants in attendance feel that there is a disconnect between our Vision Statement and our actions. Sher Valenzuela then read our Vision Statement and said that, as a business owner in the community, she feels very connected to both our Vision and Mission Statements.
- Stephenie Tatman, owner of Dolce, asked for three things to happen in the future: Milford businesses should be given the first opportunity to provide goods or services to the community through our events. She would also like to have easier access to the Board meeting minutes and was wondering if we could do an email blast when they are made available on the website. Her third ask was that we give some consideration to existing businesses when we recruit new ones. She was not asking for exclusivity, but just consideration.
- Ramsey Schrader expressed his concern over the choice of cupcake providers and reiterated that we should approach and use local businesses when possible. He then began a discussion of the Pub Crawl and indicated that the merchants felt that this was an event they could provide without DMI's involvement. Ramsey, Ben and Jenn feel that the money raised from this event should be donated to a charity rather benefitting DMI.
- Murrie Zlotziver indicated that he does shop local and that the events DMI provides to the community do promote our local businesses. Regarding protecting downtown businesses by not recruiting similar businesses, Murrie asked the business owners if they were feeling threatened by similar businesses coming to Milford.
- Nina Pletcher spoke up and said that social media seemed to cause problems in that posts regarding things like the cupcake vendor quickly turn into a forum for bashing the work that is being done. Jenn Rowan defended her post by saying that she cannot control who shares it or comments on it.
- Peg Reilly wrapped up the meeting by thanking the merchants for attending the meeting and expressing their concerns. She assured them that we would address these concerns and try to be more open in the future. The business owners were asked if they felt they had been heard and they replied that they did.

The next Board meeting will be November 1, 2018, at 6:00 PM at the Georgia House. This will be our Annual Meeting. The meeting was adjourned at 8:24 PM with a motion made by Walt Hepford, seconded by Matt Babbitt, and approved by all Board members in attendance.

Respectfully submitted,

**Pat Sparks
Secretary**

President's Report
September 2018

Ladybug Music Festival

- The Inaugural Ladybug Festival on Saturday, Sept. 22 was a smashing success! We believe 2500-3000 people were Downtown moving between 16 venues featuring over 40 live music acts. We have a debrief call with Gable Music Ventures on Oct. 8 to review what worked/what didn't and to set a timeline for 2019 planning.
- By the numbers:
 - Raised \$24,750 and paid Gable \$25,000 + \$2,000 collected in venue fees
 - The remaining \$250 came out of DMI's funds
 - 42 volunteer shifts
 - 40 were filled totaling 81.25 hours
 - NKS will donate \$1500 to DMI for the bar service
 - \$500 to purchase Milford Ladybug t-shirts; \$1325 generated from sales (this includes 10 shirts on order that will cost us an additional \$100 + some postage); net: \$725
 - Total DMI income: \$2225
 - EMS service and fencing install were donated services; MRB put DMI and the City of Milford on their insurance; all of which saved DMI the money we raised
- Thank you Matt Babbitt, Walt (Sharon) Hepford, Dave Pickrell, Peggy Reilly, Lang Redden, Pat Sparks, Sher (Eli) Valenzuela, and Tod VanEyken for volunteering the day of! I greatly appreciate your help!

September Meetings/Events:

- 9/6: Ladybug planning call with Gable Music Ventures
- 9/11: Design Committee Meeting to review Strategic Plan implementation
- 9/12: Murrie's Review with Peggy
- 9/13: Delmarva Life taping in Salisbury – Ladybug Festival
- 9/17: Met with Ashby, new office intern, to review posting materials to website, answer design questions, etc.
- 9/18: Ladybug load in call with Gayle of Gable
- 9/18: EV Committee Meeting to review Strategic Plan implementation
- 9/18: Promotion Committee Meeting to review Strategic Plan implementation
- 9/19: DE Division of the Arts Council met at the Music School of DE – I gave a 20-minute overview of DMI, TADD and the Ladybug Festival; I also learned about a Mastercard program the state has access to that cities and communities can use to help plan future growth – I've asked Murrie to follow up with Paul at DDA to get more info on this.
- 9/19: Facebook Live with DE Tourism about Ladybug Festival
- 9/20: Milford's 231st Birthday Party – less attendance due to less school district involvement
- 9/21: Ladybug prep – spent the day helping with fence install, marking vendor spaces, setting up t-shirt sales in square, etc.

- 9/22: Ladybug Festival – signed up to work setup and cleanup, also emceed three locations and coordinated volunteers all day
- 9/24: City Council meeting – attended Murrie’s quarterly update to Council
- 9/25: City Parking Study meeting – I addressed the merchant’s wants for angle parking; Rob asked for a petition signed by all affected merchants before he approaches the State – our Design Committee could take this on
- 9/27: Budget Meeting: Pat, Bob, Murrie and I met to create the 2018-19 budget

September Hours: 82

Executive Director's Report
September 2018

Attended the following Committee Meeting:

Economic Vitality	Farmers Market
Design	Entrepreneur
Promotion	Design Guidelines
Organization	

Additional Meetings:

Ladybug Conference Calls	Milford City Council
Homeless	Human Relations
Kent County Tourism	Parking Study
Milford Chamber	

Community Liaison

3rd Thursday
Farmers Markets
Community Conversation

Press/Media/Advertising

Milford Chronicle Ladybug Inserts
Delmarva Life TV interview - Ladybug
Milford Chronicle New Monthly Advertising

Grants/Sponsorships

Reviewing JP Morgan Chase Advancing Cities Initiative

Ribbon Cuttings/Open Houses:

None

Final preparation for Ladybug Festival – reminders to City Department heads re Ladybug logistics, DELDOT road closure, vendor layout, fencing, port-o-potties, venue issues. Table, chair & tent set up. Introducing acts, crowd oversight, monitoring venues, talking to musicians, vendors and attendees. Enjoying the music

Vinyard Project reviewed and evaluated responses from 3 consulting firms: Architectural Alliance, Homsey Architects, and Weymouth Architects & Planners. Decimated materials to the committee and collected evaluations. Met with committee to review proposal and reach consensus on the recommendation of Architectural Alliance to the Board and provided the Board with this proposal for their review.

PlaceMaking/Bike Racks Received and unloaded bicycle racks in conjunction with Lifecycle. In collaboration with the city we were able to install 6 bike racks (Basketball Courts, Memorial Park, Walnut St. at the Park). Bike racks are currently being stored at Arenas

Sail Banner Project met with Eli First State Manufacturing on making the banners received samples. 20 Large banners to be made with leftover material to make small banners.

Met with Blooming Boutique owner, Michiko Seto. Discussed Milford, marketing, and greater participation with DMI.

Set up annual membership meeting and menu with Georgia House

Developing Big Ask brochure with Pat Sparks

Jazz & Film Noir: Riverwalk Theatre has withdrawn their participation due to an uncertain construction timeline and other logistics. I am currently discussing with Pastor Shockley the rental of the Jesus Love Temple.

Assisted with the development of the committee/event budgets for the new fiscal year

Working on final Ladybug grant report to DE Division of the Arts.

September 11, 2018 Design Committee Meeting

Attending:

Dave & Marcia

Ang

Joey & Jan

Murrie

Sara

Milly

I. Milford in Bloom

A. Watering and the overall program - MIB struggles in that no one person is in charge of the program. Dave was away for a week and when he returned, many plantings had died even though Dave had made plans with P & Rec for watering while he was away.

B. Fundraising – We will proceed with the wreath sale in conjunction with the high school. The proposal by Dr. Fisher (Milford Plant & Garden) for a joint sale with their business was not accepted by the committee. We will proceed using a greens company that specializes in fundraising.

The committee thought we should place flyers for financial support into the utility billing mail outs. \$450 for b&w, \$600 for color.

Milly sent Pat Sparks copies of letters sent out in the past in hopes that the Promotions committee would get out letters soon. No letters have been sent out so far.

II. Public Art Project

The sail banners are in the works in that material is ready to be sewn and the art end of the project will start soon (as in the boat project). Public needs to understand that this public art project is NOT a project, which will replace the other banners throughout the town. However, the condition of the other banners must be addressed sooner rather than later as many are in poor condition and are unsightly.

III. Sign and Awning

There have been no new applications.

IV New Strategic Plan

Sara, DMI Board President, gave a brief presentation on the new strategic plan (which was handed to each member of the committee).

V. Miscellaneous

Crime and homelessness continues to be a concern for the renewal of a vibrant downtown. Committee discussed the fact that social services offices downtown contribute to those concerns.

Making S. Walnut a one-way street with head in parking would be more welcoming and beneficial to businesses on the street. This suggestion, however, must be addressed by council and not DMI.

Dave Pickrell gave an example of a community's commitment to changing their downtown positively. Ft. Lauderdale was the example but Dave explained that if you examine the per capita figures for Milford and Lauderdale, the same result could be accomplished.

Milly resigned as chair of the Design Committee effective January 1, 2019.

Economic Vitality Committee Report September 18, 2018

Present: Dan Bond, Walt Hepford, Sara Pleltcher, Peggy Reilly, Sher Valenzuela, Murrie Zlotziver, Pat Abel

Absent: David Pickrell, Ed Simon, Lisa Fitzgerald, Eugene Helmick, Bill Pfaffenhouser

Strategic Plan. Sara informed us that DMI has adopted a Strategic Plan for the next three years and she presented the board's over-arching goals for that period.

Sara presented part of the newly adopted DMI Strategic Plan as it pertains to our committee. A three-page handout was distributed entitled: *Appendix B / Recommendations to Milford Economic Vitality Committee for Recruitment and Retention Process*. There was discussion around lead generation of potential new business owners and ways to process that information. The recommended process includes vetting and recording of leads in a central location.

Vinyard Shipyard. Sher and Dan reported. There have been three responses to the RFP that was issued and those responses have been evaluated. There will be a meeting on Friday September 21 and recommendations will be made to the board. Following the recommendation, the next step will be to meet with the chosen organization. Sher and Dan reported that they feel encouraged. There is hope that we will be able to attract visitors from DE Turf. Dan will ask Joan Lofland to create a display to show in the library. Dan will encourage Gary Emory to lead the Vinyard Shipyard project.

Entrepreneur Network. Peg reported that the network meetings are not consistently seen as productive by some of its members. She is attempting to survey members for information on what they want from the meetings. About 20 people attend the meetings and only 5 represent downtown businesses. There is discussion whether the Third Thursday event should continue all year.

Recruitment. Pat reported that the manager of Lewes Mercantile expressed that she is considering the potential that Milford might offer for a second location. He emphasized that she is at a curiosity stage and is not ready to meet with any of us. Pat will follow through with her and report back to the committee. Dan and Peg indicated that they will be happy to meet with the manager when she is ready to receive more information.

Director's Comments. The town is expecting around 2500 people to attend the Lady Bug Festival. The property at 100 S. Walnut is being looked at for possible development.

Farmers Market. Walt reported that at the end of this season, Dave Verkade is leaving his role as overseer of set-up and tear-down at the Farmers' Market. We would like to continue this service, but if a replacement is not found providing tents and tables to our vendors free of charge will end. This may mean some of the vendors will be unable to attend.

Volunteer Hours. Ed 2, Farmers Market 70, Sher 12, Walt 13, Dan 15, Bill 3, Pat 2, Peg 25, Total 142

Submitted by Pat Abel

Organization Committee

September 2018

Attending were Nancy Benson, Paige Evers, Pat Sparks, Hilary Valentine, Tod Van Eyken, Murrie Zlotziver

The Committee is moving forward with the “Big Ask” campaign for 2019. Giving amounts were standardized for similar events making it easier to track as donations come in. The letters will go out by mid-October. Members of the Board of Directors and committee chairpersons will be asked to add a personal message to as many letters as possible in the hope of creating good will for various events and programs. Letters will be personalized as much as possible rather than sending out a generic letter to everyone. Ashby and Pat will work together on design of the brochure which will accompany the letters. It was decided that no donations will be accepted electronically this year so that the Committee can better track what events are receiving donations.

The Committee is also looking into a fundraiser to be held at the Georgia House in January or February. While this would net a small profit for DMI it will hopefully lay the ground work for a larger fundraiser later in the year.

Moving forward, we are hoping to recruit new members to the committee as well as working with Marilyn Ambrose to continue recruiting volunteers for DMI events.

Respectfully submitted,

Pat Sparks

Promotions Committee

Meeting Minutes

09/18/18

Old Business:

Murrie presented the Promotions Committee Strategic Plan

Nina gave updates about Milford's Birthday

- Milford High School will sell Milford gear
- Buccaneer will be there
- Mini Cupcakes a go with a small ceremonial cake for cutting

Murrie gave updates about Lady Bug Festival

- Porta Potties a go (next to Good News)
- Volunteers Needed

New Business:

Rachel updated about Holiday Stroll

- Window/Indoor Decorating Contest-No Theme
- Need to get prizes for window contest
- Entertainment schedule by Sept. 28th
- Horse and Carriage looks like a go

Nina gave updates on Santa's House

- 1000 Stockings by mid-November

- Santa's Meeting next week

Small Shop Saturday- Murrie

- Bags are supplied
- Balloons with Gift Certificates a go

Pub Crawl-No Updates

Bug & Bud-No Updates

Murrie Updated about Film Noir

- No go for now, still working on a plan

DOWNTOWN MILFORD, INC. BYLAWS

ARTICLE 1

Name and Principal Office of Corporation

Section 1. The name of this corporation shall be Downtown Milford, Inc. (herein after referred to as the Corporation). The principal office shall be determined by the Board of Directors of the Corporation.

ARTICLE 2

Purpose

Section 1. The purposes for which this corporation is organized are to stimulate economic development in Downtown Milford through Organization (encouraging cooperation and building leadership in the business community); Promotion (creating a positive image for downtown by promoting the downtown as an exciting place to live, shop, and invest); Design (improving the appearance of the downtown); Economic Restructuring (rebuilding and diversifying downtown's economy); and to receive, administer, and distribute funds in connection with any activities related to the above purposes. The corporation is organized to operate exclusively for charitable and educational purposes within the meaning of Section , 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law) and more specifically:

- a) to promote the historic preservation, protection and use of Milford's traditional downtown area, including that area's commercial, civic and religious enterprises and residences;
- b) to take remedial actions to promote Milford's historic preservation, contribute to its community betterment while lessening the burdens of Milford's government;
- c) to disseminate information of and promote interest in the preservation, history, culture, architecture and public use of Milford's traditional downtown area;
- d) to hold meetings, seminars and other activities for the instruction of members and the public in those activities such as building rehabilitation and design, economic restructuring and planning management that foster the preservation of Milford's traditional downtown area, and enhance the understanding and appreciation of its history, culture and architecture;
- e) to aid, work with and participate in the activities of other organizations, individuals and public and private entities located within and outside Milford engaged in similar purposes;
- f) to solicit and receive and administer funds for educational purposes and to that end to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise, either absolutely or jointly with another person or corporation, any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount of value; to sell, convey or otherwise dispose of any such property and to invest, reinvest or deal with the principal or the income thereof in such manner as, in the judgement of the corporation's directors, will best promote the purposes of the corporation without limitation, except such limitation if any, as may be contained in the instrument under which such property is received, the bylaws of the corporation, or any laws applicable thereto.

In addition, in furtherance but not in limitation thereof:

The Corporation shall not carry on propaganda or otherwise attempt to influence legislation except as an insubstantial part of its activities. The corporation shall not engage in any transaction or permit any act or omission which shall operate to deprive it of its tax-exempt status under Section 501(c)(3) of the Code. The corporation shall not in any manner or to any extent participate in, or intervene in (including the publishing or distribution of statements) , any political campaign on behalf of any candidate for public office; nor shall it engage in any "prohibited transaction" as defined in Section 501(b) of the Internal Revenue Code of 1986. In the event of dissolution or liquidation of the corporation, any assets then remaining shall be distributed among such other organizations as shall qualify at the time as exempt organizations described in Code Section 501(c)(3) as the Board of Directors shall determine, such assets to be used for purposes consistent with those described in the immediately preceding subparagraphs lettered (a) through (e) .

No part of the net earnings of the corporation shall inure to the benefit of any member of the corporation or other private individual except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered herein. None of the property of the corporation shall be distributed directly or indirectly to any member of the corporation except in fulfillment of its charitable and educational purposes enumerated herein.

The corporation also has such powers as are now or may hereafter be granted under the laws of Delaware that are furtherance of the corporation's exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any future federal tax codes.

ARTICLE 3 Program Area

Section 1. DMI Boundaries and DMI Project Area (map on page 9)

North Boundary – Beginning at the intersection of N.W. Front Street and Maple Avenue (including Parson Thorne Mansion), extending East to the Milford Police Station at 400 N.E. Front Street.

West and South Boundary – Beginning at the intersection of N.W. Front Street and Maple Avenue and extending South to the intersection of Maple Avenue and South Walnut Street.

East Boundary – Beginning at the intersection of South Walnut Street and Maple Avenue and extending North to S.E. Front Street. Extending East on S.E. Front Street to Columbia Street. Extending North on Columbia Street to Mispillion Street. Extending East on Mispillion Street to Marshall Street. Extending North on Marshall Street to Mispillion River. Extending across Mispillion River (including Goat Island) to Milford Police Station at 400 N.E. Front Street. The project area shall include all properties fronting on both sides of the streets noted above and all properties located within the DMI boundaries.

ARTICLE 4

Sponsorship

Section 1. Any business, organization or individual interested in supporting the purposes of the Corporation may become a sponsor by applying to the Board of Directors in such form as it shall prescribe. Basic services offered by DMI will serve to the benefit of the designated program area as a whole regardless of sponsorship status.

Section 2. The Board of Directors shall establish sponsor levels as it deems appropriate which will be voted upon at the annual meeting.

Section 3. An individual, business or institution is considered a sponsor in good standing upon payment of annual sponsorship dues as established by the Board of Directors.

Section 4. Each member in good standing is entitled to one vote on each matter submitted to a vote of the members. Business or institutional members will appoint one official representative eligible to vote for that business or institution. Substitutions must be made in writing to the president of this corporation.

ARTICLE 5

Sponsorship Meetings

Section 1. Notification and proxy vote information shall be mailed to general membership (at last known address) at least 30 days prior to annual meeting or 7 days prior to a special meeting called by Board of Directors or by at least 10% of the membership. Decisions of the members shall be made by a majority of those present or represented by proxy.

Section 2. An annual meeting of the membership shall be held within 30 days of the end of the corporation fiscal year at such time and place as may be determined by the Board of Directors for the purpose of electing officers and directors and transacting such other business as may be properly brought before the meeting.

Section 3. The Board of Directors shall meet at least six (6) times a year with at least one meeting in each quarter. Board of Directors meetings are open to the General Membership. Notice of all Board of Director meetings and of the Annual Meeting shall be published at least one week prior to said meetings.

Section 4. Special meetings may be called by the President, Board of Directors, or by not less than 10% of the members having voting rights. The time and location of Special Meetings will be determined with consideration for the overall convenience of the members of the Board of Directors. Notices of any special meetings of the Board shall be given to each Director by verbal communication, either in person or over the telephone, by fax, by mail or by e-mail. Notice shall be deemed given when the Director is contacted at the last address or contact information appearing on the books of the corporation.

Deleted: Membership

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Commented [SP1]: Do we want these levels to be voted on by the Board at the annual meeting or just let the Org Committee create these and move forward?

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Commented [SP2]: Should we remove this all together or let sponsors vote?

Deleted: Membership

Commented [SP3]: If we remove member voting, these paragraphs will go away.

Section 5. The presiding officer may give the floor to any member in good standing at the annual membership meeting for the purpose of initiating discussion or debate. If the presiding officer does not give the floor to the member in good standing, then at least two members in good standing may propose a motion for vote by the membership at the meeting to allow the member in good standing to gain the floor.

ARTICLE 6

Board of Directors

Section 1. The Corporation shall be governed by a Board of between seven (7) and fifteen (15) Directors who, except for a Board member which may be proposed from the Milford Chamber of Commerce, shall be nominated from and elected by a majority of the general membership attending or represented by proxy at the annual meeting. In order to provide a liaison between the Milford Chamber of Commerce and the Corporation, the Milford Chamber of Commerce will propose a member of their organization to serve on the Board. Approval will be required from the Corporation Board of Directors for the proposed member. If approved, the member will have full voting privileges and rights of a Board member.

Section 2. Term of office shall be for two years, with one-half the number of members to be elected each year. Directors may be elected for three consecutive terms before being required to remain off the Board for at least one year prior to re-election. The first year this section is put into practice, one-half of the number of elected Board members will serve for one year and the other half will serve for two years, thereafter, the term of each elected member will be for two years as stated above.

Section 3. Prior to the annual membership meeting, a five-member Nominating Committee shall be appointed by the president with Board approval. This committee, chaired by a Board member and including non-board members, will select candidates for the Board of Directors. The Nominating Committee shall submit its list for Board approval at least forty-five (45) days before the annual meeting. Additional nominations may be proposed at the annual meeting by members in good standing

If election is not held or the new directors fail to assume the duties of their office, the directors holding office shall continue to act as directors and shall have full power and authority to act as same until such time as new directors have been elected and assume their duties.

Section 4. At all meetings of the Board, a majority of the Board shall constitute a quorum for the transaction of business.

Section 5. The officers of the Board shall consist of a president, a vice-president, a secretary, and a treasurer.

Section. 6. Any vacancy on the Board may be filled for the balance of the term by appointment through a majority vote of the Board.

Section 7. Director's consent or votes on any issues, which require action on any matter prior to a scheduled meeting, shall be recorded in writing or by electronic transmission. Any resolution in writing or by electronic transmission approved and signed by a majority of the Directors, shall have the same force and effect as if the same were passed by vote of a majority on the Directors at a meeting duly called and held for that purpose. For the purpose of this section, "electronic transmission" means any form of communication, not directly involving the physical transmission of paper, that creates a record that may be retained, retrieved and reviewed by a recipient thereof, and that may be directly reproduced in paper form by such a recipient through an automated process. Signatures by facsimile shall be sufficient. For electronic transmission, Director provided email address constitutes their signature. The Secretary shall record such resolutions in the minutes of the corporation.

Section 8. Directors are expected to attend all Regular and Special Meetings of the Board.

Section 9. Any Director may be removed by the Board whenever, in its judgment, the best interests of the corporation shall be served thereby. Such removal requires a two-thirds affirmative vote of the full Board of Directors. Any Director having more than two unexplained absences per year, in accordance with section 8 above, shall be removed from office.

Section 10. The presiding officer may give the floor to any member in good standing at a Board of Directors meeting for the purpose of initiating discussion or debate. If the presiding officer does not give the floor to the member in good standing, then at least two Directors at the meeting may propose a motion for vote by the Board of Directors to allow the member in good standing to gain the floor. If a motion is in order following discussion or debate initiated by the member in good standing, it may only be made by a current Board of Director member for a vote. Should no Board of Director make such a motion, then no further action will be taken.

ARTICLE 7 Committees

Section 1. This Corporation shall have at least four (4) standing committees, which shall be entitled: Design; Promotion; Economic Restructuring; and Organization.. The chairpersons shall be elected by the Board of Directors and may be Board Members or non-Board Members.

Section 2. Committee chairpersons shall attend all Board of Director meetings to report on committee activities.

ARTICLE 8 Officers

Section 1. The officers of the Board shall be elected by the members in good standing at the annual meeting by a simple majority. No Officer, Director, member nor any standing or special committee shall commit the corporation to any policy, contract, or debt, nor represent it at any public or private hearing without having first received authority to do so from the Board of Directors.

- a) President. The President will be the principal elected officer of the corporation and will, subject to the control of the Board of Directors, exercise general supervision over the affairs of the corporation. The President will preside at all meetings of the members and the Board of Directors, receive all matters presented for consideration and make assignments of each to the proper committee, and perform such other duties as the Board of Directors may specify. The President may appoint a member of the Corporation to serve on the Board of Directors of the Milford Chamber of Commerce in order to have a liaison between these organizations. The President may at his or her discretion or at the suggestion of the Board of Directors arrange for another officer to preside at other meetings. He/she shall be a voting member of all committees.
- b) Vice-President. In the absence of the President or in the event of his or her inability or refusal to act, the Vice-President will perform the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions imposed upon the President. The Vice-President will perform such other duties as may be assigned by the President or the Board of Directors.
- c) Secretary. The Secretary will keep the minutes of the meetings of the membership and Board of Directors; make certain all notices are duly given in accordance with the provisions of these bylaws; maintain a register of the post-office address of each member which each member shall furnish to the Secretary; and in general perform all duties incident to the office of Secretary and such other duties as the President or the Board of Directors may assign.
- d) Treasurer. The Treasurer shall have charge and custody of all funds of the corporation. He or she will ensure that a full and accurate account of receipts and disbursements is kept; review the corporations books and report thereon at least quarterly to the Board of Directors; monitor the deposit of all moneys and valuable effects in the name and to the credit of the corporation in depositories designated by the Board of Directors; and in general, perform all other duties required by such office as the President of the Board of Directors may assign. The Board of Directors may require the Treasurer to be bonded.
- e) Temporary Officers. In case of the absence or disability of any officer of the Corporation and of any person authorized to act in his or her place during such periods of absence or disability, the President may from time to time delegate the powers and duties of such officer to any other officer or any other member.

ARTICLE 9

Executive Director

Section 1. The Corporation's executive director, or other title as may be determined by the Board of Directors, shall not be a member of the Board of Directors. He or she shall manage the daily operations of the Corporation. The executive director shall be responsible for coordinating the implementation of the Corporation's policies and projects and such other duties as the Board of Directors may require. The executive director shall receive for his or her services such compensation as may be determined by the Board of Directors. The executive director shall report to the Board of Directors.

ARTICLE 10
Finances

Section 1. Except as provided below, all expenditures of Corporation funds shall be approved in advance.

Section 2. Two (2) officers of the Board of Directors may approve up to \$500 in expenditures between board meetings.

Section 3. The executive director may spend up to one hundred dollars (\$100) monthly for project expenses, without prior approval of Board members.

ARTICLE 11
General Provisions

Section 1. The meetings of the Board of Directors shall be conducted according to Robert's Rules of Order.

ARTICLE 12
Changes to Bylaws

Section 1. The bylaws of the corporation may be altered, amended, or repealed at the Annual Membership Meeting or at a special membership meeting. Notice of the Meeting must include any proposed amendments. Change requires an affirmative vote by two-thirds of the members present at such meeting, in person or by formal proxy. In addition to change at the annual meeting or at a special meeting, changes may be made by the mailing of a ballot to voting members in good standing and the affirmative vote a two-thirds of them by return mail.

ARTICLE 13

The corporation shall continue unless the Board of Directors determines that the corporation is no longer able to carry out the objectives and purposes set herein. Dissolution of the corporation shall be conducted according to the applicable statute, the Articles of Incorporation and shall require a $\frac{3}{4}$ vote of the total Board of Directors at the time of voting, at a special meeting called specifically for this purpose by the Board. Upon dissolution, assets shall be disposed of as provided by the Articles of Incorporation and Article 2, Section 1f of these bylaws.

President Date

Vice-President Date

Secretary Date

Treasurer Date

By-Laws revised (first revision to original) as of November 14, 2000
By-Laws revised (second revision to original) as of the August 3, 2005 Special Meeting
By-Laws revised (third revision to original) as of November 7, 2012
By-Laws revised (fourth revision to original) as of November 3, 2016
By-Laws revised (fifth version to original) as of November 1, 2018



Downtown Milford, Inc. Boundaries Approved Nov. 3, 2016

