

AMENDED AND RESTATED
BYLAWS
OF THE
CHEYENNE DOWNTOWN DEVELOPMENT AUTHORITY
(Adopted June 20, 2024)

ARTICLE I - PURPOSE

The Cheyenne Downtown Development Authority is a municipal authority. The Cheyenne Downtown Development Authority is to engage in activities in support of business recruitment and development. Close cooperation between City and the Board of the Downtown Development Authority is both expected and anticipated. To the extent that this cooperation can be provided within the framework of the normal course of the carrying out the duties of each entity, the cooperation can and will be provided as each entity requests and as each entity can satisfy those requests.

As set forth in Wyoming Statutes on the Downtown Development Authority, W.S. 15-9-201 through W.S. 15-9-223, the Wyoming Administrative Procedures Act, W.S. 16-3-101 through W.S. 16-3-115 and Chapter 2.76 of the Cheyenne Code of Ordinances, the Downtown Development Authority of the City of Cheyenne has adopted these rules governing its powers and the procedures for the exercise of those powers. These rules shall also guide the conduct of the official business of the Authority and serve as bylaws for the Board.

ARTICLE 2 – GENERAL PROVISIONS

Section 1. POWERS OF THE BOARD

The Board shall have the powers set forth in W.S. 15-9-201 *et. seq.* and City Code Chapter 2.76 or other provisions of law subsequently adopted.

Section 2. OFFICE OF AUTHORITY

The principal office of the Authority shall be located in Cheyenne, Wyoming.

Section 3. FISCAL YEAR

The fiscal year of the Authority shall begin on the first day of July of each year and shall end on the thirtieth day of June the following year.

Section 4. PROPERTY INTEREST OF MEMBERS AND OFFICERS

No members or officer of the Authority shall have any right, title, or interest in or to any real or personal property or other assets of the Authority during its existence, or upon the dissolution of the Authority nor shall any of the earnings of the Authority inure to the benefits of any members, officers, or other private individuals.

Section 5. NON-LIABILITY FOR DEBTS

The private property of the members and officers shall be exempt from execution or other liability for any of the debts of the Authority and no member or officer shall be liable or responsible for debts or liabilities of the Authority.

Section 6. INDEMNIFICATION OF MEMBERS AND OFFICERS

The Authority shall indemnify any member, former member, officer, or former officer of the Authority, against expenses actually and reasonably incurred by him or her in connection with the defense of any action, suit, or civil proceedings, or for any loss or claim resulting from any such action, suit or proceeding, in which he or she is made a party by reason of being or having been a member or officer, including any matter as to which he or she is adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of the duty to the Authority.

The Authority is authorized to obtain a policy or policies of insurance for the purpose of providing such indemnification of officers to the Authority.

Section 7. CONFLICTS OF INTEREST

Conflicts of interest for the Board are as set forth in W.S. 15-9-220 and City Code Chapter 2.76. Owning property or a business in the Downtown Development Authority's designated district is not in and of itself a conflict of interest. No Board member or employee of the Board shall vote or otherwise participate in any matter in which he or she has a specific financial interest, defined as a matter in which the member or employee would receive a benefit or incur a cost substantially greater than other property owners within the district. When such interest appears, the Board member or employee shall make such interest known, and refrain from voting on or otherwise participating in the particular transaction involving such interest. The presence of the Board Member who has a conflict of interest shall not be counted as present for constituting a quorum for the voting on the motion in which the conflict of interest resides. The minutes of each meeting wherein any matter in which a member or employee has a specific financial interest is approved or disapproved shall reflect the member's or employee's disclosure of such interest, the lack of influence on the decision-making process and the abstention from voting of such interested Board member. Willful violation of the provisions of this section constitutes grounds for dismissal subject to the provisions of Wyo. Stat. Section 15-9-206 (d).

Once a year, all Board members and Board employees will sign a document confirming that they have reviewed W.S. 15-9-220 and City Code Chapter 2.76. By signing this document, members will certify that they understand their individual responsibility under W.S. 15-9-220 and City Code Chapter 2.76 to disclose all existing or suspected conflicts of interest to the Board and to abstain from participating in Board discussion or recuse themselves from Board action when appropriate.

ARTICLE III - MEMBERSHIP

Section 1. DESIGNATION, MEMBERSHIP & TERMS OF OFFICE

The members of the Authority's Board shall consist of ten (10) persons who shall have the qualifications listed in W.S. 15-9-205 and W.S. 15-9-206. A majority of the Board members shall be constituents from the legal boundaries who reside, lease, or own property in the downtown development district, which boundaries may change from time to time, of the Downtown Development Authority. According to W.S. 15-9-205, a member shall hold office until his successor has been appointed and qualified. The terms of all members (except any member who is a member of the governing body) shall expire four (4) years from the expiration date of the terms of their predecessors and shall be eligible for reelection. If an oncoming Board member is filling a Board position that has been left vacant prior to its 4-year term expiration, the incoming Board member will fulfill the remaining time left of the term of his/her predecessor.

Members shall be appointed by the Mayor with the advice and consent of the governing body pursuant to City Code Chapter 2.76 or other provisions of law subsequently enacted. At least one member shall be a member of the governing body appointed to serve at the pleasure of the governing body. When a vacancy occurs on the Board, or when a member's term on the Board expires, the current DDA Board of Directors will submit recommendations to the Mayor of qualified candidates and the incoming Board member shall be appointed within thirty (30) days after the occurrence of the vacancy.

In addition, the Board of County Commissioners for Laramie County may appoint a representative to the Authority's Board. This representative shall be non-voting ex-officio members of the Board.

Section 2. REMOVAL

Members of the Board may be removed by the Governing Body according to W.S. 15-9-206(d) stating, "After notice and an opportunity to be heard, an appointed member of the Board may be removed for cause by the governing body."

Section 3. ATTENDANCE

If a Board member misses three (3) consecutive regularly scheduled Board meetings or misses four (4) regularly scheduled or special Board meetings in any consecutive twelve (12) month period, the Board will issue a recommendation to the governing body that Board member in violation of this section be dismissed from his or her appointment and a qualified successor shall be sought.

Section 4. COMPENSATION

No member of the Authority shall receive any salary or compensation for his/her services nor shall any member of the Board, nor any person from whom the Board may receive any property or funds, receive of the Board any pecuniary profit from the operations of the Board, provided:

- a. That reasonable compensation may be paid to agents and employees hired by the Authority for services rendered in effecting one or more purposes of the Authority, and
- b. That any member when actually engaged in the performance of duties, shall receive reimbursement for actual and necessary expenses incurred.

ARTICLE IV - MEETINGS

Section 1. OPEN MEETINGS

All meetings of the Board shall be open to the public, except those dealing with land acquisitions or sales, personnel, or legal matters or those topics meeting the provisions of W.S. 16-4-405.

Section 2. ANNUAL MEETINGS

The annual meeting of the Board shall be the regular meeting in July of each year.

Section 3. REGULAR MEETINGS

A regular meeting may be at the call of the President for the conducting of business. The Board shall not meet less than once every three (3) months at the call of the President or upon written request of three members of the Board. The President may, upon notification to the members of the Board, cancel or reschedule such meetings if a quorum cannot be in attendance.

Sections 4. RECESSED MEETINGS

The Board may recess any meeting to a place and time specified in an order of recess. Only matters appearing on the agenda may be acted upon in a meeting recessed to another location or time.

Section 5. EXECUTIVE SESSIONS

The Board may hold executive sessions not open to the public in accordance with W.S. 16-4-405 as amended.

Section 6. QUORUM

A majority of appointed members of the Board shall constitute a quorum for the transaction of business. No action shall be taken in the absence of a quorum, except to adjourn the meeting to a subsequent date. A meeting may be conducted, in whole or in part, by teleconference or videoconference provided reasonable measures are taken to permit all members not physically present to hear the proceedings concurrently. .

Section 7. VOTING

All appointed members, including the President, shall be entitled to one vote on any matter before the Board. All votes shall be cast in person or via teleconference or videoconference by members of the Board. The affirmative vote of at least a majority of the quorum shall be necessary for approval of any official business before the Board. Members may provide an absentee vote by electronic mail for the purpose of approving monthly vouchers only.

Section 8. PUBLIC NOTICE

The agendas for all Board and Primary Committee meetings (Executive, Design, Economic Development/Restructuring, & Promotion) shall be posted in a visible and easily accessible location on the DDA's website at least three (3) business days prior to any meeting, including the list of all vouchers or proposed payments to be acted or considered by the Board. The final minutes of all Board and Committee meetings shall be posted in a visible and easily accessible location on the DDA's website within three (3) business days after the meeting approves the minutes.

Section 9. FINANCIAL INFORMATION

Upon adoption by the DDA Board and approval by the Cheyenne City Council, the annual budget of the DDA or any amendments shall be posted immediately in a visible and easily accessible location on the DDA's website. The annual budget for the prior two years shall be posted at the same location.

ARTICLE V - ADMINISTRATION

Section 1. OFFICERS

The Board shall annually elect four (4) officers from among its appointed members during its annual meeting in July. The newly elected officers will assume duties immediately following the conclusion of the election. The four officers of the Board shall consist of a President, Vice President, Secretary, and Treasurer. Each officer shall serve a one (1) year term and shall be eligible for re-election. The maximum term in any one office held shall be three (3) years. Officers shall be authorized signers on Downtown Development Authority accounts.

- a. **PRESIDENT:** The President shall preside at all Board meetings and public hearings and shall conduct meetings in an orderly and efficient manner. The President shall decide all points of order or procedures and shall transmit reports and recommendations of the Board to the City Council and Mayor. The President shall also be first signature for all contracts and other binding written instruments entered by the Board.
- b. **VICE PRESIDENT:** The Vice President shall perform and is authorized to fulfill all duties of the President in the absence of the President.
- c. **SECRETARY:** The Secretary shall be responsible for preparing the Minutes of the Board meetings and shall be the custodian of the Board's records. The Secretary may delegate these responsibilities to a staff representative and shall provide oversight of required custodial duties.
- d. **TREASURER:** The Treasurer is tasked with providing oversight of the accounting, collection, and distribution of funds. From time to time the Treasurer may request documents, statements, and invoices for the purpose of oversight and reporting to the Board.

Section 2. EXECUTIVE COMMITTEE

The Executive Committee shall consist of the Officers of the Board. Meetings may be held from time to time as the Executive Committee deems necessary. The Executive Committee may make recommendations to the Board regarding financial and administrative matters.

Section 3. ADVISORY COMMITTEES

The Board may establish advisory committees to the Board as deemed necessary. The President shall appoint members to advisory committees subject to the appointees' confirmation by the Board.

Section 4. EXECUTIVE DIRECTION AND STAFF

The Board is empowered to hire or dismiss employees of the Authority and shall have the authority to contract for services or facilities needed to carry out its duties. The Board may employ administrative and other technical, legal, and clerical assistance as is necessary and may engage the services of research and consulting agencies within the limits of its authorized and available funds.

Section 5. CONTRACTING AUTHORITY

Unless the Board has specifically authorized otherwise, two officers' signatures are required for all contracts or other binding written instruments the Board may enter. The first signature will be that of the President and the second signature will be provided by any of the three other Officers described in Art. V sec. 1 of these Bylaws. The Vice President may sign as the first signature if he or she has assumed the President's duties in the President's absence. The Board may delegate contracting authority subject to such limitations as are specified through adopted Board policy or resolution.

ARTICLE VI – PROCEDURES FOR PUBLIC HEARINGS

Section 1. PURPOSE OF PUBLIC HEARINGS

The public hearings are held for the purpose of obtaining information and comments. The Board shall consider the information and comments presented during the public hearing.

Section 2. NOTICE OF PUBLIC HEARINGS

Notice of the time and place of hearings shall be submitted to the Newspapers of general circulation and posted on the DDA website, at least ten (10) days before the date of such hearing.

Section 3. WRITTEN COMMENTS FOR PUBLIC HEARINGS

Any individual or group may submit written comments to the Authority's business office within ten (10) days prior to the public hearing or at the public hearing.

Section 4. CONDUCT OF PUBLIC HEARINGS

The conduct for the public hearing shall conform to the following procedures:

- a. The President shall call the public hearing to order.
- b. The President may recognize members of the Board and staff to provide initial comments on the topic to be discussed at the hearing.
- c. The President shall then recognize those present at the public hearing. Any individual or group representative recognized by the President shall be requested to identify themselves and the group, if applicable, the individual is representing regarding the hearing topic prior to making comments.
- d. Appearance of those individuals recognized by the President shall follow the procedure outlined by these Bylaws. Only one individual at a time, recognized by the President, shall be permitted to speak.
- e. Each person or group shall be limited to five (5) minutes for comments, unless an extension approved by the Board is granted. Any extension of time shall be granted equally to all individuals or groups who wish to comment.
- f. The President may permit appropriate questions by members of the Board, to be addressed to the individual following the conclusion of the comments.
- g. Customary standards of public conduct will be maintained. All participants and observers will conduct themselves in a proper manner.
- h. At the conclusion of comments from all individuals or groups recognized by the President, the President may request comments and opinions from members of the Board and staff.

ARTICLE 7 - AMENDMENTS

The Bylaws may be altered, amended, or repealed by the affirmative vote of a super majority (6) of the members of the Board voting at any special or regular meeting when the amendment is an agenda item and has been provided to the Board members in written form at least three (3) working days prior to that regular or special meeting. Notwithstanding the foregoing, these Bylaws may not be altered, amended, or repealed so as to be inconsistent with applicable law.

Cheyenne Downtown Development Authority

By:

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