



## **Cheyenne Downtown Development Authority**

109 W 17th St, Cheyenne, WY 82001

(Phone) 307-637-6282 (Fax) 307-637-6366

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### **MEMO**

To: DDD Board

From: Charles W. Bloom, AICP, Executive Director / Cheyenne Planning and Development Director

Subject: Bylaws

Date: April 6, 2023

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Since early March, City staff has been reviewing the Downtown Development Authority (DDA) bylaws. The bylaws were most recently adopted on June 1, 2021. City staff believes that the Board should revisit specific elements of the bylaws and provide staff with direction. Staff has identified the following items that could be revisited and provided a summary below:

- Article III, Section 1, paragraph one. Mandatory board membership of ten people. The Present membership is as follows:
  1. Wendy Volk, President
  2. Bruce Heimbuck
  3. Dave Teubner
  4. Stephanie Reece
  5. Pete Laybourn
  6. Amber Nuse
  7. Danica Mrozinsky
  8. Jamie Winters

Two vacancies exist, staff seeks direction on a desired board number. State Statute § 15-9-205 allows for memberships to range from five to ten members of which 50% either reside or own property within the DDA boundary.

- Article III, Section 1, paragraph two. When a vacancy occurs on the Board, the Board shall assemble a list of eligible candidates to be submitted to the Mayor for appointment consideration. At present, two vacancies exist. The section of bylaws does not mandate the Mayor select from a list provided.
- Article III, Section 1, paragraph three. Three discretionary non-voting ex-official members are allowed comprised of a County Commissioner, City Council member, and City Planning Office staff member. Today, Commissioner Buck Holmes is the only ex-officio member representing the County Commissioners.

- Article IV, Section 3. Regular meetings are defined as occurring “not less than once every three months.” This schedule should be solidified to better conform to the intent of Wyoming State Statute § 16-4-404 which reads as follows:

“16-4-404. Types of meetings; notice; recess.

(a) In the absence of a statutory requirement, the governing body of an agency shall provide by ordinance, resolution, bylaws or rule for holding regular meetings unless the agency's normal business does not require regular meetings in which case the agency shall provide notice of its next meeting to any person who requests notice. A request for notice may be made for future meetings of an agency. The request shall be in writing and renewed annually to the agency.

(b) Special meetings may be called by the presiding officer of a governing body by giving verbal, electronic or written notice of the meeting to each member of the governing body and to each newspaper of general circulation, radio or television station requesting the notice. The notice shall specify the time and place of the special meeting and the business to be transacted and shall be issued at least eight (8) hours prior to the commencement of the meeting. No other business shall be considered at a special meeting. Proof of delivery of verbal notice to the newspaper of general circulation, radio or television station may be made by affidavit of the clerk or other employee or officer of the agency charged or responsible for distribution of the notice of the meeting.

(c) The governing body of an agency may recess any regular, special, or recessed regular or special meeting to a place and at a time specified in an order of recess. A copy of the order of recess shall be conspicuously posted on or near the door of the place where the meeting or recessed meeting was held.

(d) The governing body of an agency may hold an emergency meeting on matters of serious immediate concern to take temporary action without notice. Reasonable effort shall be made to offer public notice. All action taken at an emergency meeting is of a temporary nature and in order to become permanent shall be reconsidered and acted upon at an open public meeting within forty-eight (48) hours, excluding weekends and holidays, unless the event constituting the emergency continues to exist after forty-eight (48) hours. In such case the governing body may reconsider and act upon the temporary action at the next regularly scheduled meeting of the agency, but in no event later than thirty (30) days from the date of the emergency action.

(e) Day-to-day administrative activities of an agency, its officers and its employees shall not be subject to the notice requirements of this section.”

Staff would prefer defined quarterly meetings, noting that special meetings may need to occur during this transition period.

- Article V, Section 1, Subsection d. At the annual meeting in July, a Treasurer shall be appointed from its appointed members. It appears that in recent history, funds have

been managed by the Executive Director, not the Treasure. To date, the Executive Director, self (Charles Bloom), has assumed that role and is bonded.

Article 7 states the process for amendments to the bylaws. Amendments require the affirmative vote of a super majority of the Board, however it references six. A super majority is typically considered 2/3rds, or seven members of a ten-person board. This is an additional conflict that may need resolution.

## **ATTACHMENTS**

1. Bylaws

AMENDED AND RESTATED  
BYLAWS  
OF THE

CHEYENNE DOWNTOWN DEVELOPMENT AUTHORITY  
(Adopted June 1, 2020)

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.

The boundaries of the Downtown Development Authority district within which the authority shall exercise its powers shall be as follows:

- A. Northern portion: commencing at a point described as the intersection of the west right-of-way of House Avenue and the south right-of-way of 22<sup>nd</sup> Street; thence in a southwesterly direction along the south right-of-way line to a point intersecting with the east right-of-way of Snyder Avenue; thence in a southeasterly direction along the east right-of-way line and along the extension of that line to a point which intersects with a line that is 17.2 feet parallel to the center line of the north most rail of the Union Pacific Railroad; thence in a northeasterly direction along said parallel line to a point intersecting with the extension of the west right-of-way line of House Avenue; thence in a northwesterly direction along the west right-of-way line of House Avenue to the point of beginning.
- B. Southern portion: commencing at a point described as the intersection of the west right-of-way line of Central Avenue and the south right-of-way line of 11<sup>th</sup> Street; thence southwesterly along the south right-of-way of 11<sup>th</sup> Street to a point intersecting the east right-of-way line of Capitol Avenue; thence southeasterly along the east right-of-way line and that line extends to a point intersecting the constructed center line of Deming Drive; thence southeasterly along the center line of Deming Drive to the extension of the right-of-way line of Central Avenue; thence northwesterly along the west right-of-way line of Central Avenue to the point of beginning.

## 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 of 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 Commissions for Laramie County and the City Planning Office may each appoint a representative to the Authority's Board. Both of these representatives 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 that Board member in violation of this section be dismissed from his or her appointment. Recommendation of a Board member's dismissal may be waived by the Board's affirmative vote at the meeting that constitutes the Board member's third consecutive absence or fourth absence from a regularly scheduled or special board meeting in a consecutive twelve month period.

### 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 member may be considered in attendance via teleconference in order to establish a quorum.

**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 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.

- 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.
- d. **TREASURER:** The Treasurer shall have charge, custody of and responsibility for all funds and securities of the Authority. The Treasurer shall give a bond for the faithful discharge of the duties in such sum and with such surety or sureties as the members of the Board shall determine. The Bond shall be on file with the Board Secretary. The Treasurer shall prepare regular written or oral reports to the Board on the financial condition of the Authority.

## 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 to the Executive Director 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 ten (10) 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)



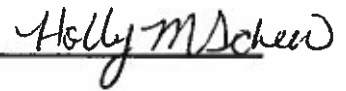
working days prior to that regular or special meeting. Notwithstanding the foregoing, these Bylaws may not be altered, amended, or repealed so as to be inconsistent with applicable law.

Cheyenne Downtown Development Authority

By:



Amber Ash, Executive Director



**ACKNOWLEDGMENT**  
State of Wyoming  
County of Laramie  
On this 20 day of Nov, 2020, Holly M. Scheer  
personally appeared before me,  
Holly M. Scheer  
who is personally known to me,  
 whose identity I verified on the basis of Wy D.L.  
 whose identity I verified on the oath/affirmation of \_\_\_\_\_  
a credible witness,  
to be the signer of the foregoing document, and he/she acknowledged that  
he/she signed it. Heidi J. Gusea  
My Commission Expires: 11-1-2022 Notary Signature

