

**BYLAWS of
Hardwick Downtown Partnership, Inc.
dba Hardwick Downtown Partnership**

Article I. Organization

The name of the Corporation shall be Hardwick Downtown Partnership, Inc.

The name, location of principal office and purposes of the Corporation shall be as set forth in the Articles of Incorporation (Articles), in accordance with Title 11B of Vermont Statutes Annotated.

Office: The registered office of the Corporation shall be located at 20 Church Street in Hardwick, Vermont 05843.

Article II: Purpose

This corporation is organized and is to be operated, exclusively for charitable and educational purposes, within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended (the “Code”) as well as for any other purpose permitted to an entity referred to in Section 501 (c) (3) of the Code, or the corresponding provision of any future federal tax code.

This corporation is focused on helping to administer and implement the community reinvestments agreement and other matters regarding the revitalization of the downtown district under 24 V.S.A Ch 76a, and more specifically:

- A. To improve Downtown Hardwick’s infrastructure by acting as an ally with the Town of Hardwick, providing energy, input and staff time to address bicycle, pedestrian and vehicular access, wayfinding, parking, lighting, streetscaping, accessibility, connectivity and other infrastructure issues that may arise.
- B. Leverage state and federal funding for Downtown Hardwick priority projects by writing grants and exploring other funding sources to capitalize on all available outside resources.
- C. Maintain and encourage downtown vibrancy by providing a “one-stop-shop” for business and property owners seeking information and technical assistance with accessing available downtown incentives.
- D. Address high-visibility vacancies in Downtown Hardwick by leveraging available State and Federal resources.
- E. Support downtown grand list growth to augment the local tax base.

Article III. Conditions, Restrictions and Limitations

- A. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted by an organization exempt under Section 501 (c) (3) of the Code (or any corresponding provision of any future federal tax code), or by an organization, contributions to which are deductible under Section 170 (c) (2) of the Code (or any corresponding provision of any future federal tax code).

Article IV. Partners

- A. **Partners.** Any business, organization, property owner or individual Hardwick stakeholder may become a partner of the Hardwick Downtown Partnership.
- B. **Voting Rights.** No partner of the Hardwick Downtown Partnership has voting rights on the action of the Board.
- C. **Meetings.** There will be an Annual Meeting with invitation to partners that will provide updates on activities, discuss future endeavors, offer sponsorship opportunities, and collect data. Notice stating the place, day, and hour of the meeting shall be made at least ten (10) days prior to said meeting.
- D. **Section 13 Rules.** Meetings shall be governed by the latest revised version of Robert's Rules of Order.

Article 6. Board.

- A. **Powers.** The business and affairs of the Corporation shall be managed by the Board. The Board may appoint committees for any purpose, including an executive committee that may exercise any of the authority of the Board.
- B. **Election of Board Members.** Board must have at least 5 and no more than 9 members. Two board members will be appointed by the Select Board, one as Town Select Board Liaison, and one as Town Staff Liaison. The remaining Board members shall be elected at the Annual Meeting by a two-thirds (2/3) majority of the current Board. Board members will serve a three (3) year term on a rotating schedule such that new members are (re)elected each year. The initial Board members shall serve staggered terms, with some members elected to two (2) year terms and the others elected to three (3) year terms to establish the staggered rotation of the Board. The term of office of each Board Member shall be begin on July 1 and end on June 30. Board Members need not be residents of the Town of Hardwick but must be partners of the Corporation at the time of their election.
- C. **Regular Meetings.** The Board will meet at minimum of four (4) times per year with additional meetings as necessary.

- D. **Special meetings.** Special meeting of the Board may be called by or at the request of the president or any two Board Members and shall be held at the principal office of the corporation or at such other place as the Board Members may determine. Notice of any special meeting shall be given at least seventy-two (72) hours, before the time fixed for the meeting, by Board e-mail unless otherwise directed by a Board Member.
- E. **Quorum.** A majority of the number of Board Members shall constitute a quorum for the transaction of business. The act of a majority of the Board Members present at a meeting at which a quorum is present shall be the act of the Board. Any action consented to in writing by each and every director shall be as valid as if adopted by the Board at a duly warned and held meeting of the Board, provided such written consent is inserted in the minutes.
- F. **Voting.** A Board Member may vote on any item at which he or she can participate in the debate. This explicitly allows for participation in meetings by electronic means.
- G. **Removal of Board Members.** The board of directors, by affirmative vote of two-thirds of all the members of the board, may suspend or expel a member for cause after an appropriate hearing.
- H. **Vacancies.** Any vacancy occurring in the Board may be filled by the affirmative vote of majority of the remaining Board Members though less than a quorum of the Board. A person elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor on the Board.
- I. **Rules.** Meeting of the Board shall be governed by the latest version of Robert's Rules of Order.

Article 7. Officers.

- A. **Number.** The officers of the Corporation shall be President, Vice President, Secretary, and a Treasurer, each of whom shall be elected by the Board. The following seats may be combined with the approval of the Board: Vice President and Secretary or Secretary and Treasurer.
- B. **Election and Term of Office.** The officers of the Corporation shall be elected annually at the first meeting of the Board held after each annual meeting of the Partners. If the election is not held at such meeting, such election shall be held as soon possible thereafter as is convenient. Any officer or agent elected or appointed by the Board may be removed by a majority of the Board whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any of the person

so removed. Election or appointment of an officer shall not of itself create contract rights.

- C. **Vacancies.** A vacancy in any office, may be filled by the Board for the unexpired portion of the term.
- D. **Powers and Duties.** The powers and duties of the officers shall be as provided by resolution of the Board. In the absence of such provisions, the respective officers shall have the powers and shall discharge the duties associated with such offices under Robert's Rules. The secretary shall prepare minutes of all meetings of the Board and shall authenticate the records of the Corporation upon request.
- E. **Salaries.** The officers and Board Members of the Corporation shall serve without salary or other compensation but may be reimbursed for such reasonable expenses as they may incur in fulfilling their duties to the Corporation. The Board is authorized to hire such employees of the Corporation at such salaries or wages as the Board may in its discretion determine.
- F. **President.** The president shall be the Chief Executive Officer of the Board and shall be in charge of supervising and controlling affairs of the corporation. The president shall perform all duties incident to such office. The president shall have the following powers and duties: Prepare the agenda for all meetings for the Board and Partners; Prepare and present annual report for the annual meeting; Serve as public representative for the organization and serve as general spokesperson for the Corporation; Appoint all committees shall they be permanent or temporary; See that all books, reports and certificates required by law are properly kept and filed.
- G. **Vice President.** The Vice President shall perform all duties of the President in event of an absence or inability of the President to exercise their job. They shall have the privileges and acting powers of President during this time.
- H. **Secretary:** The secretary shall be responsible for the keeping of minutes and records of the Corporation, except for ones kept by Treasurer.
- I. **Treasurer.** The Treasurer shall be in charge of overseeing the financial affairs of the Partnership: Maintain books of Partnership providing a complete, correct and current account of Partnership finances: As required, render a statement of account to Board of Directors: Keep and Maintain adequate accounts from Business transactions: Render such reports and accountings as requested by the Board or required by law.

Article 8. Committees

Definition of Committees. The Corporation may have Committees, each of which shall consist of one or more directors. Committees shall have and exercise certain authority in

the management of the of the Corporation. No Committees shall have the authority of the Board that affect any of the following:

1. Filling vacant spots on the Board.
2. Shall not adopt, amend or repeal Articles of Incorporation or of the Corporation's By-laws.
3. Shall not amend or repeal any resolution of the Board.

Appointment of Committees. The President may, with approval of the Board, designate Committees and shall give them specific authority from the Board to exercise in the management of the Corporation. The President shall have the authority to appoint and disband Committees, as needed, with Board approval.

Article 9. Contracts, Loans, Checks, and Deposits.

- A. **Contracts.** The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific business.
- B. **Loans.** No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.
- C. **Checks, Drafts, or Orders.** All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness shall be signed by the treasurer, invoices approved by another Board member in such manner as from time to time shall be determined by resolution of the Board. Either the President or the Secretary may fill the role of the Treasurer in the event the Treasurer is unavailable.
- D. **Deposits.** All funds of the Corporation not otherwise employed shall be deposited within 24 hours to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors shall select.

Article 10. Fiscal Year

The fiscal year of the Corporation shall begin on July 1 and end on June 30 of each following year, and thereafter shall be consistent with the fiscal year used by the Town of Hardwick.

Article 11. Form of Writing

The term "written or "writing" shall include any generally accepted form of communication including facsimile, emails or other electronic communication.

Article 12. Amendments.

These bylaws may be altered, amended, or repealed, and new bylaws may be adopted by the Board of Directors at any regular or special meeting of the Board: provided, however, that the number of directors shall not be increased or decreased nor shall the provisions of Article 4, concerning the partners, be substantially altered without the prior approval of two-thirds of the members.

Article 13. Books and Records.

The Corporation shall keep correct and complete books and records of account, complete list of partners and board list, as well as minutes of all proceedings at the principal office. All books and record of the Corporation may be inspected by any partner, or the partner's representative agent or attorney, for any proper purpose at any reasonable time.

Article 14. Conflict of Interest

Conflict of Interest may exist if a Board Member of the Partnership, or the immediate member of their family, has a relationship with another person or organization who seeks to do business with the Partnership, who reasonably could benefit in a way different from general benefits.

- a. If conflict is expected it shall be brought to the attention of the Board as soon as realized.
- b. The Board shall then determine if this is a conflict of interest. They shall do this through a vote.

Article 15. Dissolution of Corporation

If dissolution of the corporation occurs all assets should be distributed for one or more exempt purposes within in the meaning of section 501(c)3 of the Internal Revenue Code, or corresponding section of future federal code, or shall be returned to the federal, state or local government for a public purpose.



20 Church Street
Hardwick Vermont 05843
802 472 5971
hardwickvt.gov

Town of Hardwick

Resolution

Authorizing Application for Downtown Designation under the Downtown Development Act (24 V.S.A 76A) 10.20.22

Whereas, the Town of Hardwick (the Town) has been engaged in a comprehensive effort to revitalize the Hardwick Downtown area, and

Whereas, the Vermont Downtown Development Act (24 V.S.A. Chapter 76 A) provides benefits for communities receiving designation as so-called “Downtown Development Districts”, including certain rehabilitation tax credits, priority state consideration, and other financial assistance, and

Whereas, “Application Guidelines for Downtown Designation” have been issued by the Agency of Commerce and Community Development, and

Whereas, the Town wishes to formally establish a Designated Downtown District by applying to certify said designation, and

Whereas, the Town Select Board is the legal authority for the Town of Hardwick as defined by 24 V.S.A. Chapter 123.

Whereas, on April 7, 2022, the Select Board authorized the Town Manager to enter a contract with Carrington Community Development Services, LLC to prepare an application for a Hardwick Downtown Designation,

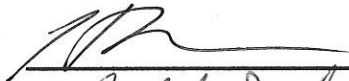
Now, Therefore, Be It Resolved:

1. The Select Board hereby adopts “Map 1” dated October 10, 2022 attached hereto as the “Hardwick Downtown District”.
2. The Select Board authorizes the Town Manager to direct such actions as may be necessary to formally designate the Hardwick Downtown District as a Vermont Designated Downtown District. This includes filing of formal applications, publication of public notice, and notification of the Northeastern Vermont Development Association (NVDA) which serves as both the Regional Planning Commission and Regional Development Corporation for the Town of Hardwick.
3. In support of said application and its associated Community Reinvestment Agreement, the Town Select Board hereby makes the following certifications:
 - a. The Town of Hardwick meets the planning commitment requirement for Downtown Designation with the Hardwick Development Review Board, which is authorized to undertake local Act 250 reviews in accordance with 24 V.S.A. §4420.

- b. The Town Select Board adopted a Municipal Plan on November 6, 2019, the content and process of which were approved and confirmed by resolution of the Northeastern Vermont Development Association.
- 4. The Select Board authorizes the Town Manager to sign the Community Reinvestment Agreement pursuant to 24 V.S.A. Chapter 76a § 2793(b)(2) on its behalf.

Resolved this 20th day of October 2022, by affirmative vote of the Select Board of the Town of Hardwick.

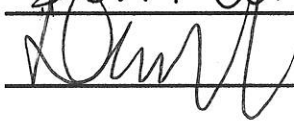
Affirmative Vote:



Cecilia Salzman

Elyse White

Shari Cornish



Attest (Town Clerk):



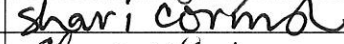
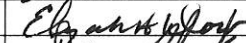
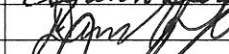
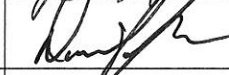

Downtown Hardwick Community Reinvestment Agreement

WHEREAS, it is to the mutual advantage and benefit of the parties that each agree to commit to the implementation of a unified, comprehensive downtown revitalization program to enhance and revitalize the Hardwick Designated Downtown Area; and

WHEREAS, pursuant to 24 V.S.A. §2793, a community reinvestment agreement for the establishment of a downtown development program is required of municipalities with state designated downtown areas;

We, the undersigned municipal officials, community organizations and business owners, are committed to supporting long-term and comprehensive strategic efforts to revitalize Downtown Hardwick. We are in favor of the application of the Town of Hardwick for a certified Designated Downtown through the Vermont Downtown Program and we are willing and committed to participating in downtown revitalization efforts. In particular, we agree:

1. To cooperate in the execution of a comprehensive downtown revitalization strategy for Downtown Hardwick, also known as the Hardwick Designated Downtown Area;
2. To promote and support the mission of the designated downtown organization;
3. To participate in implementing a revitalization program with a unified mission, goals and objectives for advocacy, project planning, and execution. We support the newly established Downtown Organization in fulfilling the goals of encouraging downtown revitalization and promoting economic vitality. Specifically, the downtown organization will:
 - Bring State and Federal funding to Downtown Hardwick by writing grants and exploring other funding sources in order to capitalize on all available outside resources for Town of Hardwick priority projects.
 - Improve Downtown Hardwick’s infrastructure by acting as an ally with the Town of Hardwick, providing energy, input and staff time to address bicycle and pedestrian access, wayfinding, parking, lighting, streetscaping, accessibility, connectivity and other infrastructure issues that may arise.
 - Maintain and encourage downtown vibrancy by providing a “one-stop-shop” for business and property owners seeking information and technical assistance with accessing available downtown incentives.
 - Address high-visibility vacancies in Downtown Hardwick by leveraging available State and Federal resources.
 - Support downtown grand list growth to augment the local tax base.

Printed Name	Organization/Title	Signature	Date
Eric Remick	Hardwick Select Board		10-20-2022
Ceilidh Galloway-Kane	Hardwick Select Board		10-20-2022
Shari Cornish	Hardwick Select Board		10-20-2022
Elizabeth Dow	Hardwick Select Board		10-20-2022
Danny Hale	Hardwick Select Board		10-20-2022
David Upson	Town of Hardwick, Town Manager		10-20-2022
Shari Cornish	Hardwick Downtown Board President		10-20-2022