



DOVER BUSINESS AND INDUSTRIAL DEVELOPMENT AUTHORITY OPERATING RULES

Article I. Name

The name of the Authority is the Dover Business and Industrial Development Authority (DBIDA).

Article II. Location

DBIDA's principal place of business shall be 288 Central Avenue, Dover, County of Strafford, and State of New Hampshire, 03820.

Article III. Purpose

DBIDA shall provide the leadership and coordination necessary to foster and encourage business and commercial development within the City of Dover, in order to improve the quality of life within, and fiscal health of, the City of Dover.

Article IV. Powers

DBIDA shall have all of the powers granted under New Hampshire Revised Statutes Annotated Chapter 162-G.

Article V. Membership

- A. **Membership.** DBIDA shall consist of not less than nine (9) members and not more than fifteen (15) members on the Board. Members shall be appointed to terms of three (3) years. A majority of the Board shall be Dover residents. The Board shall be appointed by the Dover City Council with the recommendation of the DBIDA Board. The initial terms of Board Members shall be staggered, so that 1/3 of the Board Members will be appointed every year. The City Manager, the Mayor, and the Economic Development Director shall be *ex officio* non-voting members of the Board of Directors.
- B. **Attendance, Vacancies and Removal.** All appointments to the Board shall serve for the terms appointed and until a successor shall have been appointed and qualified, unless any Board member is absent for four (4) consecutive meetings or four (4) regular meetings in a calendar year, whereby a vacancy shall be created in the position, and said vacancy shall be filled by the appointing authority pursuant to Section A above. Appointments made to fill any vacancies shall be filled for the balance of any expired terms. Conditions for removal of any Board Member shall be defined by statute, ordinance or the Charter.

Article VI. Officers and Staffing

- A. **Officers.** The officers consist of a Chair, Vice Chair, and Secretary who shall be selected by the membership and who shall serve at the pleasure of the membership for one (1) year terms. Officers may be re-elected to successive terms.
- B. **Chair.** The Chair shall be the chief executive officer of the Board and shall preside at all meetings of the Board when present. The Chair or Vice Chair, unless some other person is thereunto specifically authorized by vote of the Board members, shall sign all certificates of bonds issued by the Board, and all deeds and contracts to be executed on the part of the Board. The Chair shall perform such other duties and have such other powers as the Directors may from time to time designate.
- C. **Vice Chair.** The Vice Chair shall execute all powers of the Chair in the absence of the Chair.
- D. **Secretary.** The Secretary shall execute all powers of the Chair in the absence of the Chair and the Vice Chair and be responsible for ensuring minutes of all meetings are kept pursuant to the requirements of State law and the City Code.
- E. **Staff.** The City may provide City staff support to the Board for meeting notification, typing, copying, and information gathering to the extent permitted by the City budget.
- F. **Election and Terms of Officers.** The officers of the Board shall be chosen at the annual meeting of the Board Members, by majority vote, and such officers shall hold office for one (1) year. In the event that such elections are not held at the annual meeting for whatever reason, existing officers shall continue to serve until their successors are elected and any vacancies shall be filled at another meeting of the Board.

Article VII. Procedures

- A. **Meetings.** The Board shall meet as needed at the call of the Chair, but shall meet a minimum of once per quarter. All meetings shall be in Dover at a location selected by the Chair. Notice of meetings shall be sent to each Member at least five (5) days prior to the meeting. An agenda shall accompany the meeting notice. Notices shall be published in at least two (2) public places. All meetings shall be open to the public unless the Board shall meet in non-public session pursuant to RSA 91-A.

Special meetings may be called by giving notice as set forth herein at the request of the Chair, the Vice Chair, or any five (5) members of the Board.

An annual meeting shall be held during the month of January. The annual meeting business shall include a review of the financial records of the Board, preparation of the budget for City Council approval, election of officers for the ensuing year, and filing of an achievement report by the Chair.

- B. **Quorum.** Fifty-one percent (51%) of the voting membership of the Board shall constitute a quorum.
- C. **Parliamentary Authority.** The parliamentary guidance for the board is *Robert's Rules of Order Revised, 11th ed*, or duly published successor edition, except as provided by these rules or local, state or federal law.
- D. **Minutes.** Minutes shall be kept for all meetings of the Board. The minutes shall include the names of the members in attendance, all actions, motions and resolutions coming before the public body including the votes of the Members, and a summary of all discussions. Draft minutes shall be provided to the City Clerk consistent with the requirements of RSA 91-A. Draft minutes shall be clearly marked "DRAFT". Draft minutes with or without revisions shall be approved by the Board at the next meeting of the Board, or as soon as possible. Final approved minutes shall be provided to the City Clerk for posting on the City website.

- E. **Recording of Meetings.** The Board shall arrange for recording at all meetings consistent with the requirements of Chapter 5 of the City Code. All recordings shall be provided to the City Clerk within five (5) business days of the meeting.
- F. **E-mail accounts.** Board members shall be provided a City of Dover e-mail address by the City to facilitate communications regarding meetings, agendas and the dissemination of information. Board members shall refrain from using e-mail to discuss issues with other members where the e-mail discussion directly or indirectly involves a quorum of the Board. In addition, Board members shall refrain from conducting the official business of the Board outside the view of the public and the press unless permitted by state law.
- G. **Nonpublic meetings.** The Board may conduct nonpublic meetings pursuant to the laws of the State of New Hampshire. The Chair shall conduct nonpublic meetings utilizing the Checklist prepared by General Legal Counsel for nonpublic meetings.
- H. **Amendment of Rules.** These rules may be repealed or amended by a vote of DBIDA with the approval of the Dover City Council.

ARTICLE VIII. Committees

- A. The Executive Committee shall be a standing committee and shall consist of the Chair, the Mayor, and the City Manager, or designee, and two (2) other DBIDA members appointed by the Chair. During the intervals between meetings of DBIDA, the Executive Committee shall have the powers of the Board to act on policies, programs, and budget previously established by the Board. A quorum of the Executive Committee shall consist of three voting members.
- B. The Chair, from time to time, may establish ad hoc committees to undertake specific projects or assignments for a temporary period of time. The Chair shall appoint, remove, or approve the members of the ad hoc committee and the chairperson thereof.
- C. Committees shall meet at the call of the committee chair and shall institute and direct studies and present reports to the Members of the Board with a recommendation for a course of action where appropriate.
- D. Subject to veto by the Board or Executive Committee, the Chair of the Board or the chairperson of the committee may add non-members to the various committees, but the majority of members of any committee, as well as its chairperson, shall be DBIDA Board members.
- E. The Chair shall be an ex-officio member of any/all committees and the Chair shall receive notice of all committee meetings.

ARTICLE IX. Retention of Assistants, Agents and Consultants

Pursuant to City purchasing procedures, DBIDA may engage such agents, assistants, and consultants as it deems necessary and/or desirable to carry on its purposes, including but not limited to the following:

- Liaison personnel to coordinate with Federal, State, and Municipal or organizations, governmental and private in nature;
- Personnel to coordinate activities with the City of Dover and its environs relating to economic development;
- Such personnel as are necessary to prepare preliminary reports to be submitted to the City Council for proposed projects.

ARTICLE X. Validity

If any section of these Operating Rules shall be deemed inconsistent with any statute or law and be declared invalid, then such section shall be deleted from said Operating Rules, but shall not affect the validity of the remaining Operating Rules.