

DISTRICT MANAGEMENT ASSOCIATION (“DMA”)/BUSINESS IMPROVEMENT DISTRICT (“BID”) ANNUAL MEETING PROCEDURE – IS IT REQUIRED?

Requirement	Description	NY State Law Requirement?	DMA Bylaws Requirement?	Best Practice Suggestion
Hold an Annual Meeting of the Membership	At the Annual Meeting, members of the DMA/BID (hereafter “DMA”) elect (by class of member) the Board of Directors, vote on matters that are subject to (dis)approval of the membership, and receive updates on the DMA	Yes. See New York Not-for-Profit Corporation Law (“N-PCL”) § 603(b).	Yes. Check your DMA’s Bylaws. Annual Meetings are required	Yes. The Annual Meeting is the DMA’s primary opportunity to conduct business with its membership and report on the DMA’s work and plans.
IN ADVANCE OF THE MEETING				
Record Date	Date for determining the members eligible to vote at the Annual Meeting (i.e., deadline for member registration). The Record Date is typically no more than 50 and no less than 10 days before the meeting and should precede and be coordinated with the notice period (see below) because it determines who is required to receive notice.	No. N-PCL § 611(a).	Optional. Check your DMA’s Bylaws.	Yes. Make sure that members have enough time to register, and you have sufficient time to verify their membership in advance of the date selected for the Annual Meeting.
Notice	Date to send invitation/notice of Annual Meeting to membership. Notice typically occurs no more than 50 and no less than 10 days before the Annual Meeting and should include any documents of which members should be aware (e.g., proposed amendments to bylaws).	Yes. N-PCL § 605(a).	Yes. Check your DMA’s Bylaws.	Yes. In addition to required methods, consider using multiple methods of notice (e.g., mailings, flyers, email invites, social media; telephone calls, SMS/texts, etc.).
Member Registration	All DMA members have the right to attend the Annual Meeting, but only registered voting members can vote	Yes. N-PCL § 601.	Yes. Check your DMA’s Bylaws for definitions of classes of members; different classes may have different voting rights.	Yes. Consider using a digital form for registration in addition to distributing printed forms. Registered members should check in upon arrival. Consider combining with Member Proxy (see below)

Member Proxy	Members may designate a proxy to register their vote(s) at the Annual Meeting. The form of proxy must comply with legal requirements.	No. N-PCL § 609(a)(1). Noting that proxy voting is allowed unless disallowed by incorporation documents or Bylaws.	Optional. Check your DMA's incorporation documents and Bylaws.	Yes. Allowing proxy solicitation/use can increase member participation and engagement and help in establishing quorum (see below). Consider combining with Member Registration (see above)
Quorum	Minimum number of attending <i>registered</i> members (including by class, as may be required) needed to conduct business	Yes. N-PCL § 608.	Yes. Check your DMA's Bylaws. Quorum is <i>typically</i> set at the lesser of 100 or 10% of all DMA members entitled to vote.	Yes. Know your quorum requirement(s) before the Annual Meeting and use sign-in sheets and mail-in ballots/proxies to determine quorum. Proxy votes count toward quorum.
Virtual Meeting	If members wish to meet virtually (e.g. by video or telephone conference) the members must insure that they are authorized to do so.	No. N-PCL § 603(a). It is not clear whether the N-PCL allows for virtual meetings. The NY State Attorney General temporarily allowed for virtual meetings during the COVID-19 pandemic and issued guidelines for best practices during such meetings.	No. Check your DMA's Bylaws. Virtual meetings may be banned by the Bylaws themselves, in which case no such meeting can be held.	No. While it is possible for Members to meet virtually, it is not recommended absent extenuating circumstances.

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DURING THE MEETING				
Approve Minutes from Last Year's Annual Meeting	Minutes from last year's meeting should be made available to attendees.	No.	No.	Yes. Accept proposals for amendments.
Vote on Slate of Directors	Present slate of Directors to be (re)elected; accept changes, eliminations, or nominations from the floor	Yes. See New York Not-for-Profit Corporation Law ("N-PCL") § 613(a) and 616(b).	Yes. Check your DMA's bylaws.	Yes. The Nominating Committee or Directors may also designate one alternate per Director, who must be approved by a vote of the members as part of the slate at the Annual Meeting.
Vote by Class	Members vote for directors in their respective classes (e.g. commercial property owner members vote for commercial property owner Directors)	Yes. See New York Not-for-Profit Corporation Law ("N-PCL") § 616.	Yes. Check your DMA's bylaws. Member classes vote for corresponding Director classes.	Yes. Using color-coded cards or ballots can clearly delineate different member classes and facilitate correct voting procedure.
Present Financial Report	Good practice to present: (1) audited financial statement from prior fiscal year (2) up-to-date financials from current year (3) Board-approval budget for next fiscal year (depending on time of year)	Yes. See New York Not-for-Profit Corporation Law ("N-PCL") § 519.	No.	Yes. The Annual Meeting is an opportunity for the DMA to demonstrate that they are allocating resources appropriately and transparently.

<p>Vote on Bylaw Amendments</p>	<p>If changes have been made to the DMA’s bylaws and have been approved by the Board, the membership must vote to approve those changes at the Annual Meeting.</p>	<p>Yes. See New York Not-for-Profit Corporation Law (“N-PCL”) § 602(b).</p>	<p>Yes. Check your DMA’s bylaws. Written notice of bylaw amendments must be made available to members in the notification for the next Annual Meeting.</p>	<p>Yes. A member of the bylaws committee should present a summary of the major amendments/changes made to the bylaws, and a copy of the new bylaws should be made available to the membership prior to the meeting.</p>
<p>Awards, Keynote Speakers, District Highlights, Food</p>	<p>In addition to conducting necessary business, many DMAs present awards, feature keynote speakers, summarize district highlights, and provide a vision for programming for the next year. Many groups also feature food from local restaurants.</p>	<p>No.</p>	<p>No.</p>	<p>Yes. The Annual Meeting is your chance to engage with local stakeholders and show off what the DMA is doing. Awards, keynote speakers, and food can attract attendees.</p>