

DOWNTOWN KNOXVILLE ALLIANCE POLICY FOR NOMINATION & ELECTION

Nominating Committee:

Each year, the Board Chair will appoint a Chair of the Nominating Committee. This Chair may be a member of the current board provided the member is not at the time eligible for re-nomination or planning to run for a second term. The Chair and/or the Nominating Committee Chair will select committee members which represent the composition of the Board. The committee should include a business representative, a residential representative, a stakeholder and one or two other committee members (at large, past chair or current board member).

Board Composition:

The board must have a minimum of six property owners and be composed of:

- Four (4) business representatives (for profit)
- Two (2) residents
- Two (2) stakeholders
- One appointment from the Mayor of the City of Knoxville
- Two ex-officio members: one appointed by the Speaker of the State Senate and one appointed by the Speaker of the State House of Representatives.

Nomination Committee Responsibilities:

Each year, at the March and/or April Board Meeting, an announcement will be made that nominations for Board members are open for the upcoming year, starting July 1. Additional nominations will be requested via social media and a postcard to DKA membership.

The nominating committee will review nominations to ensure all nominees are willing to serve on the Board, are current in paying DKA assessments, and are slated for the appropriate Board position. The nominating committee may also suggest other nominees and are encouraged to give priority to DKA Committee members and/or those active in DKA through meeting attendance, etc.

Eligible DKA stakeholders/members may self-nominate and are required to qualify based on the same above-stated criteria.

All verified candidates will be included on a ballot that is sent to membership.

Agenda Packet/Ballot of Nominations

An agenda packet will be sent to membership for the upcoming Annual Meeting which occurs every June. The packet will include the ballot of board nominations, proxy, financials and draft budget for the upcoming year.

Property tax rolls are certified each October by the City of Knoxville. Each member of the DKA tax roll, as legally named, will represent the DKA membership list which will receive DKA meeting reminders and the Annual Meeting Packet.

Proxy Appointment Process:

Per DKA By-laws, a quorum at the Annual Meeting will be 10% of membership either in person or proxy in order to conduct business. Proxy Appointment Forms should be received by a designated third party at least three business days prior to a membership meeting in order to allow sufficient time for a third party and DKA staff to verify the forms and the number of votes each member is entitled to cast.

No staff member will accept proxies. If proxies are assigned to staff, auditors (third party), or are illegible, the proxy will be assigned to the current board chair.

Definition/Voting for Members:

Each tax parcel on the DKA tax rolls is entitled to one vote, either in person or by proxy, at all meetings of the membership of the Corporation, unless the member is delinquent two consecutive years on their DKA assessment. Elections and questions shall be decided by a majority vote of the members present in person or proxy.

Election of Board Members:

At the Annual Meeting, the Nominating Committee Chair will deliver the Nominating Report and ask for nominations from the floor. If there are nominations from the floor, they will be expediently verified and will be eligible as a write-in candidate on the ballot. One ballot per property will be distributed to all eligible property owners present. Absentee ballots will be distributed per the direction of absentee property owners not able to attend the meeting via proxies.

Once ballots are completed, a third party will oversee counting of the votes and report the preliminary results to Nominating Committee Chair or Board chair, whomever is presiding over the election. The third party will verify the results within 72 hours.

In the event of a tie in one of the positions, DKA will hold another election(s) at the meeting until there is a clear winner.

At the following board meeting in July, the board will elect officers for the Corporation. Officers for the previous year will remain officers until the new officers are elected at the July Board Meeting.

Vacancies on the Board:

Vacancies on the Board of Directors caused by death or resignation may be filled for the unexpired portion of the term by the remaining Directors.

Board vacancies will be announced to stakeholders during Board meetings, via website, and/or e-newsletters at least 21 days prior to the Board taking action. The announcement will include qualifications for a Board member, date when the unexpired term ends, and date when the Board will elect a replacement. The director serving the unexpired term will be eligible to serve two full terms after serving the vacant term.