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Short Form
Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

OMB No 1545-1150

2009

Open to Public
Inspection

► Sponsoring organizations of donor advised funds and controlling organizations as defined in section 512(b)(13) must file Form 990. All other organizations with gross receipts less than \$500,000 and total assets less than \$1,250,000 at the end of the year may use this form
 ► The organization may have to use a copy of this return to satisfy state reporting requirements

A For the 2009 calendar year, or tax year beginning and ending

B Check if applicable
 Address change
 Name change
 Initial return
 Terminated
 Amended return
 Application pending

Please use IRS label or print or type
 See Specific Instructions

C Name of organization
ABERDEEN DOWNTOWN ASSOCIATION
 Number and street (or P.O. box, if mail is not delivered to street address)
103 1/2 S MAIN ST
 City or town, state or country, and ZIP + 4
ABERDEEN, SD 57401

D Employer identification number
46-0460220
 E Telephone number
605-226-3441
 F Group Exemption Number ►

• Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).

G Accounting method: Cash Accrual
 Other (specify) ►

I Website: ► **WWW.ABERDEENDOWNTOWN.ORG**H Check ► if the organization is notJ Tax-exempt status (check only one) — 501(c)(6) (insert no.) 4947(a)(1) or 527

required to attach Schedule B (Form 990, 990-EZ, or 990-PF)

K Check ► if the organization is not a section 509(a)(3) supporting organization and its gross receipts are normally not more than \$25,000. A Form 990-EZ or Form 990 return is not required, but if the organization chooses to file a return, be sure to file a complete return.L Add lines 5b, 6b, and 7b, to line 9 to determine gross receipts; if \$500,000 or more, file Form 990 instead of Form 990-EZ ► **\$ 426,135.****Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances** (See the instructions for Part I.)

1 Contributions, gifts, grants, and similar amounts received	1	296,351.
2 Program service revenue including government fees and contracts	2	80,060.
3 Membership dues and assessments	3	
4 Investment income	4	10.
5a Gross amount from sale of assets other than inventory	5a	
b Less: cost or other basis and sales expenses	5b	
c Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a)	5c	
6 Special events and activities (complete applicable parts of Schedule G). If any amount is from gaming, check here ► <input checked="" type="checkbox"/>		
a Gross revenue (not including \$ _____ of contributions reported on line 1)	6a	49,370.
b Less: direct expenses other than fundraising expenses	6b	24,000.
c Net income or (loss) from special events and activities (Subtract line 6b from line 6a)	6c	25,370.
7a Gross sales of inventory, less returns and allowances	7a	
b Less: cost of goods sold	7b	
c Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a)	7c	
8 Other revenue (describe ► OTHER INCOME)	8	344.
9 Total revenue. Add lines 1, 2, 3, 4, 5c, 6c, 7c, and 8	9	402,135.
10 Grants and similar amounts paid (attach schedule)	10	30,268.
11 Benefits paid to or for members	11	
12 Salaries, other compensation, and employee benefits	12	129,393.
13 Professional fees and other payments to independent contractors	13	6,658.
14 Occupancy, rent, utilities, and maintenance	14	11,534.
15 Printing, publications, postage, and shipping	15	47,539.
16 Other expenses (describe ► SEE STATEMENT 1)	16	128,100.
17 Total expenses. Add lines 10 through 16	17	353,492.
18 Excess or (deficit) for the year (Subtract line 17 from line 9)	18	48,643.
19 Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return)	19	84,884.
20 Other changes in net assets or fund balances (attach explanation)	20	
21 Net assets or fund balances at end of year. Combine lines 18 through 20	21	133,527.

Part II Balance Sheets. If Total assets on line 25, column (B) are \$1,250,000 or more, file Form 990 instead of Form 990-EZ.

(See the instructions for Part II.)	(A) Beginning of year	(B) End of year
22 Cash, savings, and investments	81,623.	130,944.
23 Land and buildings	23	
24 Other assets (describe ► SEE STATEMENT 2)	3,263.	2,978.
25 Total assets	84,886.	133,922.
26 Total liabilities (describe ► SEE STATEMENT 3)	2.	395.
27 Net assets or fund balances (line 27 of column (B) must agree with line 21)	84,884.	133,527.

55

Part III Statement of Program Service Accomplishments (See the instructions for Part III.)

Expenses

(Required for section 501(c)(3)
and 501(c)(4) organizations and
section 4947(a)(1) trusts, optional
for others.)

• What is the organization's primary exempt purpose? **SEE STATEMENT 7**

Describe what was achieved in carrying out the organization's exempt purposes. In a clear and concise manner, describe the services provided, the number of persons benefited, and other relevant information for each program title

28 SEE STATEMENT 6

(Grants \$) If this amount includes foreign grants, check here

29 TRICK OR TREAT, AND HAUNTED WALKING TOUR EVENTS TO HIGHLIGHT AND EDUCATE PATRONS REGARDING THE HISTORIC NATURE OF DOWNTOWN ABERDEEN (360 PEOPLE).

(Grants \$) If this amount includes foreign grants, check here

30 ADMINISTERED FACADE GRANT PROGRAM AND FACILITATED THE CONSTRUCTION OF TWO NEW FACADES FOR DOWNTOWN BUSINESSES.

If this amount includes foreign grants, check here ►

31 Other program services (attach schedule)

If this amount includes foreign grants, check here

32 Total program service expenses (add lines 28a through 31a)

Part IV List of Officers, Directors, Trustees, and Key Employees. List each one even if not compensated. (See the instructions for the definition of key employees.)

Part IV List of Officers, Directors, Trustees, and Key Employees. List each one even if not compensated (See the instructions for Part IV)

Part V Other Information (Note the statement requirements in the instructions for Part V.)

33 Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity
 34 Were any changes made to the organizing or governing documents? If "Yes," attach a conformed copy of the changes
 35 If the organization had income from business activities, such as those reported on lines 2, 6a, and 7a (among others), but not reported on Form 990-T, attach a statement explaining why the organization did not report the income on Form 990-T.

Yes	No
33	X
34	X

a Did the organization have unrelated business gross income of \$1,000 or more or was it subject to section 6033(e) notice, reporting, and proxy tax requirements?

b If "Yes," has it filed a tax return on Form 990-T for this year?

36 Did the organization undergo a liquidation, dissolution, termination, or significant disposition of net assets during the year? If "Yes," complete applicable parts of Sch. N

37a Enter amount of political expenditures, direct or indirect, as described in the instructions. ► 37a 0.

b Did the organization file Form 1120-POL for this year?

38a Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still outstanding at the end of the period covered by this return?

b If "Yes," complete Schedule L, Part II and enter the total amount involved

39 Section 501(c)(7) organizations. Enter:

a Initiation fees and capital contributions included on line 9

b Gross receipts, included on line 9, for public use of club facilities

40a Section 501(c)(3) organizations. Enter amount of tax imposed on the organization during the year under:

section 4911 ► N/A ; section 4912 ► N/A ; section 4955 ► N/A

b Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year or is it aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I

c Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958

d Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax on line 40c reimbursed by the organization

e All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If "Yes," complete Form 8886-T

41 List the states with which a copy of this return is filed. ► NONE

42a The organization's books are in care of ► MARGOT GILLETTE Telephone no. ► 605-226-3441
 Located at ► 103 1/2 S MAIN ST, ABERDEEN, SD ZIP + 4 ► 57401

b At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)?

If "Yes," enter the name of the foreign country: ► _____ See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.

c At any time during the calendar year, did the organization maintain an office outside of the U.S.?

If "Yes," enter the name of the foreign country: ► _____

43 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the tax year

► 43 ► N/A

Yes	No
42b	X
42c	X

44 Did the organization maintain any donor advised funds? If "Yes," Form 990 must be completed instead of Form 990-EZ

Yes	No
44	X
45	X

Form 990-EZ (2009)

Part VI

Section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts only. All section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts must answer questions 46-49b and complete the tables for lines 50 and 51.

<p>46 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I</p> <p>47 Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II</p> <p>48 Is the organization a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E</p> <p>49a Did the organization make any transfers to an exempt non-charitable related organization?</p> <p>b If "Yes," was the related organization a section 527 organization?</p> <p>50 Complete this table for the organization's five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."</p>	Yes No 46 47 48 49a 49b
---	--

(a) Name and address of each employee paid more than \$100,000 N/A	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances

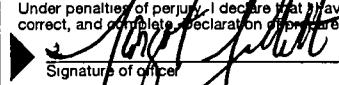
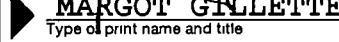
f Total number of other employees paid over \$100,000 ► _____

51 Complete this table for the organization's five highest compensated independent contractors who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

N/A

(a) Name and address of each independent contractor paid more than \$100,000	(b) Type of service	(c) Compensation

d Total number of other independent contractors each receiving over \$100,000 ► _____

Sign Here  Signature of officer  Type or print name and title MARGOT GILLETTE, EXECUTIVE DIRECTOR	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge		
	9-30-10	Date	

Paid Preparer's Use Only	Preparer's signature ►	Date	<input type="checkbox"/> Check if self-employed	Preparer's identifying number (See instr.)
	MELISSA WHITE, CPA	09/22/10	<input type="checkbox"/>	
	Firm's name (or yours if self-employed), address, and ZIP + 4 ►	EIN ►		
	EIDE BAILLY LLP 24 2ND AVE SW; P.O. BOX 430 ABERDEEN, SD 57402-0430	Phone no. ►		
		605-225-8783		

May the IRS discuss this return with the preparer shown above? See instructions

► Yes No

Form 990-EZ (2009)

SCHEDULE G
(Form 990 or 990-EZ)

Supplemental Information Regarding Fundraising or Gaming Activities

OMB No 1545-0047

2009

Open To Public Inspection

Department of the Treasury
Internal Revenue Service

► Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.

► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

Name of the organization

Employer identification number
46-0460220

ABERDEEN DOWNTOWN ASSOCIATION

Part I **Fundraising Activities.** Complete if the organization answered "Yes" to Form 990, Part IV, line 17. Form 990-EZ filers are not

_____ required to complete this part.

1 Indicate whether the organization raised funds through any of the following activities. Check all that apply.

- a** Mail solicitations
- b** Internet and email solicitations
- c** Phone solicitations
- d** In-person solicitations
- e** Solicitation of non-government grants
- f** Solicitation of government grants
- g** Special fundraising events

2 a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services?

Yes

No

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization

Total

3 List all states in which the organization is registered or licensed to solicit funds or has been notified it is exempt from registration or licensing.

Part II**Fundraising Events.** Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000

on Form 990-EZ, line 6a. List events with gross receipts greater than \$5,000

Revenue		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events (add col. (a) through col. (c))
		(event type)	(event type)	(total number)	
	1 Gross receipts				
	2 Less Charitable contributions				
	3 Gross income (line 1 minus line 2)				
	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs				
	7 Food and beverages				
	8 Entertainment				
	9 Other direct expenses				
	10 Direct expense summary. Add lines 4 through 9 in column (d)				► ()
	11 Net income summary. Combine line 3, column (d), and line 10				► ()

Part III **Gaming.** Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a

Revenue		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))
	1 Gross revenue			49,370.	49,370.
	2 Cash prizes				
	3 Noncash prizes			24,000.	24,000.
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input checked="" type="checkbox"/> Yes 100 % <input type="checkbox"/> No	
	7 Direct expense summary. Add lines 2 through 5 in column (d)				► (24,000)
	8 Net gaming income summary. Combine line 1, column (d), and line 7				► 25,370.

9 Enter the state(s) in which the organization operates gaming activities: SD Yes No**9a** X

a Is the organization licensed to operate gaming activities in each of these states?

b If "No," explain ********SOUTH DAKOTA DOES NOT REQUIRE A GAMING LICENSE FOR
NONPROFIT ORGANIZATIONS AS LONG AS THEY COMPLY WITH SOUTH****10a** Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? Yes No**10a** X

b If "Yes," explain:

11 Does the organization operate gaming activities with nonmembers? Yes No**11** X**12** Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? Yes No**12** X

13 Indicate the percentage of gaming activity operated in:

- a The organization's facility
- b An outside facility

14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ► MARGOT GILLETTE

Address ► 103 1/2 SOUTH MAIN ST - ABERDEEN, SD 57401

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue?

b If "Yes," enter the amount of gaming revenue received by the organization ► \$ _____ and the amount of gaming revenue retained by the third party ► \$ _____.

c If "Yes," enter name and address of the third party:

Name ► _____

Address ► _____

16 Gaming manager information:

Name ► MARGOT GILLETTE

Gaming manager compensation ► \$ _____

Description of services provided ► COLLECTS AND RECORDS MONEY RECEIVED FOR RAFFLES.

Director/officer

Employee

Independent contractor

17 Mandatory distributions:

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license?

b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ► \$ _____

Yes	No
-----	----

15a	X
-----	---

17a	X
-----	---

FORM 990-EZ	OTHER EXPENSES	STATEMENT 1
DESCRIPTION		AMOUNT
EVENT EXPENSE		100,589.
OFFICE EXPENSE		18,077.
INSURANCE		4,368.
MISCELLANEOUS		1,083.
CONFERENCES, CONVENTIONS, MEETINGS		2,615.
TRAVEL		827.
DEPRECIATION		541.
TOTAL TO FORM 990-EZ, LINE 16		128,100.

FORM 990-EZ	OTHER ASSETS	STATEMENT 2
DESCRIPTION	BEG. OF YEAR	END OF YEAR
ACCOUNTS RECEIVABLE	1,844.	2,100.
OTHER DEPRECIABLE ASSETS	1,419.	878.
TOTAL TO FORM 990-EZ, LINE 24	3,263.	2,978.

FORM 990-EZ	OTHER LIABILITIES	STATEMENT 3
DESCRIPTION	BEG. OF YEAR	END OF YEAR
PAYROLL LIABILITIES	2.	0.
ACCOUNTS PAYABLE	0.	395.
TOTAL TO FORM 990-EZ, LINE 26	2.	395.

FORM 990-EZ

CASH GRANTS AND ALLOCATIONS

STATEMENT 4

CLASS OF ACTIVITY/GRANTEE'S NAME AND ADDRESS	GRANTEE'S RELATIONSHIP	AMOUNT
FACADE CONSTRUCTION GRANT MCQUILLEN PROPERTIES 423 SOUTH MAIN ST ABERDEEN, SD 57401	NONE	13,768.
FACADE CONSTRUCTION GRANT SCOTT MOSEY 117 SOUTH MAIN ST ABERDEEN, SD 57401	NONE	6,500.
FACADE CONSTRUCTION GRANT PAUER SOUND AND MUSIC 216 SOUTH MAIN ST ABERDEEN, SD 57401	NONE	10,000.
TOTAL INCLUDED ON FORM 990-EZ, LINE 10		30,268.

FORM 990-EZ

INFORMATION REGARDING TRANSFERS
ASSOCIATED WITH PERSONAL BENEFIT CONTRACTS

STATEMENT 5

HELD EVENTS IN DOWNTOWN CORE TO BRING PEOPLE TO DOWNTOWN DISTRICT. EVENTS AND RESPECTIVE ATTENDANCE INCLUDE GREAT ABERDEEN PIG OUT, A STREET MUSIC AND FOOD FESTIVAL, BROUGHT 9,000 PEOPLE; SIZZLIN' SUMMER NIGHTS CAR SHOW BROUGHT 9,000 PEOPLE; A MYSTERY DINNER THEATER PRODUCTION BROUGHT 230 PEOPLE; BREWS AND BLUES, A BEER TASTING EVENT, BROUGHT 85 PEOPLE; FARMERS MARKET BROUGHT 1,200 PEOPLE; CHRISTMAS TREE LIGHTING AND PARADE OF LIGHTS BROUGHT 4,000 PEOPLE.

THE ORGANIZATION PROMOTES THE ECONOMIC DEVELOPMENT OF DOWNTOWN ABERDEEN.

FORM 990-EZ

EXPLANATION OF BUSINESS INCOME NOT
REPORTED ON FORM 990-T
PART V, LINE 35

STATEMENT 8

INCOME GENERATED FROM THE EVENTS IS RELATED TO THE ORGANIZATION'S PRIMARY EXEMPT PURPOSE OF PROMOTING ECONOMIC DEVELOPMENT OF DOWNTOWN ABERDEEN.

GENERAL EXPLANATION OVERFLOW

General Explanation Attachment

Name of the organization

ABERDEEN DOWNTOWN ASSOCIATION

Employer identification number

46-0460220

SCHEDULE G, PART III, LINE 9B, EXPLANATION:

SOUTH DAKOTA DOES NOT REQUIRE A GAMING LICENSE FOR

NONPROFIT ORGANIZATIONS AS LONG AS THEY COMPLY WITH SOUTH

DAKOTA CODIFIED LAWS FOR QUALIFIED EXEMPT ORGANIZATIONS AND THE

APPLICABLE LOCAL LAWS.

Attachment to Form 990-EZ
Part V, Line 34 – Changes to organizing or governing documents

Name of Organization: Aberdeen Downtown Association

EIN: 46-0460220

DECLARATION REGARDING GOVERNING DOCUMENTS

I hereby certify that the foregoing copies of changes to the governing documents are complete and accurate copies of the original documents.

Signed: 

Date: 9-30-10

**Bylaws
Of the
Aberdeen Downtown Association**

**ARTICLE I
NAME AND OFFICE**

Section 1. Name

The name of this corporation shall be Aberdeen Downtown Association (ADA).

Section 2. Registered Office

The registered office of the corporation shall be 103 1/2 S. Main Street, Aberdeen, South Dakota 57401.

**ARTICLE II
MEMBERSHIP**

Section 1. Membership

Membership shall be open to any person or business that believes in and will promote the purposes and objectives of the corporation.

Section 2. Voting

Unless otherwise provided by the state law, the Articles of Incorporation or these Bylaws, Members of the corporation are not entitled to vote.

Section 3. Class of Membership

The corporation shall have only one class of members.

Membership shall be divided into the following categories:

- A. BID members: Defined as those who make financial contribution by payment of a property assessment into the Business Improvement District;
- B. Non-BID members: Defined as those who make financial contributions through resources, donations, sponsorships, dues and grants.

Section 4. Dues

The amount of dues required from Non-BID Members shall be evaluated and determined from time to time by the Board of Directors. BID members may be solicited but no dues will be required for BID members.

Section 5. Termination of Membership (Non-BID Members)

Non-BID memberships shall terminate upon non-payment of dues by April 1 each fiscal year.

Section 6. Not Transferable or Assignable (Non-BID Members)

Non-BID memberships are not transferable or assignable.

Section 7. Annual Meeting

An annual meeting of members may be held in each fiscal year in Downtown Aberdeen at such location as the Board of Directors may select. The meeting will be held on such date and time as the Board of Directors may select. In the event that there shall be no annual meeting, the Board of Directors will authorize the production of an annual report.

ARTICLE III **BOARD OF DIRECTORS**

Section 1. General Powers

Subject to the provisions of the laws of the State of South Dakota and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 2. Number

The corporation shall have an eleven (11) member Board of Directors and collectively they shall be known as the Board of Directors.

Section 3. Qualifications

At least nine (9) of the eleven (11) Directors of the ADA shall be chosen from property owners, business operators or users of space within Aberdeen's Downtown Business Improvement District. Up to two (2) Directors of the ADA may be chosen from outside Aberdeen's Business Improvement District.

Section 4. Duties

It shall be the duty of directors to:

- a. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- b. Appoint, remove, employ and discharge, and except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;
- c. Supervise all officers, agents, and employees of the corporation to assure that their duties are performed properly;
- d. Meet at such times and places as required by these Bylaws;
- e. Register their addresses and contact information with the Executive Director of the corporation, and notices of meetings mailed, faxed, or emailed to them at such addresses shall be valid notices thereof.

Section 5. Term of Office

Directors shall be elected for three (3) year terms with no limit to the number of terms a Director can serve. The Board of Directors may request that the term of a director continue until his successor has been duly selected and appointed.

Section 6. Nomination and Election of Directors

At any meeting of the Board of Directors, new directors may be elected by the Board of Directors. Voting for the election of directors shall be by written ballot. The election of officers may be held electronically. Each director shall cast one vote per candidate, and may vote for as many candidates as the number of directors to be elected to the Board of Directors. The names of the candidates receiving the highest number of votes shall be submitted to the Mayor for approval. Directors approved by the Mayor shall begin service thereafter. In the event that Mayoral approval of a candidate is not given, this process shall be repeated. Candidates may be nominated by the Board of Directors and/or by a nominating committee of the Board.

Section 7. Board Vacancies

Any vacancy occurring in the Board of Directors or any directorship to be filled by reason of the resignation or death of a director shall be filled pursuant to Article III, Section 6 of these Bylaws. A director selected to fill a vacancy shall serve for the unexpired term of his or her predecessor in office.

Section 8. Removal of Directors

Directors of the corporation may be removed from office for malfeasance, misconduct or neglect of duty by a majority of the members or directors and upon the happening of such event, the directors may fill the vacancy as heretofore provided in section 6 of this Article. A director shall be deemed to have removed himself or herself from office if he or she has an unexcused absence from three (3) consecutive meetings or is absent from six (6) regular meetings in any twelve month period. If a director has so removed himself or herself, the Board of Directors will fill the unexpired term of such director in accordance with Article III, Section 6 of these Bylaws.

Section 9. Compensation

Directors shall not receive any stated salaries for their services, but each shall be entitled to receive necessary expenses, including travel expenses, incurred in the performance of his/her duties, provided that nothing herein contained shall be construed to preclude any director from service to the corporation in any other capacity and receiving compensation therefrom.

Section 10. Annual Meeting

An annual meeting of the members may be held each fiscal year in Downtown Aberdeen at such location as the Board of Directors may select and at such date and time as the Board may select.

Section 11. Place of Meetings

Meetings shall be held at the registered office of the corporation unless otherwise provided for by the Board of Directors.

Section 12. Regular Meetings

A regular monthly meeting of the Board of Directors shall be held monthly at the registered office of the corporation at such time and date as is established by the Board of Directors. The Board of Directors may provide by resolution the time and place for the holding of additional meetings of the Board of Directors. Conference calls and other electronic communications are acceptable.

Section 13. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place as the place for holding any special meeting of the Board of Directors called by them.

Section 14. Notice of Meetings

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following shall govern the giving of notice for meetings of the Board of Directors:

- a. No notice need be given of any meeting of the Board of Directors, whether it is a regular meeting, Annual Meeting, or special meeting, if the meeting was scheduled at the prior meeting.
- b. Any meeting that is not scheduled at the prior meeting requires at least five (5) days prior notice. Such notice may be oral or written, may be given personally, by first class mail, by email, telephone, or facsimile machine, and shall state the place, date, and time of the meeting and the matters proposed to be acted upon at the meeting.

- c. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 15. Quorum

A quorum shall consist of members present at any regular or special meeting of the Board of Directors.

Except as otherwise provided under the Articles of Incorporation, these Bylaws or provisions of law, no business shall be considered by the Board of Directors at any meeting at which the required quorum is not present, and the only motion which shall be entertained at such meeting is a motion to adjourn.

Section 16. Majority Action as Board Action

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws or provisions of law require a greater percentage or different voting rules for approval of a matter by the Board of Directors.

Section 17. Conduct of Meetings

Meetings of the Board of Directors shall be presided over by the President of the Board of Directors, or, in his absence, by the Vice President of the corporation or, in the absence of each of these persons, by a Chairperson chosen by a majority of the directors present at the meeting.

Section 18. Action Without a Meeting

Any action required to be taken at a meeting of the directors, or any other action which may be taken at a meeting of the directors, may be taken without a meeting if there is written consent signed by all the directors entitled to vote with respect to the subject matter of the action. Electronic communications can constitute a meeting.

Section 19. Relationship to the Executive Director

The Board of Directors shall have the power to employ an executive director, who shall also serve as the Recording Secretary to the Board of Directors. The executive director shall be a salaried member of the Aberdeen Downtown Association organizational structure. While directors are responsible for the establishment of policy in the areas of budgeting, personnel, and maintenance, they must rely on the talents, insights, and background information provided by the executive director and his or her staff.

Section 20. Non-liability of Directors

The directors shall not be personally liable for the debts, liabilities or other obligations of the corporation.

Section 21. Indemnification by Corporation of Directors and Officers

The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of the State of South Dakota.

Section 22. Insurance for Corporate Acts

Except as may be otherwise provided under the provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf on any agent of the corporation (including a director, officer, employee, or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

ARTICLE IV
OFFICERS

Section 1. Designation of Officers

The officers of the corporation shall be a President, a Vice President, a Secretary/Treasurer, and any other officers as may be elected in accordance with the provisions of the Article.

Section 2. Qualifications

Any Director may serve as an officer of this corporation.

Section 3. Election and Term of Office

The officers of the corporation shall be elected by the Board of Directors in March of each year, and each officer shall hold office for one year or until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first. Officers may serve an unlimited number of terms of office, subject to their membership on the Board. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors.

Section 4. Removal and Resignation

Any officer may be removed, either with or without cause by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary/Treasurer of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Such removal will be without prejudice to the contract right, if any, of the person so removed.

Section 5. Vacancies

A vacancy of any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the vacated term.

Section 6. Duties of President

The President shall be the principal executive officer of the corporation and shall in general supervise the business and affairs of the corporation. The President shall preside at all meetings of the Board of Directors. Except as otherwise authorized by resolution of the Board, the President may sign all vouchers, checks, contracts, bonds, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution shall be expressly delegated by the Board of Directors, by these Bylaws or by statute to some other officer or agent of the corporation.

Section 7. Duties of Vice President

In the absence of the President or in the event of his inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of, and be subject to, all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time be assigned to him by the President or by the Board of Directors.

Section 8. Duties of Secretary/Treasurer

The Secretary/Treasurer, through the Executive Director or appointee, shall have the care and custody of all funds and securities of the corporation. He or she shall keep regular books of account and shall submit them, together with all his or her vouchers, receipts, records and other papers to the Directors for their examination and approval as often as they may require.

The Secretary/Treasurer, through the Executive Director or appointee, shall issue the notices of all meetings of the members and the Board of Directors in one or more books provided and shall attend and keep the minutes of the same, shall have charge of all corporate books, records and papers, shall be custodian of the corporate seal, shall attest with his or her signature and impress with the corporate seal all stock certificates and written contracts of the corporation and shall perform all such other duties as are incident to his or her office.

ARTICLE V **ADMINISTRATIVE**

Section 1. Duties of Executive Director

The Executive Director shall have charge and custody of and be responsible for all funds and securities of the corporation, receive and give receipts for monies in the name of the corporation in such banks, trust companies, and/or other depositories as shall be selected in accordance with these Bylaws, keep a register of the post office address of each director, and in general perform all the duties incident to the office of Executive Director and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. The Executive Director may delegate such duties as he or she may desire with the approval of the Board of Directors.

Section 2. Additional Personnel

In addition to the executive director, the Board of Directors shall have the power to employ technical experts and such other officers, agents, and employees, permanent or temporary, as it may require, and shall determine their qualifications, duties, and compensation.

Section 3. Executive Office

The Executive Director shall be an ex officio member of the Board of Directors and shall cast no vote. The Executive Director shall serve at the pleasure of the Board of Directors.

ARTICLE VI **COMMITTEES**

Section 1. Committees of Directors

The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist of at least two (2) directors, which committees, to the extent provided in said resolution, shall have the power to exercise the authority of the Board of Directors in the management of the corporation; but the designation of such committees, and the delegation of authority shall not operate to relieve the Board of Directors, or any individual directors, of any responsibility imposed upon it by law.

Section 2. Other Committees

The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. Membership of these committees is volunteer in nature and may consist of persons who are not also members of the Board of Directors or the Corporation. These committees shall act in an advisory capacity to the Board of Directors.

Section 3. Meetings and Actions of Committees

- a. Chairman. One member of each committee shall be appointed Chairman.
- b. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.
- c. Rules. Each committee may adopt rules for its own structure not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE VII
EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

Section 1. Execution of Instruments

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation 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 instances. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2. Checks and Notes

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money and other evidence of indebtedness of the corporation shall be signed by the Treasurer and countersigned by the President of the corporation.

Section 3. Deposits

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Investment Management

The Board of Directors shall develop a strategy or policies to guide investment of monies received.

Section 5. Gifts

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation. The Board shall determine policies regarding gift solicitation, acceptance, and recognition.

Section 6. Authority to Act

The corporation shall specifically have authority to borrow from any source, money, goods or services and to make and issue notes and other negotiable instruments evidencing indebtedness of the corporation; to make and issue mortgages, deeds of trust, pledges of revenue, trust agreements, security agreements and financing statements and other instruments evidencing a security interest in the assets of the corporation; and, to do every act and thing necessary to effectuate the same.

The corporation shall specially have authority to prescribe, adopt and amend, from time to time, such equitable uniform rules and regulations as, in its discretion may be deemed essential or convenient for the conduct of the business and affairs of the corporation and the guidance and control of its officers and employees and to prescribe adequate penalties for the breach thereof.

ARTICLE VIII
BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its directors, Board of Directors and committees having any of the authority of the Board of Directors and shall keep the same at the registered office and shall keep same at the registered office of the corporation. All books and records may be inspected by any director or his or her agent or attorney, for any proper purpose at any reasonable time.

ARTICLE IX
FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE X
WAIVER OF NOTICE

Whenever a notice is required to be given under the provisions of the Non-profit Corporation Act of South Dakota or under the provisions of the Articles of Incorporation or the Bylaws of the corporation, a waiver thereof in writing signed by the person or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI
INDEMNIFICATION OF OFFICERS, DIRECTORS
COMMITTEE PERSONS AND EMPLOYEES

The corporation may indemnify and hold harmless each officer, director, committee person or employee of the corporation against and from all loss, cost and defenses of any claim, suit or proceeding brought against such person who is or has been such officer, director, committee person or employee, or because of any action alleged to have been taken or omitted by him as an officer, director, committee person or employee. The rights of indemnification and exoneration occurring under this Article may apply whether or not such person continue to be an officer, director, committee person or employee at the time any loss, cost or expense is suffered or incurred. Such rights shall not apply in relation to any matters as to which such an officer, director, committee person or employee shall be adjudged in final judgment in such suit or proceeding to not have acted in good faith or in a manner which he reasonably believed to be in and not opposed to the best interest of the corporation and if the suit or proceeding is a criminal one, when such officer, director, committee person or employee had reasonable cause to believe his conduct was unlawful.

ARTICLE XII LIMITATION ON ACTIVITIES

Section 1. Limitation on Activities

No substantial part of the activities shall be the carrying on of propaganda or otherwise attempting to influence legislation (except as otherwise provided by Section 501 (h) of the Internal Revenue code), and this corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Bylaws, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under §501 (c) of the Internal Revenue Code or (2) by a corporation, contributions to which are deductible under §170 (c) (6) of the Internal Revenue Code.

Section 2. Prohibition Against Private Inurement

No part of the net earnings of this corporation shall inure to the benefit of, or be distributed to, its members, directors, or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

ARTICLE XIII AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the directors present at any regular meeting or at any special meeting, provided that at least five (5) days written notice is given of intention to alter, amend, repeal or to adopt new Bylaws at such meeting.

ARTICLE XIV CONSTRUCTION AND TERMS

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational charter, Corporate Charter or other founding documents of this corporation filed with an office of this state and used to establish the legal existence of this corporation.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

Adopted this 8th day of November, 2004.
Revised: 2/27/03, 4/6/04, 5/6/04, 10/11/07, 3/12/09; 4/14/10

(CORPORATE SEAL)

ATTEST:

Len Ivey, President

Jim Kaiser, Secretary/Treasurer

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box ►

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).		
Type or print	Name of Exempt Organization ABERDEEN DOWNTOWN ASSOCIATION	Employer identification number 46-0460220
File by the extended due date for filing the return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 103 1/2 S MAIN ST, NO. 200	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. ABERDEEN, SD 57401	

Check type of return to be filed (File a separate application for each return):

<input type="checkbox"/> Form 990	<input checked="" type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust)	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 5227	<input type="checkbox"/> Form 8870
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 4720	<input type="checkbox"/> Form 6069	

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

MARGOT GILLETTE

- The books are in the care of ► **103 1/2 S MAIN ST - ABERDEEN, SD 57401**
Telephone No. ► **605-226-3441** FAX No. ► **605-225-2437**

- If the organization does not have an office or place of business in the United States, check this box ►
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ► . If it is for part of the group, check this box ► and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2010**.

5 For calendar year **2009**, or other tax year beginning _____, and ending _____.

6 If this tax year is for less than 12 months, check reason: Initial return Final return Change in accounting period

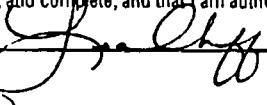
7 State in detail why you need the extension

ADDITIONAL TIME IS NEEDED TO GATHER THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a \$
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b \$
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c \$ N/A

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ►  Title ► CPA Date ► **8-10-10**

Form 8868 (Rev. 4-2009)

57980

Dakota, SD paper filed

SEV 8/19/10