

# Main Street Program Advisory Board

## ADOPTED

### **BYLAWS OF THE CITY OF BASTROP MAIN STREET PROGRAM ADVISORY BOARD**

The City of Bastrop Main Street Program Advisory Board is appointed and serves in an advisory capacity to the Bastrop Main Street Program Director and to the Council of the City of Bastrop, Texas and shall conduct its affairs in accordance with the requirements, rules and regulations of the City of Bastrop and these Bylaws.

#### **ARTICLE I – PURPOSE**

The Bastrop Main Street Program Advisory Board serves to foster a vision for Bastrop’s future that will

1. Establish goals and priorities for the Bastrop Main Street Program and foster revitalization of the Main Street Program Area,
2. Coordinate activities of the Program’s standing and special committees,
3. Recommend projects and activities to Council and the Board of the Bastrop Economic Development Corporation that are directly beneficial to achievement of economic vitality of the Program Area.

#### **ARTICLE II – DEFINITIONS**

**Board** shall mean the Bastrop Main Street Program Advisory Board, an advisory body established by the Bastrop City Council.

**Council** shall mean the Bastrop City Council.

**City** shall mean the City of Bastrop as a governmental entity.

**Program** shall mean the City of Bastrop Main Street Program.

#### **ARTICLE III – BOARD MEMBERSHIP**

The Board shall consist of nine (9) members nominated by the Board and appointed by the Mayor and confirmed by Council. The Program Director shall serve as staff liaison to the Board.

Box No. 1

Places 2, 3, 7

Each member drawing such places shall serve an initial term of one year, beginning June 1, 2013.

Places 4, 5, 8

Each member drawing such places shall serve an initial term of two years, beginning June 1, 2014.

Places 1, 6, 9

Each Member drawing such places shall serve an initial term of three years, beginning June 1, 2015.

1. The initial terms of members are numbered and the numbered places for members shall be staggered, in accordance with City Ordinance Sec. 1.04.002. Members' terms shall be as shown in Box No. 1.  
Each member of the Board serving terms as provided in Box No. 1 shall be eligible to serve one immediately subsequent three-year term, in accordance with the process defined in subsection 2, following, of these Bylaws.  
After the initial term shown above for each numbered place has been fulfilled, all term lengths for each member appointed thereafter shall be for a period of three years, in accordance with the staggered cycle set forth above in Box No. 1.
2. Appointment of members shall be in accordance with the Bastrop Code of Ordinances Section 1.04.001-2 and, further, to accommodate that regulation:
  - a. No later than the August Board meeting of each year, the Board shall recommend to the Mayor its nominees for appointment to any member place for which the term expires on September of that year.
  - b. For any member place vacated prior to the expiration of the term for that place, the Board may recommend to the Mayor its nominees for appointment for the remainder of the term.
  - c. In formulating its recommendations, the Board shall consider each candidate's previous participation in the Program and shall then submit its list of approved nominees to the Mayor for his or her consideration for appointment, subject to confirmation by Council.
3. Resignation from the Board, other than by death, of any member shall be presented to the Chair in writing. The Director shall promptly advise the City Manager of any such resignation(s).
4. All members shall serve without compensation specific to this service.

**ARTICLE IV – POWERS AND DUTIES**

1. Authority shall be vested in the Board as a whole, rather in members individually.

2. All deliberations of the Board or of subcommittees involving a quorum or more of the Board's membership shall be held in accordance with all City regulatory requirements, including applicable provisions of the Texas Open Meetings Act (Chapter 551 of the Government Code).

#### **ARTICLE V – ORGANIZATION**

1. At the first Board meeting held in June of even numbered years, the Board shall elect a Chair, a Vice-Chair and a Secretary. Election of any officer shall be by a majority vote of the quorum present at the meeting or at any subsequent meeting in which officers are elected to fill an officer vacancy.
2. Terms of office shall be independent of terms of appointment to the Board. Except as provided in Section 3, below, each officer shall be elected for a term of two years until no longer a Board member or resigning the office, whichever is shorter.
3. In the event the position of the Chair becomes vacant during the two-year term of office, the Vice-Chair shall succeed to the office of Chair for the remainder of that term **and a Vice Chair shall be elected to finish the remainder of the Vice Chair term. If the office of Vice-Chair becomes vacant concurrently before the expiration of the term of office, a new election shall be conducted to fill those offices for the remainder of that term.** In the event the position of Secretary becomes vacant, a new election shall be conducted to fill that position for the remainder of that term.
4. The duties and powers of the officers of the Board shall be as follows:  
**Chair:** The Chair shall preside at all meetings of the Board; shall communicate to the Board in compliance with the Open Meetings Act such matters and make such suggestions as, in the Chair's discretion, may increase the effectiveness of the Board, and shall perform such other duties as are incident to the office of Chair.  
**Vice-Chair:** The Vice-Chair shall assist the Chair in the executive duties of the Board; shall serve as presiding officer in the absence of the Chair or in the Chair's inability to act, and shall perform any and all other duties as assigned by the Chair.  
**Secretary:** The Secretary shall attend all meetings of the Board and produce the official record of the meetings and member attendance; shall be the keeper of the Bylaws of the Board, shall maintain a list of Board members including current contact information, and shall perform any and all other duties as assigned by the Chair or Vice-Chair.

#### **ARTICLE VI – MEETINGS**

1. To the extent possible, the Board shall hold regular monthly meetings.
2. Special meetings may be called at the Chair's discretion or upon the request of the Director or City Manager or at the request of three or more members.
3. All Board meetings shall be conducted and held in compliance with the City regulations and the Texas Open Meetings Act.

4. There shall be no proxy representation or proxy votes allowed at any Board meeting.
5. A quorum shall be defined as a simple majority of the then serving Board members.

**ARTICLE VII – COMMITTEES**

The Program shall have as many Standing Committees as it deems necessary to carry out the mission of the Main Street Program.

1. The scope and functions of the Standing Committees shall be modeled after the National Main Street Center and the Texas Main Street Program of the Texas Historical Commission Project Based Approach.
2. In January or February of each year, each Standing Committee shall develop work plans and formulate priorities for the ensuing year. The Board shall consider and approve such priorities.
3. From time to time, as the need arises, the Chair may appoint *ad hoc* committees, with the concurrence of the Board, to address special needs that are beyond the scope of a Standing Committee.

**ARTICLE VIII – PARLIAMENTARY PROCEDURE**

Unless otherwise provided for in these Bylaws, or as approved by the Board, Robert’s Rules of Order shall govern the conduct of any and all meetings of the Board and subcommittees involving a quorum of the Board.

**ARTICLE IX – ADOPTION OF BYLAWS**

These Bylaws shall be effective after the approval of the Bylaws by a two-thirds majority vote (or nearest whole number thereto) of the members, then appointed and serving, and final approval by Council.

**ARTICLE X – AMENDMENTS**

These Bylaws may be amended, repealed, or altered in whole or in part by a two-third (or nearest whole number thereto) majority vote of members, then appointed and serving. The proposed changes shall be emailed to the last recorded email address of each member at least five (5) days prior to the time of the meeting at which the change(s) will be considered. Bylaws changes approved by the Board shall be presented to Council for adoption and become effective upon adoption.

**ARTICLE XI – MISCELLANEOUS**

1. The operations of the Board shall also be governed by the following City Ordinances, herein adopted by reference:
  - a. Section 1.09 Unlawful Discrimination
  - b. Section 1.02.002(b) Attendance
  - c. Section 1.02.002(c) Uniform Quorum
  - d. Section 1.02.002(d) Uniform Training

- e. Section 1.04.001 Attendance
- f. Section 104.002 Membership, Terms and Filing Vacancies
- g. Section 1.07 Records Management
- h. Section 1.15 Code of Ethics

2. Any word, phrase, paragraph, or section of these Bylaws is deemed unconstitutional, illegal, invalid or incompatible with City Ordinance shall not affect the validity of this document as a whole or any part or provision thereof, other than the part determined to be unconstitutional, illegal, invalid, or incompatible with City Ordinance.

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**BYLAWS FIRST ADOPTED BY THE BOARD** this \_\_\_ day of \_\_\_\_\_ 2019.  
(date)

\_\_\_\_\_  
Board Chair

**ACCEPTED BY COUNCIL** this \_\_\_ day of \_\_\_\_\_ 2019

\_\_\_\_\_  
Mayor of the City of Bastrop

**ATTEST:**

\_\_\_\_\_  
City Secretary