

City of Dallas

Main Street Advisory Board

Bylaws

Adopted:

ARTICLE I

Name

The name of the organization shall be the City of Dallas Main Street Advisory Board (hereinafter the “Advisory Board” or the “Board”).

ARTICLE II

Purposes

Section 2.1 Advisory Board Purpose

The Advisory Board and its committees (the “Main Street Committees” or “Committee”) work with the Main Street Manager (the “Manager”) to carry out the goals of the Main Street Program (the “Program”). The Advisory Board does not handle the day-to-day affairs of the Program, but provides additional insights, input strategy recommendations, and policy to support the Program. The Advisory Board will assist the Main Street Manager in a number of ways including the following: (1) promote and market downtown as a desirable location for businesses and aim to achieve full use and occupancy of the Downtown Central Business District; (2) fund raising for the Program and for special projects, including identifying and utilizing local, state, federal and private sources including grants and contributions (3) make policy recommendations and assist in strategic planning and goal setting for the Program; (4) encourage appropriate high-quality design in the maintenance, renovation and re-use of buildings in the City of Dallas Downtown Central Business District (as defined herein); (5) sponsor events and promotional activities in the City of Dallas Downtown Central Business District that foster a sense of community, encourage tourism, and promotes business development; (6) recruiting dedicated volunteers and board members; (7) advocate for the Program and ensure that the Program is carrying out its mission and vision; and such other assistance as the Advisory Board and the Main Street Manager deem necessary.

Section 2.2 Scope of Power

The Advisory Board shall have no right, power or authority to obligate or bind the City of Dallas (the “City”) in any manner whatsoever. The Advisory Board is not a governing board but is advisory in nature with no power of authority over day-to-day operations of the Program or the Main Street Manager.

Section 2.3 Main Street Program Purpose

The Program is sponsored and governed by the City, and is a division of the City’s Business Development Department. The Program works to maintain a strong, viable, and broad-based downtown revitalization program that embraces the implementation of the best downtown development practices in accordance to the Georgia Main Street Program and the National Main Street Center’s guiding principles and Main Street Approach.

ARTICLE III

Boundaries

The map below (Attachment A) indicates the boundaries of the City of Dallas Downtown Central Business District.

ARTICLE IV

Advisory Board Members

Section 4.1 Members

The Advisory Board shall consist of seven (7) members (“Board Members”) solicited by current Board Members and the Main Street Manager, with official appointment made by City Council. Initial creation of Board Members shall constitute staggered terms and Board Members shall be appointed for one-, two-, and three-year terms respectively. After inaugural Board selection and time served, Advisory Board members shall serve a 3 year term. No Board Member shall serve more than two consecutive three-year terms without stepping down from serving for at least one year. Appointments to the Board for the upcoming calendar year shall be made at the November meeting, as approved by a majority vote of the Board, to ensure that official appointment by City Council has been made by the Board’s first meeting of the next calendar year. All Board Members shall commit to working, volunteering, or participating, on behalf of the Program, in at least two of the Program’s sponsored events.

Section 4.2 Qualifications of Advisory Board Members

Persons selected for appointment to the Advisory Board by current Board Members and/or the Main Street Manager shall have interests and/or experience in economic development for the Downtown Central Business District area or in historic preservation, and be willing to actively participate. The make-up of the Advisory Board should strive for diversity, seeking representation from public and private groups. There will not be a majority of any occupation on the Advisory Board. Board Members must be of sound mind and of legal age to serve. The composition of the background, experiences, and occupations of the Board Members comprising the Advisory Board shall be consistent with the Georgia Main Street Annual Standards of Accreditation.

Section 4.3 Resignation

A Board Member wishing to resign from the Advisory Board shall submit a letter of resignation to the Main Street Manager, Board President, or Vice President. Upon Receipt of a Board Member's resignation, the Main Street Manager, Board President, or Vice President must present the Board Member's resignation to the entire Advisory Board. A Board Member resigning from the Board must expressly state whether the resignation in with immediate effect or provide a date the resignation will take effect. If a Board member submits his/her resignation, whether to be effective immediately or at a future date, a vacancy occurs on the tenth day after the date of its receipt by the Advisory Board. The Advisory Board may not refuse to accept a resignation, however during the 10-day waiting period; the resigning Board Member may rescind his/her resignation with a majority vote of the Board Members. The Board Member who initially sought resignation shall not be permitted to participate in the vote, or the discussion preceding the vote, considering whether that Board Member's desire to rescind his/her resignation will be permitted.

Section 4.4 Vacancies

If a vacancy occurs on the Advisory Board because of death, resignation, refusal to serve, or for a reason other than the normal expiration of a term of office; the Board shall propose a new candidate to fill the vacancy by majority vote of the remaining Board Members. The candidate shall become a Board Member with the approval of the City Council. The Board Member filling such vacancy shall fill the unexpired term of his/her predecessor.

ARTICLE V

Officers

Section 5.1 Officers and Elections

The officers of the Advisory Board (“Board Officers”) shall consist of a President, Vice-President, Treasurer, and Secretary. Board Officers shall be elected by a majority vote of the Advisory Board at the first regular meeting after the annual City Council Advisory Board appointment process.

Section 5.2 Terms of Office

Board Officers shall serve for a term of one year.

Section 5.3 Board Officer Vacancies

In the event of a vacancy in the office of a President, the Vice President shall serve as President.

In the event of a vacancy in the offices of Vice President, Treasurer, or Secretary the Advisory Board shall elect a replacement and successor Board Officer by majority vote of Board Members at the next regularly scheduled meeting, or as soon as reasonably practical for the unexpired term.

If possible, the Board Officer creating the vacancy shall continue to serve until the vacancy is filled.

Section 5.4 Duties

- A. President, whose duties include chairing all meetings of the Board, acting as a representative of the Board in functions requiring such representation, and acting as the Board liaison to support the Main Street Manager in facilitating the goals of the Program.
- B. Vice-President, who shall assume all duties outlined for the President in his/her absence
- C. Treasurer, who shall keep record of all income and expenses for the Main Street budget and the Main Street fundraising account. At the Annual Meeting, and at the regular Advisory Board meetings, the Treasurer will provide a report and summary statement on the financial affairs of the Program.
- D. Secretary, whose duties include recording the minutes at meetings of the Board, presenting said minutes to the Board for review and acceptance by the board, and maintaining Program records that result from Board meetings. The Secretary shall send copies of the Minutes of each membership meeting to all members electronically within 15 days from the conclusion of each meeting.
- E. Temporary Officers; in cases of absence or disability of an Officer of the Program, the remaining Officers may vote to delegate the powers and duties of such Officer to any other Officer or Member of the Board.
- F. Removal; Officers who fail to fulfill their duties and have three consecutive unexcused absences from regular Board meetings may be removed from office by a vote of the Board.

ARTICLE VI

Meetings

Section 6.1 Regular Meetings

Regular meetings of the Board shall be held no less than ten (10) times during a calendar year, unless the Main Street Manager, in conjunction with the Board President, deems necessary by any or all parties. Meetings of the Advisory Board shall be held in the City Hall Council Chambers, located at 129 E. Memorial Dr., Dallas, GA, 30132, or such other place as designated by the Advisory Board. Regular meetings shall be held on the second Wednesday of the month at 9am, unless such day falls on a city observed holiday, in which event the regular meeting from that month shall be postponed to the following month at the same hour and place.

Section 6.2 Agenda

Items may be placed on the agenda by the Main Street Manager, Board President, or at the request of a Board Member. The party (or individual) requesting the agenda item will be responsible for the initial presentation at the meeting. Item included on the agenda must be submitted to the Main Street Manager no later than one week before the Advisory Board meeting at which the agenda item will be considered. Agenda packets for regular meetings will be provided to the Members in advance of the scheduled Board meeting. Agenda packets will contain the posted agenda, typed minutes of the last meeting, and any other necessary documents.

Section 6.3 Special Called Meetings

The Board President, Main Street Manager, or at least a quorum of the Advisory Board may, when deemed necessary, call special meetings of the Advisory Board.

Section 6.4 Quorum

A quorum is required for the purpose of transacting all business of the Board at any regularly scheduled meeting of the Main Street Advisory Board. No action of the Advisory Board or any individual Board Member shall be an official action of the Program unless approved by a majority of Board Members present at an official board meeting. A quorum shall consist of four (4) voting Board Members. If a quorum is not present or represented at any meeting of the Advisory Board, a majority of the Board Members entitled to vote thereat, present in person, may adjourn the meeting, until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 6.5 Call to Order

Advisory Board meetings will be called to order by the Board President, or if absent, by the Vice-President. In the absence of both the President and Vice-President, the meeting shall be called to order by the Secretary, and a temporary President shall be elected to preside over the meeting.

Section 6.6 Notice

Written or electronic notice of every meeting of the Board stating the place, date, and hour of the meeting, shall be given either personally or by e-mail to each member not less than five (5) days before the date of the meeting.

Section 6.7 Attendance

Board members are required to attend Board meetings and be prepared to discuss the issues on the agenda. A Member shall notify the Main Street Manager or Board President if the Member is unable to attend a meeting. Any Board Member missing three regularly scheduled meetings shall be contacted by the President, or his/her designee, regarding the absentee Board Member's desire to continue to serve. In the event a Board Member misses more than four regularly scheduled meetings during a calendar year, they shall be automatically removed from the Board and his/her position shall be filled pursuant to Section 4.4 of these Bylaws.

Section 6.8 Voting

When a quorum is present at any meeting, the vote of a majority of the Board Members present in person decides any question brought before such meeting, unless the question is one upon which the express provisions of law or these Bylaws require a different vote, in which case such express provisions shall govern and control the decision of the question. Each Board Member shall at every meeting of the Advisory Board be entitled to one vote. No Board Member may vote by proxy.

The Main Street Manager shall be a non-voting member of the Advisory Board and the Manager, or his/her designee, shall be present at all meetings of the Advisory Board.

Section 6.9 Electronic Voting

Board Members, by providing an e-mail address to receive electronic transmission, consent to electronic transmission of information (including meeting notices) and to conduct votes via electronic transmission. Such votes are considered final action on the matter if there is unanimous consent of the Advisory Board. After two successive failed attempts to contact a Board Member by electronic means, consent by that Board Member will be considered to be revoked.

Section 6.10 Public Participation

In accordance with City Policy, the public is welcome and invited to attend Board meetings and to speak on any item on the agenda. A person wishing to address the Board must sign up to speak in accordance with the policy of the City Council concerning participation and general public meetings. Sign-up sheets will be available and should be submitted to the Main Street Manager prior to the start of the meeting. If any written materials are to be provided to the Board, a copy shall also be provided to the Main Street Manager for inclusion in the minutes of the meeting. Speakers shall be allowed a maximum of three (3) minutes to speak, but may take up to six (6) minutes if another individual who signs up to speak yields the time to the speaker. A person who disrupts the meeting may be asked to leave and be removed.

Section 6.11 Open Meetings

Public notice of Board meetings shall be provided in accordance with the provisions of the Georgia Open Meetings Act. All Board meetings and deliberation shall be open to public, except for properly noticed closed session matters, and shall be conducted in accordance with the provisions of the Georgia Open Meetings Act.

Section 6.12 Closed Sessions

The Board may conduct closed sessions as allowed by law, on properly noticed closed session matters, such as consultation with attorney on legal matters, deliberation regarding the value of real property, competitive utility matters, and economic development negotiations. A certified agenda shall be made of all closed sessions of Board meetings.

Section 6.13 Board Orientation

All new members of the Main Street Advisory Board shall participate in an orientation program familiarizing themselves with the goals and objectives of the program and with their responsibilities.

Section 6.14 Annual Meeting

An annual meeting of the Board shall be held at the first regular meeting of the new calendar year for the purposes of electing officers and transacting such other business.

ARTICLE VII

Reports to City Council

The Advisory Board shall meet with the City Council, as requested, to provide reports and to determine how the Board may best serve the City of Dallas. Board reports will be made at regular scheduled Council meetings. The Board must submit an annual report to the City Council each year.

ARTICLE VIII

Committees

Section 8.1 Structure

In an effort to revitalize the City of Dallas Downtown Central Business District through historic preservation-based economic development, the Program will utilize the Main Street Four-Point Approach, and other applicable guiding principles and the Main Street Approach of the National Main Street Center and Georgia Main Street Program, to leverage success. The Program will have the following standing Main Street Committees:

- A. Organization Committee. The Organization Committee plays a key role in keeping the board, committees, and program-of-work in good shape by attracting people and money to the organization. The City of Dallas Main Street Advisory Board will function as the Organization Committee
- B. Economic Development Committee. The Economic Development Committee promotes the interests of downtown businesses and assists the Main Street Manager in recruiting desirable businesses to the Downtown Central Business District.
- C. Design Committee. The City of Dallas Historic Preservation Commission will function as the Design Committee to protect and improve Dallas' built and natural environment through historic preservation.
- D. Promotion Committee. The Promotion Committee fosters good will among residents and attracts tourist by participation in and coordination special events and promotional activities. The Committee also assists in the implementation of marketing initiatives for the district.

The Program shall also have other committees and ad hoc bodies as the Advisory Board and Main Street Manager may from time to time establish in accordance with the Georgia Main Street Program and the National Main Street Center's guiding principles and Main Street Approach. Main Street Committees must submit a written report to the Main Street Manager one week prior to each regularly scheduled Board meeting. Main Street Committees must also submit minutes of each meeting to the Main Street Manager.

Section 8.2 Committee Members

Main Street Committees shall consist of not less than three (3) members, and shall have a chairperson who shall be responsible for directing and coordination the affairs of the Main Street Committee. At least one Board member must be represented on each Main Street Committee. The terms of the Main Street Committees shall be for one year.

Main Street Committees will be appointed by the Main Street Manager and Board President with the approval of the Advisory Board. Main Street Committees need not be limited to the Program's downtown businesses, but can have representatives from other relevant areas of the community.

ARTICLE IX

Main Street Program Manager

The Main Street Manager is an employee of the City that reports directly to the City Manager. The Main Street Manager shall manage the daily operations of the Program and shall be responsible for the coordination and the implementation of the Program's policies and projects and such other duties as may be required. The Main Street Manager shall serve as a liaison between the Advisory Board and the Main Street Committees. The office of the Main Street Manager shall be located within the Downtown Central Business District in accordance to Georgia Department of Community Affairs guidelines. The Manager will maintain information regarding the revitalization in the Downtown Central Business District.

ARTICLE X

Finances and General Provisions

Section 10.1 Fiscal Year

The fiscal year of the Program will begin on the first day of July, and end on the last day of June the following year. On the first year of creation, the fiscal year will begin upon creation and end on the last day of June.

Section 10.2 Funds

The Advisory Board and the Board Members have no authority to expend funds or to incur or make an obligation on behalf of the City unless authorized and approved by City Council. Board Members may be reimbursed for expenses authorized and approved by City Council and the Advisory Board. The Advisory Board shall have the authority to administer the monies from the Main Street Fundraising Account with the support of the City. The Advisory Board is required to submit a report of all fundraising incoming and spending to the Main Street Manager and the City Council in a timely manner.

Section 10.3 Year-End Financial Statement

Within two months after the close of the fiscal year, the Treasurer will prepare a year-end financial statement showing, in reasonable detail, the source and application of the previous year's funds and the financial condition of the Program. This statement will be presented to the Advisory Board at a regular Board meeting. All finances, accounts, and monies of the Program will be audited by, and in coordination, with the City.

ARTICLE XI

Book and Records

Correct books of account of the activities and transactions of the Program shall be kept at the office of the Program. These shall include a minute book, which shall contain a copy of these Bylaws and all minutes of meetings of the Advisory Board, work plans, and vision and mission statements.

ARTICLE XII

Conflict of Interest

Any Board Member who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Advisory Board, of such nature that it prevents or may prevent that Board Member from acting on the matter in an impartial manner, shall disclose such conflict and the Board shall abide by the following protocol:

- A. Abstinance from Vote. When any conflict of interest is relevant to a matter requiring action by the Advisory Board, the interested person shall call it to the attention of the Board or its appropriate Committee and such person shall not vote on the matter; provided however, any Board Member disclosing a possible conflict of interest may be counted in determining the presence of a quorum at a meeting of the Advisory Board or a Committee thereof.
- B. Absence from Discussion. Unless requested to remain present during the meeting, the person having the conflict shall retire from the room in which the Advisory Board or its Committee is meeting and shall not participate in the final deliberation or decision regarding the matter under consideration. However, that person shall provide the Board or Committee with any and all relevant information.
- C. Minutes. The minutes of the meeting of the Advisory Board or one of its Committees shall reflect that the conflict of interest was disclosed and that the interested person was

not present during the final discussion or vote, and did not vote. When there is doubt as to whether a conflict of interest exists, the matter shall be resolved by a vote if the Advisory Board or its Committee, excluding the person concerning whose situation the doubt has arisen.

Section 12.1 Annual Review.

A copy of this conflict of interest bylaw shall be furnished to each Board Member and Officer who is presently serving the Program, or who may hereafter become associated with the Program. This policy shall be reviewed annually for the information and guidance of Board Members, Officers, and staff members. Any new Board Members or Officers shall be advised of this policy upon undertaking the duties of such office.

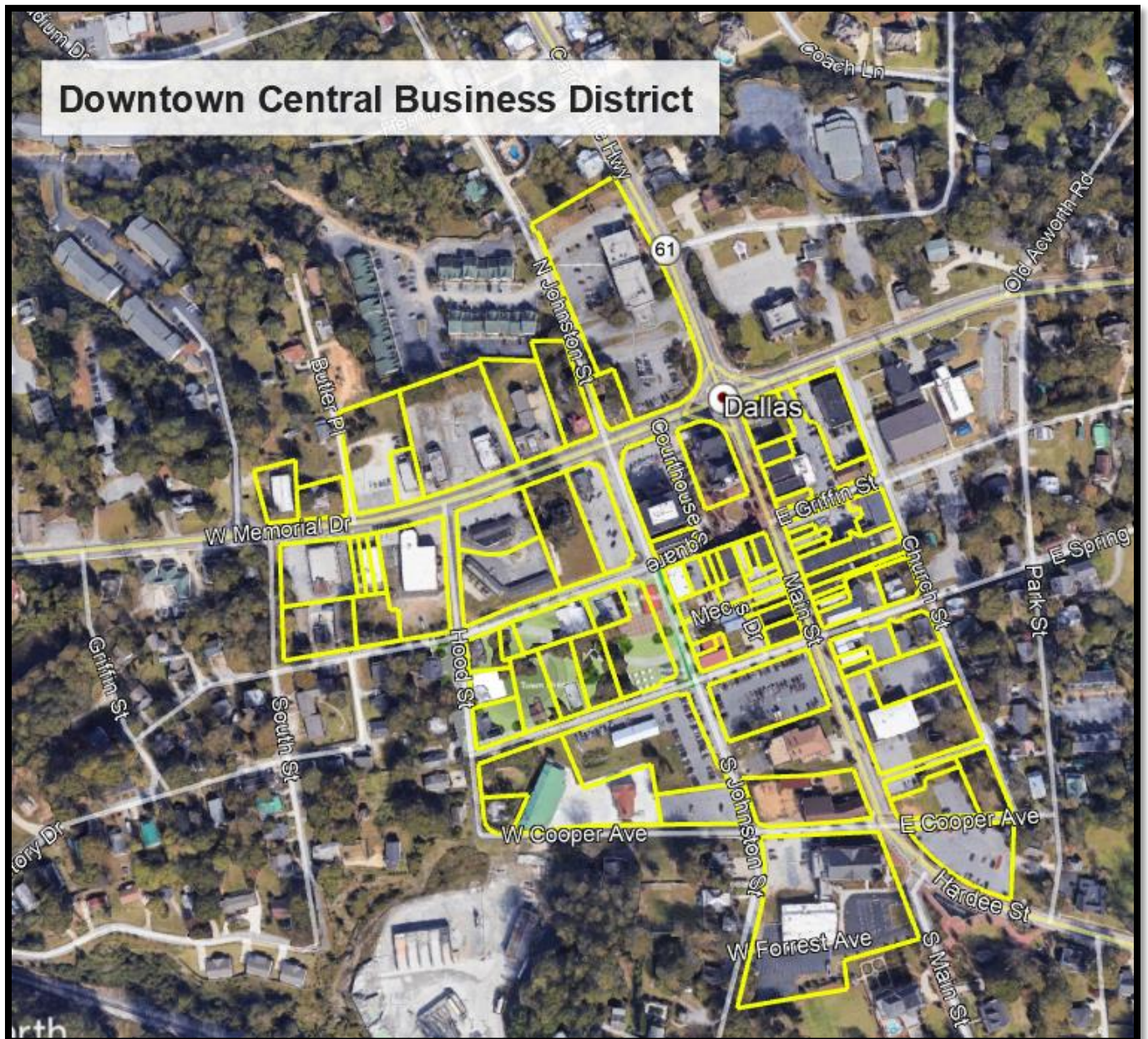
ARTICLE XIII

Amendments

The Advisory Board shall have the power to alter, amend, or repeal the Bylaws or adopt new Bylaws by a quorum vote at a duly called meeting of the Board. However, the Board's proposed amendments to the Bylaws must be approved by City Council. Bylaw amendments are not effective until approved by City Council.

Appendix A

City of Dallas Main Street Downtown Central Business District



Appendix B

Main Street Dallas Organizational Chart

City Sponsored Program

