

MOUNT VERNON MAIN STREET ALLIANCE BY-LAWS

The By-Laws set forth herein are hereby adopted for the purpose of providing an organizational framework and rules of procedure in order that the Mount Vernon Main Street Alliance may properly accomplish its objectives. All actions of the Mount Vernon Main Street Alliance shall be conducted by the Board as a whole and pursuant to these By-Laws and not individually.

ARTICLE I – PURPOSE

1. To encourage economic development through historic preservation and to encourage participation in the Mount Vernon Main Street downtown revitalization program.
2. To establish goals and priorities for the Main Street Program.
3. To evaluate the progress of said goals and priorities.
4. To develop and oversee programs and activities for economic restructuring, design, organization, and promotions in the Main Street District.
5. To report on a monthly basis to the City Manager and on quarterly basis to the City Council on the progress of Mount Vernon's Main Street Program.
6. To advise and support the Mount Vernon Main Street Manager.

ARTICLE II – DEFINITIONS

Board shall mean the Mount Vernon Main Street Alliance Board, as appointed by the Mayor, and confirmed by the Mount Vernon City Council.

The District shall mean the historic downtown area that has been designated and shown on Exhibit A, attached hereto, incorporated into this agreement, and approved by the Texas Main Street program.

Council shall mean the Mount Vernon City Council.

Manager shall mean the Mount Vernon Main Street Manager as appointed by the Mount Vernon City Manager.

Board Chair shall mean the Mount Vernon Main Street Alliance Chairperson, elected by members of the Main Street Alliance Board.

ARTICLE III – MEMBERSHIP

1. The Board shall be composed of nine (9) voting members, plus ex-officio members. The Board shall be comprised of a minimum of five business owners in the Main Street District or full-time employees in the Main Street District. No business shall have more than one representative on the board at any one time. Our sister organization, the Franklin County Historical Commission, shall recommend a member for representation on the Main Street Board.
2. The Organization Committee of the Board shall meet in September of each calendar year and will present nominations to the Board for members whose terms expire in January of the upcoming year. A list of nominees selected by the Board shall be recommended for appointment by the Mayor and confirmed by the Council.
3. In the event of a vacancy during the term of a member, the Organization Committee shall meet as soon as possible after the vacancy occurs in order to review and nominate a replacement. The Committee will submit to the Board a recommendation for appointment for a successor. The appointment of a successor shall be for the balance of the unexpired term.
4. Any vacancy on the Board shall be filled from nominees recommended by the Board and approved for appointment by the Mayor and the Council.
5. The ex-officio members may include but not be limited to the City Manager, the Mayor or their designee from the City Council, and a representative of each of the following: the Franklin County Chamber of Commerce, the Mount Vernon Economic Development Corporation, the Franklin County Judge or designee, the Franklin County Water District, and Mount Vernon Independent School District.
6. The Manager shall serve as staff support to the Board.

ARTICLE IV – TERMS

1. Except for the original Board, the following shall apply terms of Board Service shall be for three (3) years and shall run from January 1 to December 31st, or until their successor is appointed. Members may serve a total of no more than six (6) consecutive years (i.e., two (2) consecutive three (3) year terms), except when serving an unexpired term.
2. Service in an unexpired term is not included in the term limit of six (6) consecutive years. A minimum of one three (3) year period off the board is required after serving six (6) consecutive years.
3. Lots shall be drawn to determine those serving one (1), two (2), or three (3) year terms on the board when changing from the existing by-laws and a larger board.

4. Any Board member who has three (3) consecutive absences from regular Board meetings shall be subject to forfeiture of the unexpired portion of their term, at the Board's discretion. The Board shall be advised of the absences by the Board Chair who will instruct the Organization Committee to make recommendations for replacement.
5. Resignation from the Board shall be presented to the Board Chair in writing. The Board Chair or Main Street manager will promptly advise the City Council of all resignations.

ARTICLE V – POWERS & DUTIES

1. The Mount Vernon Main Street Alliance is empowered to hold and conduct public meetings. The Board shall be subject to provisions of the Texas Open Meetings Act and Public Information Act.
2. The Board shall establish the time and place of its meetings and shall post a notice of all meetings, in compliance with the Texas Open Meetings Act. Stated meetings are always the 3rd Monday of the month at 5:15 p.m. in City Hall.
3. The Board may call special meetings for discussion, review, and action on Main Street- related matters of importance.
4. The Board may recommend projects and activities to include the Main Street Four (4) Point approach of Promotion, Design, Organization, and Economic Restructuring as they directly relate to the achievement of Main Street's goals, including a healthy and vibrant central business district.
5. The Board shall assist the Main Street Program manager in developing an annual report of the activities of the Mount Vernon Main Street Alliance and the Main Street manager shall submit that report to the City Council on or before September 1st of each year.
6. The Board shall keep the community informed and aware of the progress of the Mount Vernon Main Street Alliance.

ARTICLE VI – ORGANIZATION

1. The Board shall have an Executive Committee composed of the following officers: Board Chair, Vice-Chair, Secretary, and the Manager. The Manager serves solely as an advisor to the Board.

2. The Board shall elect all officers for a term of two (2) years at the first meeting of each even numbered year. A quorum shall be necessary to conduct an election of officers.
3. The duties and powers of the officers of the Board shall be as follows:

Board Chair: The Board Chair shall preside at all meetings of the Board and shall be an ex-officio member of on all committees; shall communicate to the Board such matters and make such suggestions as, in the Board Chair's discretion may increase the effectiveness of the Board; shall appoint all committees, and shall perform such other duties as are incident to the office of Board Chair. In the event of a vacancy in any office, the Board Chair may temporarily appoint a replacement until the vacancy can be filled by a vote of the Board.

Vice-Chair: The Vice-Chair shall assist the Board Chair in the executive duties of the Board; serve as presiding officer in the absence of the Board Chair or in the Board Chair's inability to act for any reason; and shall perform any and all other duties as assigned by the Board Chair.

Secretary: The Secretary shall produce the official record of the meetings; shall be the keeper of the By-Laws and policies of the Board; and shall maintain a list of Board members which includes current contact information and terms. In the absence or disability of the Secretary for any reason, the Chair may appoint a Secretary Pro-tem.

ARTICLE VII – MEETINGS

1. The Board shall meet monthly on the 3rd Monday of the month at 5:15p.m. in City Hall.
2. A special meeting may be called at the Chair's discretion or upon petition by a simple majority of the voting members of the Board. Only business specified in the notice of such meeting shall be transacted.
3. The Executive Committee of the Board may meet between regularly scheduled meetings if necessary and may exercise the authority of the Board as specified by motion. The Executive Committee shall be composed of the Board Chair, Vice Chair, and Secretary.
4. A quorum of the nine voting members of the Board (i.e., five (5) members) is necessary to conduct business and authorize any action. A majority of active Board members constitutes a quorum. A vacancy shall be deemed inactive until a replacement is appointed and shall not be included in the membership count for purposes of determining a quorum, and/or counting votes. If necessary, to have a

quorum, members may attend meeting via electronic media. Voting via electronic media is only allowed after hearing relevant discussion on the item.

5. There will be no proxy votes.

ARTICLE VIII – COMMITTEES

1. The Mount Vernon Main Street Alliance shall work within the Main Street Four Point model and have four (4) Standing Committees which shall be: Design, Economic Restructuring, Organization, and Promotions. Each committee shall include at least one Board member.
2. From time to time, as the need arises, the Board Chair may appoint “special committees” to address special needs and problems of the Program for which there is no Standing Committee.
3. The basic goals, responsibilities, and functions of these committees shall be as identified by the Texas Main Street Program and as directed by the Board.
4. The majority of all members of a committee shall constitute a quorum for the purpose of transaction of business.
5. All Committee meetings shall be open to the public.
6. Duties of the committees are:

Economic Restructuring/Vitality

- Works to strengthen existing downtown business and eventually to recruit additional businesses.
- Conducts and maintains a complete and updated inventory of downtown properties.
- Development of business assistance teams (for purpose of business retention).
- Identification of downtown market opportunities and distribution of this information to existing and potential businesses.
- Development of promotional literature describing the downtown business environment. Work with the Promotions Committee for publication.
- Development of economic incentive programs to stimulate business growth. Work closely with the EDC on incentive programs.

- Monitors changes in the local market on an outgoing basis, assesses the downtown's market share within the community and the region: measures the involvement of various market groups in downtown commerce: monitors sales leakage or surplus, and assesses the downtown's mix of retail, commercial service, residential, recreational and civic space.
- Working with local real estate brokers to market and educate them about the Main Street Economic value.
- Works with the Design Committee to plan and implement appropriate incentives to encourage design improvements and property development activity.
- Works with the Promotion Committee to monitor and adjust the downtown promotional plan to increase the Main Street District's market share.
- Establishes a sound working relationship with local and regional financial institutions, business assistance organizations and other businesses and agencies that provide assistance in areas related to downtown and community's economic development.
- Submits proposed expenditures for downtown economic development activity in accordance with the Main Street Program's overall work plan.
- Becomes familiar with city, county and regional economic development strategies and coordinates project when possible, utilizing economic development programs already in place and investigating the creation of new programs when appropriate.

Design

- Plans design improvement activity with regard to building maintenance and rehabilitation, historic preservation, new construction, public and private signs, graphic materials, public improvements, visual merchandising, traffic and parking and landscaping.
- Works with the Promotional Committee to ensure a consistent, high-quality graphic image in signs, advertisements and other graphic material associated with the Main Street Program and in accordance with the ordinances of the City of Mount Vernon.
- Works with the District's business and/or property owners on designs, presentations, and color issues according to the Main Street standards and in accordance with the ordinances of the City of Mount Vernon.
- Establishes a sound relationship with local design and construction professionals sharing technical information on historic preservation, rehabilitation, and maintenance of older commercial buildings. Follows the building guidelines of the Historic Landmark Committee and in accordance with the ordinances of the City of Mount Vernon.

- Promotes awareness of downtown design and historic preservation issues throughout the community.
- Monitors designs throughout the Main Street District as defined in our guidelines.
- Works with the Economic Restructuring Committee to plan, implement and administer appropriate incentives to encourage design improvement and property development activity.
- Submits proposed expenditures for design improvement activities in accordance with the Main Street Alliance's overall work plan.
- Monitors local ordinances and other applicable regulations affecting downtown design issues and works toward development of a supportive regulatory environment for Main Street's revitalization activity.
- Establishes a sound working relationship with the state Historic Preservation Office and other state and regional agencies that provide assistance in areas related to Main Street's design improvement through historic preservation.
- Works with the Promotions Chairman to make sure our projects for the Main Street District are being made aware to the community.
- Reviews application for the Matching Grant Program (Façade Grant) with the Main Street Manager and the Historic Landmark Committee Chair for compliance with the ordinances of the City of Mount Vernon before submitting to the Board.

Promotions

- Plans retail promotional activity, traffic-building activity, and image improvement activity for downtown and establishes liaisons and develops joint promotional strategies with existing local organizations active in one or more of these areas.
- Assumes primary responsibility for defining the marketable image of the District and ensuring continuity of that marketable image in all the District's promotional programs, avoiding conflict with other local organizations.
- Monitors community and consumer perceptions of the District and seeks to reverse negative attitudes and build on positive ones.
- Submits proposed expenditure to the Main Street Manager for promotional activities for Main Street's overall annual work plan.
- Works toward building new sources of promotional funding for a portion of Main Street's total annual promotional Budget.

- Builds a strong network of volunteers to participate in implementation of promotional programs and establishes good working relationships with community organizations, charities, school clubs and other groups who might participate in promotional programs.
- Works with the Main Street Manager to implement proposed promotional activities.
- Works with the Economic Restructuring Committee to monitor changes in the District's market and adjusts the promotional plan, accordingly, always building on the District's assets to increase its market share.
- Works with the Design Committee to ensure a consistent high-quality graphic image in signs, advertisement, and other graphic materials.
- Establish a sound working relationship with local, regional media to coordinate marketing the Mount Vernon Main Street Alliance with other organizations.
- Monitors the effectiveness of promotional programs on an ongoing basis.

Organization Committee

- Shall be composed of the Chairman, two Board Members appointed by the Chairman and the Main Street Manager.
- Monitors and critiques performances of the Main Street Manager.
- Serves as a community "watch dog" relaying positive and negative feedback to the Main Street Manager and Board in order to improve community relations.
- The Main Street Manager serves on the Board or as an Ambassador for the Franklin County Chamber of Commerce to keep the lines of communication open between the two organizations.
- Works with the Main Street Manager to resolve conflicts.
- Works closely with the Franklin County Historical Commission to promote Historic Preservation efforts within the City. Is responsible for planning District's activities for Preservation Month, each May.
- The Main Street Manager will work on a quarterly scheduled visitation with the businesses in the district to establish a more open communication line.
- Serves as the nominations committee for Main Street Board members. Annual nominations shall be submitted by September 30th of each year.

- Promotes the development of a strong volunteer network within the Main Street Alliance
- Helps the Design, Promotion, and Economic Restructuring committees recruit new members.
- Encourages leadership development within the Main Street Alliance.
- Acquaints new board and committee members with the Main Street program's goals, activities, policies & procedures.

ARTICLE IX – PARLIAMENTARY PROCEDURES

Unless otherwise provided for in these By-Laws or as set forth by the Board in written Procedural Policy approved by the Board, Robert's Rules of Order shall govern the conduct of any and all meetings of the Mount Vernon Main Street Alliance and all duly created committees.

ARTICLE X – AMENDMENTS

These By-Laws or District map may be amended, repealed, or altered in whole or in part by a majority vote of the active quorum present of the Board at any regular monthly meeting of the Board. The proposed changes shall be hand delivered or sent via the U.S. Postal Service to the last recorded address, or delivered via email with electronic receipt confirmation to each member at least seven (7) days prior to the time of the meeting at which the change(s) will be considered. The proposed change(s) must be approved by the City Council.

ARTICLE XI – MISCELLANEOUS

1. If the Mount Vernon Main Street Alliance should ever be dissolved, all funds and/or property shall be transferred and delivered to the City of Mount Vernon after satisfaction of or provision for outstanding debts and claims and the use of such funds shall be determined by the City Council.
2. These By-Laws shall be effective after the following: a) the approval of the By-Laws by the Board, and b) the approval of the By-Laws by the City Council.
3. If any word, phrase, paragraph, or section of these By-Laws is deemed unconstitutional, illegal, or invalid, the same shall not affect the validity of this document as a whole, or any part or provision thereof, other than the part so decided to be unconstitutional, illegal, or invalid.

SO ADOPTED this 23rd day of November, 2020.

Brad Hyman

ATTEST:

Kathy Lovier, City Secretary