



**BYLAWS**  
**STEPHENVILLE MAIN STREET PROGRAM**  
**STEPHENVILLE, TX**

**Section 1. Purpose**

The purpose of the Stephenville Main Street Advisory Board is to serve in an advisory capacity to the Stephenville Main Street Program Manager and the City of Stephenville.

**Section 2. Definitions**

*Board* shall mean the Stephenville Main Street Advisory Board of Directors as appointed by the Stephenville City Council.

*Council* shall mean the Stephenville City Council.

*Main Street Manager* shall mean the Main Street Program Manager as hired by the City of Stephenville.

*Program* shall mean the Stephenville Main Street Program

*Program Area* shall mean the Main Street Program Area as identified in the Stephenville Main Street Application and approved by the Texas Main Street Program.

**Section 3. Members**

The Board shall consist of seven (7) members appointed by the Council. A quorum shall consist of four (4) members. No action of the Board or any member shall be an official Main Street action unless approved by a majority of Board Members present at an official Board meeting.

The duties of the Stephenville Main Street Board of Directors are to support Board decisions and unity, participate in training that pertains to board member responsibilities, contribute one or more of the following – knowledge, financial resources or labor to the program, and serve on one standing committee.

Members shall serve ~~three (3)~~ two (2) year terms. Terms shall begin January 1 and end December 31, ~~except that a member will continue to serve until duly replaced by the Council.~~ Past Members may be re-appointed.

A full term on the Stephenville Main Street Board of Directors shall be defined as ~~three (3)~~ two (2) years.

Board Members may serve ~~two~~ three (3) full terms (6 years) and may be re-appointed after they have rotated off the board for a period of one year.

Board Members may resign at any time. Resignation from the Board shall be presented to the President in writing. The President will promptly advise the Main Street Manager ~~and the City Secretary~~ of all resignations.

By two-thirds (2/3) vote of the Board of Directors or board member shall be recommended for removal from office for failure to perform duties, criminal misconduct or unethical behavior, as defined as an action that falls outside of what is considered morally right or proper for a person, a profession or an industry in Stephenville Main Street business. ~~An officer or board member who misses three (3) consecutive meetings without excused absences or does not attend at least 75% of meetings may be removed from office.~~ Three consecutive absences from meetings of the board shall be considered a voluntary resignation. In addition, four absences in any twelve-month period shall be considered a voluntary resignation.

~~The original members shall be the seven (7) appointed by the Council on (insert date here). These original members shall draw lots with three (3) members serving for one (1) year terms, two (2) members serving for two (2) year terms and two (2) members serving for three (3) year terms. (This is procedural and does not need to be included in the bylaws. Typical procedure is to have all newly-appointed members draw for their place number.~~

Any resident of Erath County who owns a business or property, who is employed within, or volunteers and contributes to the City of Stephenville and its Extraterritorial Jurisdiction (ETJ) shall be eligible to serve on the board.

Ex officio members may include, but are not limited to: the Main Street Manager, the City Manager or designee, the mayor or designee(s), the Stephenville Economic Development Authority (SEDA) Executive Director or designee, the Stephenville Chamber of Commerce Executive Director or designee, the Stephenville Economic Development Corporation (STEDCO) president or designee, and a representative from Erath County. Ex officio members of the Board shall have no voting authority.

The Members shall serve without compensation, ~~except that they may be reimbursed for their actual expenses incurred in the performance of their duties as Board Members. The travel reimbursement will be in accordance with the City of Stephenville travel policy and must be approved by Board and/or Council prior to the travel.~~ but may be reimbursed for all expenses reasonably incurred by them in the performance of their duties as members of the Board, when authorized by the City Council.

#### **Section 4. Officers**

Officers shall be nominated by the Board and voted on at the January meeting. Term of office shall be one year. Officers may serve unlimited terms.

The Board shall elect from among its membership the following officers with the following duties and responsibilities for one (1) year terms:

*Chairperson* – To preside over all meetings, to work with the Main Street Manager to develop meeting agendas, to perform other duties normally associated with a Board Chairperson.

*Vice-Chairperson* – To preside at the meetings in the absence of the Chairperson.

~~*Secretary/Treasurer* – to maintain the official records of the Board, serve as custodian of the books and records of the corporation and any funds owned by the corporation.~~ To record the proceedings of the Board.

## **Section 5. Meetings**

The Board will meet monthly in regular session at Stephenville City Hall. The times and dates of regular Board meetings shall be determined by the Board. A quorum shall consist of four (4) members. No action of the Board or any member shall be an official Main Street action unless approved by a majority of Board members present at an official Board meeting. All meetings, Board and Committee, are subject to the Texas Open Meetings Act. Special meetings of the Board of Directors may be called by the President.

## **Section 6. Committees**

The program shall have at least four (4) permanent committees including but not limited to: Organization, Design, Promotion, and Economic Development. 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 to customize the Texas Main Street Program to be applicable to Stephenville. Each permanent committee shall consist of at least three (3) members comprised of Board members and community volunteers.

*The Promotions Committee* seeks to improve retail sales events, special events, and to create a positive public image of the designated Main Street areas in order to attract investors, developers, and new businesses.

*The Design Committee* takes advantage of the visual opportunities inherent in the designated Main Street area by directing attention to all of its physical elements: public and private buildings, storefronts, signs, public spaces, and landscaping.

*The Organization Committee* establishes consensus and cooperation by building partnerships among groups that have a stake in the designated Main Street area. This allows the Stephenville Main Street Program to provide effective, ongoing management and advocacy of the program. The committee serves as the nominating committee.

*The Economic Development Committee* strengthens the designated Main Street area's existing economic assets while diversifying its economic base.

From time to time as the need arises, the Board may appoint special committees to address special needs. These committees shall be of a size, membership, and duration as determined by the Board.

## **Section 7. Amendments**

These by-laws may be amended, repealed, or altered, in whole or in part, by a majority vote of the total membership of the Board, at any duly organized meeting of the Board. **Amendments to the bylaws must be approved by the Stephenville City Council.**