

RESOLUTION NO. R16-779

A RESOLUTION TO APPROVE THE REVISED BYLAWS OF THE STOCKBRIDGE MAIN STREET ADVISORY BOARD

WHEREAS, the City of Stockbridge ("City") is a municipal corporation duly organized and existing under the laws of the State of Georgia and is governed by a City Council; and

WHEREAS, the City Council desires to approve the revised bylaws of the Stockbridge Main Street Advisory Board;

THEREFORE, THE CITY COUNCIL OF THE CITY OF STOCKBRIDGE HEREBY RESOLVES:

SECTION 1. Approval of Agreement. The bylaws attached hereto as Exhibit A is hereby approved.

SECTION 2. Public Record. This document shall be maintained as a public record by the City Clerk and shall be accessible to the public during all normal business hours of the City of Stockbridge.

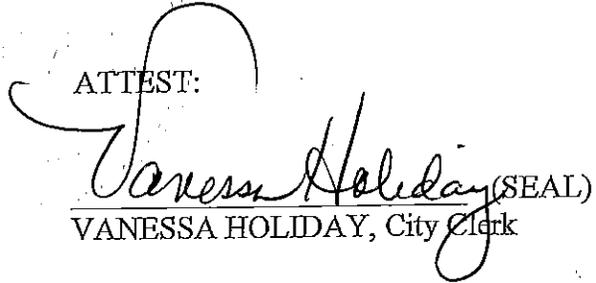
SECTION 3. Authorization of Execution. The Mayor or Mayor Pro Tem is hereby authorized to sign all documents necessary to effectuate this Resolution.

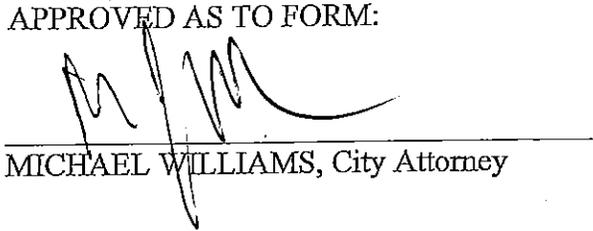
SECTION 4. Attestation. The City Clerk is authorized to execute, attest to, and seal any documents which may be necessary to effectuate this ordinance, subject to approval as to form by the City Attorney.

SECTION 5. Effective Date. This resolution shall become effective immediately upon its adoption by the Mayor and City Council of the City of Stockbridge as provided in the City Charter.

SO. RESOLVED this 27th day of December, 2016.


JUDY NEAL, Mayor

ATTEST:
 (SEAL)
VANESSA HOLIDAY, City Clerk

APPROVED AS TO FORM:

MICHAEL WILLIAMS, City Attorney



By-Laws of the Stockbridge Main Street Advisory Board

Adopted August 11, 2014

Updated December 15, 2015

Proposed Update: December 27, 2016

BY-LAWS OF THE STOCKBRIDGE MAIN STREET ADVISORY BOARD

		Page
Article I.	ADVISORY BOARD PURPOSE	1
Section 1.01	Design	1
Section 1.02	Economic Vitality [changed from Restructuring]	2
Section 1.03	Organization	2
Section 1.04	Promotion	
Article II.	CITY OF STOCKBRIDGE COMMITMENT	2
Section 2.01	Main Street District Boundaries	2
Section 2.02	Training and Travel Budget	2
Section 2.03	Full-time, Program Manager	3
Section 2.04	Appoint a working Board of Directors	3
Section 2.05	Approach to Downtown Revitalization	3
Section 2.06	Historic Preservation Ethic	3
Section 2.07	Annual Update Meeting	3
Section 2.08	Membership — National Main Street Center	3
Section 2.09	Membership — Georgia Downtown Association	3
Article III.	The Stockbridge Main Street Advisory Board	4
Section 3.01	Advisory Capacity	4
Section 3.02	Board Member Qualifications	4
Section 3.03	Board Member Appointment	4
Section 3.04	Board Positions Available for Appointment	5
Section 3.05	Addition or Removal of Board Positions	6
Section 3.06	Board Member Terms of Service	6
Section 3.07	Board Members — Designated Organizations	6
Section 3.08	Ex Officio Board Members	7
Section 3.09	Board Member Conduct	7
Section 3.10	Board Member Training	7
Section 3.11	Board Member Volunteerism	7
Section 3.12	Board Member Committee Involvement	7
Section 3.13	Board Member Compensation	7
Section 3.14	Member in "Good Standing"	8
Section 3.15	Member with "Provisional Membership"	8
Section 3.16	Remedy to "Provisional Membership"	8
Section 3.17	Board Vacancies	8
Section 3.18	Removal of Board Members and Officers	10
Section 3.19	Board Member Conflict of Interest	11

By-Laws of the Main Street Advisory Board

Page

Article IV. Board Meetings

12

Section 4.01	Board Meeting Date	12
Section 4.02	Board Meeting Time	12
Section 4.03	Board Meeting Location	12
Section 4.04	Board Meeting Public Notification	12
Section 4.05	Board Meeting Attendance	12
Section 4.06	Board Meeting Absences	12
Section 4.07	Annual Meeting / Retreat	13
Section 4.08	Board Quorum	13
Section 4.09	Majority Vote	13
Section 4.10	Tie Vote [Added to address this issue]	
Section 4.11	Proxy Vote [Added to address this issue]	

Article V. Board Officers

14

Section 5.01	Chairman	14
Section 5.02	Vice Chairman	14
Section 5.03	Secretary	14
Section 5.04	Officer Nominations	14
Section 5.05	Officer Elections	15
Section 5.06	Additional Board Officers	15

Article VI. Main Street Committees

15

Section 6.01	Design Committee	16
Section 6.02	Economic Vitality [changed from Restructuring] Committee	16
Section 6.03	Organization Committee	17
Section 6.04	Promotion Committee	17
Section 6.05	Nominating Committee	18
Section 6.06	Other Committees and Project Coordinators	18
Section 6.07	Committee Collaboration	18

Article VII. Main Street District Boundaries

19

Section 7.01	Main Street District Boundaries – Description	19
Section 7.02	Main Street District Boundaries – Modification	19

Article VIII. Miscellaneous

Section 8.01	By-laws Modification	19
Section 8.02	General Financial Practices	19
Section 8.03	Fundraiser Depositories	19
Section 8.04	Fiscal Year	19
Attachment A	Main Street Boundaries (as of 8/11/14)	20

BY-LAWS OF THE STOCKBRIDGE MAIN STREET ADVISORY BOARD

The City of Stockbridge became a candidate for National Main Street designation by being accepted into the Georgia Department of Community Affairs Office of Downtown Development's *Georgia Main Street Start-up Program* in December 2013. The following by-laws have been created to provide the framework within which the Stockbridge Main Street Program Advisory Board shall function:

Article I. ADVISORY BOARD PURPOSE

The Stockbridge Main Street Program (hereinafter Main Street) shall have a governing Advisory Board. The Stockbridge Main Street Advisory Board (hereinafter the Board) shall be comprised of a group of concerned stakeholders—representing business and property owners/operators, citizens, community groups, government officials, schools, and various professionals who are genuinely interested in the overall revitalization of the Stockbridge Main Street District (hereinafter Main Street District) and the City of Stockbridge's (hereinafter the City) historic downtown area with an emphasis on the four components of the Main Street Four-Point Approach®:

Section 1.01 Design

Design explores the avenues for getting the Main Street District into top physical shape—creating a safe, inviting environment for restaurant goers, shoppers, workers, and visitors. It takes a close look at aspects such as the district's buildings, storefronts, signage, public spaces, parking areas, street furniture, public art, landscaping, merchandising, window displays, and promotional materials. An appealing atmosphere, created through attention to all of these visual elements, conveys a positive message about the Main Street District and what it has to offer. Design activities also include instilling good maintenance practices, enhancing the district's physical appearance through the rehabilitation of historic buildings, encouraging appropriate new construction, and developing sensitive design management systems, while also educating business and property owners about design quality and long-term planning.

Section 1.02 Economic Vitality

Economic vitality focuses on creating a Main Street District that serves the needs of today's consumers. This is accomplished by active efforts to retain and expand already successful downtown businesses, providing a balanced commercial mix, sharpening the competitiveness of downtown businesses, and attracting new businesses to the area.

Section 1.03 Organization

Organization provides management, establishes consensus, and inspires cooperation through the building of partnerships among the various groups that have a stake in the Main Street District. This component brings everyone—business and property owners/operators, citizens, community groups, government officials, schools, and various professionals—to the table with the common goals of implementing positive change, effecting economic sustainability, and encouraging advocacy for the downtown.

Section 1.04 Promotion

Promotion takes many forms. It has the ultimate goal of creating a positive image that will rekindle community pride and improve consumer and investor confidence in the Main Street District. Advertising, retail promotions, special events, and marketing campaigns help sell the image and promise of Main Street to the community and surrounding region. Promotions are designed to communicate the district's unique characteristics, business establishments, and activities to shoppers, restaurant goers, investors, potential business/property owners, and especially visitors.

Article II. CITY OF STOCKBRIDGE COMMITMENT

As stipulated by the *Memorandum of Understanding*¹ between the City of Stockbridge (the City) and the Georgia Department of Community Affairs Office of Downtown Development (DCA), the City agrees to:

Section 2.01 Identify, through boundaries, a Main Street District.
(See Article VII of these By-laws)

Section 2.02 Provide a Training and Travel Budget for the program.
A budget for required training and travel (a minimum of \$1,500 per year) shall be provided for the Main Street Program Manager and Advisory Board members to obtain DCA-approved education and technical assistance so that they can learn and stay abreast of Main Street trends; successfully implement the Main Street Four-Point Approach®; and stay in compliance with both statewide and national Main Street standards.

¹ The *Memorandum of Understanding* (MOU) between the City of Stockbridge and the Georgia Department of Community Affairs (DCA) is an annually renewable agreement that is required for participation in the Georgia Main Street Program. DCA is the sponsoring state agency for the administration of the Georgia Main Street Program and is licensed by the National Main Street Center® to designate, assess, and recommend accreditation for Main Street Programs within the State of Georgia.

Section 2.03 Hire a full-time, paid program manager.

The Main Street Program Manager shall facilitate the daily operations of the Main Street Program.

Section 2.04 Appoint a working Board of Directors for the program.

All appointments to the Main Street Advisory Board shall be made by the City of Stockbridge Mayor and Council (hereinafter the Mayor and Council) according to the City's established Board and Commission Appointment procedures.

Section 2.05 Support a systematic approach to Downtown Revitalization.

Through Main Street programming, projects, and initiatives, the City shall support all components of the Main Street Four-Point Approach.[®]

Section 2.06 Possess a historic preservation ethic.

Through Main Street programming, projects, and initiatives, the City shall maintain a healthy historic preservation ethic.

Section 2.07 Host at least one meeting per year that includes an update about the Stockbridge Main Street Program².

At least once per calendar year, the Mayor and Council will invite the Main Street Program Manager and/or members of the Board to attend a Council meeting or workshop to provide an update, about Main Street programming, projects, and initiatives.

Section 2.08 Maintain an annual membership with the National Main Street Center.

To maintain National Main Street accreditation, the Stockbridge Main Street Program must sustain an annual membership with the National Main Street Center.

Section 2.09 Maintain an annual membership with the Georgia Downtown Association.

To maintain status as a Georgia Main Street Program, the Stockbridge Main Street Program must sustain an annual membership with the Georgia Downtown Association.

² This does not have to be a meeting that is specifically called for the purposes of providing the community with a Main Street Update. The update can be presented at any regularly scheduled Council Meeting or workshop.

Article III. The Stockbridge Main Street Advisory Board

Section 3.01 The Stockbridge Main Street Advisory Board shall serve in an advisory capacity.

The Board shall serve in an advisory capacity to the Main Street staff, providing business, community, economic, and policy-related expertise.

Section 3.02 Board Members

The Board shall consist of members who:

- (a) are citizens of the State of Georgia and the United States;
- (b) are at least eighteen (18) years of age;
- (c) have a high school education or the equivalent;
- (d) have a genuine interest in implementing policy to create a positive change in the Stockbridge Main Street District;
- (e) have a genuine interest in the successful commercial revitalization in the Stockbridge Main Street District;
- (f) have a genuine interest in historic preservation;
- (g) are willing to serve a minimum one (1) to two (2) year term of service (depending upon the position held);
- (h) are willing to attend a least eight (8) hours of approved training;
- (i) are willing to attend regularly scheduled, monthly Board and committee meetings during their term of service;
- (j) are willing to volunteer a minimum of eight (8) hours of time to Stockbridge Main Street programming per term of service (does not include Board meetings and required trainings); and
- (k) have not been convicted of a felony involving moral turpitude³.

Section 3.03 Board Member Appointment

All Board members shall be approved and appointed by the Mayor and Council according to the City's established Board appointment procedures.

- (a) **Application:** All persons interested in serving on the Board must complete and submit the City's *Application for Board or Commission Appointment* to the City Clerk. This application is available on the City's Website: www.cityofstockbridge.com
- (b) **Appointment Deadlines:** New Board appointments and/or re-appointments for all vacant positions and/or positions with terms expiring in the current year, should be made no later than December 31st of that same year.

³ Moral turpitude generally refers to a crime that encompasses a base or vile act. The following offenses have typically been found to be crimes of moral turpitude: crimes which involve either an intent to defraud or an intent to steal as an element; crimes which involve an element of intentional or reckless infliction of harm to persons or property; and sex crimes, in which "lewd" intent is an element. Additionally, felonies and some misdemeanors in which the same element are commonly held to be crimes of moral turpitude.

Section 3.04 Board positions available for appointment⁴ include:

Position	Status	Term	Term Notes
City Council Member	Ex officio ⁵ Board Member	1 year	Can be reappointed based on the calendar year, and approval by the City Council
Representative from the Downtown Development Authority	Ex Officio Board Member	1 year	Can be reappointed by the organization, then approved by the City Council.
3 - Stockbridge Residents [added to further ensure a truly representative cross-section of the existing Stockbridge community.]	Regular Board Member	2 years	Can be reappointed by the City Council
2 - Stockbridge Business or Property Owners / Operators (Within the Main Street District)	Regular Board Member	2 years	Can be reappointed by the City Council
2- Stockbridge Business or Property Owners / Operators (Outside of the Main Street District)	Regular Board Member	2 years	Can be reappointed by the City Council
Architect, Contractor, Interior Designer, or Landscape Architect (Henry County-based)	Regular Board Member	2 years	Can be reappointed by the City Council
Representative from a Stockbridge-based Arts Organization	Regular Board Member	1 year	Can be reappointed by the organization, then approved by the City Council.
Representative from a Stockbridge-based financial institution	Regular Board Member	1 year	Can be reappointed by the financial institution, then approved by the City Council.

⁴ A minimum of four (4) Board members must be appointed to the Board at all times. (See Article III, Section 3.16(f) of these *By-laws*.)

⁵ An Ex-Officio Board Member serves on the Board because of another office or position that he/she currently holds. The term is Latin, meaning literally "from the office", and the sense intended is "by right of office." Ex Officio members are afforded the same rights as regular Board members, including debate, making formal motions, and voting.

Section 3.05 Addition or Removal of Board positions

The addition or removal of Board positions as listed in Article III, Section 3.04 of these *By-laws* must:

- (a) Be proposed at a regularly scheduled monthly Board meeting.
- (b) Be approved by majority vote; and
- (c) Be approved by the Mayor and Council.

Section 3.06 Board Member Terms of Service

All Board members, with the exception of the City Council, DDA, Financial Institution, and Arts Organization representatives, shall have an initial two-year term of service. The City Council, DDA, Financial Institution, and Arts Organization representatives shall have an initial single-year term of service, but can be reappointed by City Council for an additional term(s).

- (a) A year in the term of service is one calendar Year⁶.
- (b) All terms of service are renewable.
- (c) The Board member's calendar year starts on January 1st.⁷
- (d) All Board members must submit a **Statement of Intent**⁸ at least sixty (60) days prior to the end of their term of service.
(See Article 3, Section 3.16(d))

Section 3.07 Board Members Representing Other Designated Organizations

- (a) Members who serve on the Board as representatives from other designated organizations, may serve on the Board at the will of said organization.
- (b) Members who serve on the Board as Representatives from other designated organizations must be currently active and in good standing with said organization.

⁶ A calendar year runs from January 1st to December 31st.

⁷ If appointed to the Board after January 1st, the member will complete the remainder of the current year. His/her term of service will not officially begin to toll until January 1st of the following year. For example, if a member is appointed to the board on July 1, 2014 and has a two-year term, he/she will serve on the board through December 31, 2014. He/she will then continue as a Board member, with his/her term of service starting to toll on January 1, 2015. The term of service will extend from January 1, 2015 to December 31, 2016.

⁸ The *Stockbridge Main Street Advisory Board Statement of Intent* form can be obtained from the Main Street Program Manager.

Section 3.08 Ex Officio Board Members

Ex Officio Board Members serve on the Board to provide special insight and program support. They are voting members, but may not serve as Board officers.

Section 3.09 Board Member Conduct

All Board members must always conduct themselves in a professional manner which is conducive to conducting Main Street business.

- (a) **Communications:** Said conduct includes verbal, written and electronic communications with other Board members, Main Street staff, City Staff, City Council members, the Mayor, and the public.
- (b) **Behavior:** Combativeness, rudeness, unmitigated conflict of interest, and/or general disrespect toward other Board members, Main Street Staff, City staff, City Council members, the Mayor, and/or the public during the conducting of Main Street business, or while representing Main Street and/or Main Street interests will not be tolerated.
- (c) **Board member Misconduct** is grounds for removal from the Board and/or a Board office. (See Article III, Section 3.17 of these By-laws)

Section 3.10 Board Member Training

All Board members must attend the scheduled, Main Street annual planning meeting/retreat and must commit to attending a minimum of eight (8) hours of approved training per term of service.

Section 3.11 Board Member Volunteerism

All Board members must commit to provide a minimum of eight (8) hours of time to Main Street programming per two-year term of service (does not include Board meetings, committee meetings, or required trainings).

Section 3.12 Board Member Committee Involvement

All Board members must serve on at least one (1) Main Street Committee. (See Article VI of these By-Laws.)

Section 3.13 Board Member Compensation

Service on the Board is voluntary. All members shall serve without compensation.

Section 3.14 Member in "Good Standing"

A Board member is in "good standing" if he/she:

- (a) has been properly appointed to the Board;
- (b) has accrued no more than two (2) unexcused absences in the calendar year;
- (c) has accrued no more than three (3) excused absences in the calendar year;
- (d) has completed a minimum of two (2) hours of training by the end of the calendar year;
- (e) has volunteered a minimum of four (4) hours of time to Main Street programming by the end of the calendar year, and
- (f) has served on at least one Main Street Committee.

Section 3.15 Member with "Provisional Membership"

A Board member will have "provisional membership" if he/she:

- (a) has not met one or more of the *Member in "Good Standing"* criteria listed in Article III, Section 3.13 of these by-laws; or
- (b) has violated the Board Member Conduct requirements listed in Article III, Section 3.09 of these By-laws.

Section 3.16 Remedy to "Provisional Membership"

"Provisional Membership" can be remedied by:

- (a) Correcting any "provisional membership" issue(s) (i.e. providing proof of excused absence, attending minimum required training, performing required minimum volunteer hours, etc.); or
- (b) Obtaining a waiver⁹ for any "provisional membership" issue(s) from the Main Street Program Manager.

Section 3.17 Board Vacancies

The Board must move with expediency to fill all Board positions and/or office vacancies.

- (a) All vacant Board positions should be filled within sixty (60) Days of vacancy, except where the vacancy is due to unexpected circumstances.
- (b) All vacant Board offices should be filled within (15) business days of the vacancy.

⁹ Waivers are only available at the discretion of the Main Street Program Manager.

(c) Appointments to fill Board position vacancies must be done according to the City's established Board or appointment policies and procedures.

(d) Board Vacancy Due to Term of Service Expiration

At least sixty (60) days prior¹⁰ to the end of a Board member's term of service, the Board member must formally indicate whether, or not, he/she wants to continue their service on the Board. This can be done in writing [added for specificity] by either:

- (1) Submitting a *Statement of Intent* form or letter [Added to provide additional vehicle for communication] indicating his/her plans to apply for reappointment to the Board to the Main Street Program Manager, in addition to submitting the City's required *Application for Board or Commission Appointment* to the City Clerk. This application is available on the City's Website: www.cityofstockbridge.com, or can be picked-up in person at Stockbridge City Hall; or
- (2) Submitting [changed for verb tense consistency] a *Statement of Intent Form* or letter [Added to provide additional vehicle for communication] indicating his/her plans to retire from the Board.

(e) Board Vacancy Due to Unexpected Circumstances

When a Board vacancy occurs due to unexpected circumstances, the Board should take immediate steps to recruit a replacement Board member and have that Board member appointed to the Board. In this instance, the Board has an additional 30 days, for a total of ninety (90) days to fill the vacancy.

(f) Minimum Board Appointments

There must be at least four (4) Board members appointed to the Board at all times.

¹⁰ Statements of Intent for Board Members whose terms of service are about to expire, must submit a Statement of Intent form to the Main Street Program Manager before November 1st of the year in which the term is due to

Section 3.18 Removal of Board Members and Officers

Removal of a member from the Board or the office he/she holds requires a majority vote of the Board.

(a) Members may be removed from the Board or the office he/she holds for several reasons, including:

- (1) Board member misconduct
- (2) Dereliction of duty
- (3) Gross by-laws violation(s)
- (4) Commission of a felony involving moral turpitude
- (5) Unresolved conflict of interest issues (See Article III, Section 3.18 of these *By-laws*.)
- (6) Failure to remedy "provisional membership" issues

(b) Before the removal, all current Board members must be informed of the proposed removal.

(c) Before being removed, the Board member or officer must be:

- (1) informed of the proposed removal by letter that indicates the reason for the proposed removal
- (2) given at least 10 business days to respond to the proposed removal

(d) Voting for the removal of a member from the Board or the office he/she holds must be conducted at a regularly scheduled, monthly Board meeting.

- (1) Voting may be done by ballot.
- (2) The member selected for removal from the Board or removal from office may be present at the meeting, but will not be eligible to vote on the matter.

(e) If a member is removed from the Board or the office he/she holds, the vacancy must be filled in a timely manner. (See Article III, Section 3.16 of these *By-laws*.)

(f) If a member is removed from the Board or the office he/she holds, the Mayor, Council, and the City Manager must be notified of the removal.

Section 3.19 Board Member Conflict of Interest¹¹

A conflict of interest arises when member(s) of the Board and/or any Main Street committee member is in the position to influence program operations in a way that could directly or indirectly bring about monetary benefits or an unfair advantage to that member, or any of his/her immediate family members. Be it known that:

- (a) No member shall be disqualified from holding any Board office, dealing with Main Street, either as vendor, purchaser, or otherwise, or contracting or entering into any other transaction with the Main Street Program; and
- (b) No Main Street transaction shall be voidable by reason of the fact that any member or officer has an interest in the concern with which such transaction is entered into, provided that:
 - (1) The interest of such member or officer is fully disclosed and deemed acceptable to the Board;
 - (2) Such transaction is duly approved by the Board members who do not share the same interest;
 - (3) The interested Board member or officer voluntarily abstains from voting and/or lobbying on the matter;
 - (4) The interested Board member or officer is not counted in determining the existence of a quorum at the meeting(s) at which the transaction is being voted on and/or the matter being determined; and
 - (5) The minutes of said meeting(s), at which such votes are taken, clearly records the disclosure and abstention of the interested Board member or officer, in addition to the rationale for approval or disapproval of the matter.

¹¹ It is not automatically an unacceptable conflict of interest for a board, committee or staff member to derive personal or professional benefit from a Main Street activity. Many associated with Main Street, such as downtown business and property owners, stand to gain some benefit from their service to the organization. Such indirect benefit is entirely proper.

Article IV. Board Meetings

The Board shall host regularly scheduled monthly meetings.

Section 4.01 Board Meeting Date

Board meetings will be held on a date designated by the Board. Once established, the Board will meet on that date for an entire calendar year, unless otherwise scheduled by the Main Street Program Manager. If the need arises to change the Board meeting date, an alternate date is acceptable if approved by a majority vote of the Board and with proper notice to the public (See section 4.04). [Added to provide for alternate meeting dates and/ or rescheduled meetings.]

Section 4.02 Board Meeting Time

Board meetings will be held at a time designated by the Board. Once established, the Board will meet at that time for an entire calendar year, unless otherwise scheduled by the Main Street Program Manager.

Section 4.03 Board Meeting Location

Meetings will be held in the Stockbridge City Hall Building, unless otherwise determined by the Main Street Program Manager.

Section 4.04 Board Meeting Public Notification

Public notification of the Board meeting schedule for the current year will be made no later than January 15th on the City's website and in the City's legal organ of record [added for compliance with City Policy.]. In addition, the Main Street Program will adhere to all City public meeting notification policies. In the event there is a need for changing a scheduled Board meeting date, the public must be notified via the City's public meeting notification policies. [Added to provide for proper notice of alternate meeting dates and/ or rescheduled meetings.]

Section 4.05 Board Meeting Attendance

Board members, by accepting their appointment, agree to attend all regularly scheduled Board Meetings.

Section 4.06 Board Meeting Absences

A Board member cannot accrue more than two (2) unexcused absences and/or three (3) excused absences from regularly scheduled Board meetings.

- (a) **Excused Absence** – If a Board member is unable to attend a regularly scheduled Board meeting, he/she must contact the Main Street Manager by telephone or email at least one hour prior to the scheduled meeting. (Notice of at least 24 hours is preferred.) If required notice is received, the absence is excused. The accrual of more than three (3) excused absences in a calendar year, automatically converts the Board member's membership into a "Provisional Membership."
- (b) **Unexcused Absence** – If a Board member is unable to attend a regularly scheduled Board meeting, and fails to give the Main Street Manager proper notice as described in *Article IV, Section 4.05(a)* of these by-laws, the absence is unexcused. The accrual of more than two (2) unexcused absences in a calendar year, automatically converts the Board member's membership to a "Provisional Membership."
- (c) Waiver of an unexcused absence is only available at the discretion of the Main Street Manager.
- (d) The accrual of more than five (5) absences, whether excused or unexcused, in a calendar year, automatically converts the Board member's membership to a "Provisional Membership."

Section 4.07 Annual Meeting / Retreat

A mandatory, annual meeting/retreat shall be held no later than April 30th of each year to facilitate Main Street Program planning.

Section 4.08 Board Quorum

A Board quorum¹² shall be established when at least one officer (Board Chairman, Vice Chairman, or Secretary) and two (2) other Board members are present at the Board meeting.

Section 4.09 Majority Vote

Majority vote is established when the number of voters or votes in agreement, constitutes more than half of the total number available.

- (a) **Board Majority Vote:** All action(s) of the Board that require a vote shall be determined by majority vote of those in attendance at any Board meeting where a quorum is present.

¹² A quorum is the minimum number of members in an organization or committee that is required to be present in order to conduct business.

(b) **Committee Majority Vote:** All action(s) of any Main Street committee shall be determined by majority vote of those in attendance at any committee meeting.

Section 4.10 Tie Vote [Added to handle this situation.]
A tie vote occurs when the number of voters or votes in agreement and against are equal. In the event of a tie vote regarding any action(s) of the Main Street Advisory Board and/or a Main Street committee, the deciding vote shall be cast by the Main Street Manager.

Section 4.11 Proxy Vote¹³ [Added to handle this situation, in emergency situations.]
In the event that there is an exigent situation which requires an immediate vote and a Board member is unable to vote in person, their proxy may be provided in writing to the Main Street Manager, who will, in turn, present the proxy vote when it is time for votes to be cast.

Article V. Board Officers

There shall be three (3) mandatory Board officers¹⁴. Terms will last for one year. Officers may be re-elected for additional terms by majority vote. Those officers shall include:

Section 5.01 Chairman

The Chairman shall preside at all Advisory Board meetings, but may at his or her discretion or at the suggestion of the Board arrange for another officer or the Main Street Manager to preside. The Chairman shall also perform such duties as are usually incumbent upon the office, in addition to such duties as may be directed by a vote of the Board and/or Organization committee. The Chairman shall be one of the officers who may sign official documents for the Board and/or Main Street.

Section 5.02 Vice Chairman

The Vice Chairman shall act in the absence or disability of the Chairman, and/or serve as an assistant to the Chairman. The Vice Chairman shall perform such duties as are usually incumbent upon the office, in addition to such duties as may be directed by a vote of the Board and/or Organization Committee. The Vice Chairman shall be one of the officers who may sign official documents for the Board and/or Main Street.

¹³ A proxy vote is a ballot/vote cast by one person on behalf of another person who has voting power, but is unable to attend the meeting to vote in person

¹⁴ There is no need for the office of Treasurer. All financial matters will be handled by the Main Street Program Manager and the City's financial staff.

Section 5.03 Secretary

The Secretary shall work cooperatively with the Main Street staff [changed from manager] to ensure that minutes of all Advisory Board meetings, proceedings, and annual meetings/retreats are accurately recorded; that all program minutes, financial records and correspondence are maintained in good order; that copies of the minutes for the previous Board meeting are attached to the agenda of the next regular Board meeting; and that regular meetings of the Advisory Board are scheduled and properly posted. The Secretary shall perform such duties as are usually incumbent upon the office, in addition to such duties as may be directed by a vote of the Board and/or Organizations committee. The Secretary shall be one of the officers who may sign official documents for the Board and/or Main Street.

Section 5.04 Officer Nominations

Officers shall be nominated from the current Board membership, and shall be elected by a majority vote. (See Article IV, Section 5.05)

Section 5.05 Officer Elections

Board Officers Elections shall be held annually and overseen by the Nominating Committee. (See Article VI, Section 6.05 of these By-laws.)

- (a) **Notice of Elections:** All Board members must be notified of any upcoming election at least five (5) business days prior to the meeting where the election will be held.
- (b) **Date of Elections:** Elections should be held no later than November 30th of every year, except where a board position has been unexpectedly vacated after that date. In this instance, a "special election" can be held to fill the position.
- (c) **Voting:** All voting must be done in person by show of hands or by submitting a ballot.
- (d) **Majority Vote:** Officers are elected by majority vote as established by Article 4, Section 4.09 of these By-laws.
- (e) **Special Election:** A "special election" is one that takes place due to an unexpected vacancy or creation of a new office. All policies and procedures that apply to regular elections, also apply to "special elections."
- (f) **Elections Oversight:** All elections shall be administered by the Main Street Program Manager and at least one (1) member of the Nominating Committee.

Section 5.06 Additional Board Officers

Additional officers may be added by recommendation of the Organization Committee, members of the Board, and/or the Main Street Program Manager.

- (a) These officers shall be elected by majority vote at any Board meeting where a quorum is present.
- (b) These officers shall automatically become members of the Organization Committee.

Article VI. Main Street Committees

The Advisory Board shall establish four (4) standing committees and a Nominating Committee to achieve Main Street goals and facilitate program initiatives. With the exception of the nominating committee, these committees will meet as deemed necessary and shall be based on the Main Street Four-Point Approach™, which focuses on Design, Economic Vitality [changed from Restructuring due to National Main Street refocus], Promotion, and Organization.

Section 6.01 Design Committee

The Design Committee is a group formed from existing Board members and community stakeholders that are focused on shaping the physical image of Main Street. (See Article I, Section 1.01 of these By-laws.) This Committee's primary goal is to create a Main Street District that is attractive and safe for consumers, investors, property owners, business owners/operators, and visitors. To succeed, the Committee shall endeavor to persuade said business owners/operators and property owners, as well as civic leaders, to adopt viable approaches for making physical improvements to the buildings, businesses, and public areas within the Main Street District.

- (a) **Design Committee Members:** There must be at least three (3) members on the Design Committee, with at least one person serving as the Committee Chairman.
- (b) **Design Committee Meetings:** Once established, the Design Committee should meet at least once per year [changed from quarter], but can meet as many times as deemed necessary by the Main Street Manager and/or Design Committee Chairman.
- (c) **Collaboration:** The duties of the Design Committee may be designated to or shared by an established Historic Preservation Commission, Historical Society, or similar organization that works collaboratively with Main Street. (See Article VI, Section 6.07 of these By-Laws.)

Section 6.02 Economic Vitality [changed from Restructuring due to National Main Street refocus] Committee

The Economic Vitality [changed from Restructuring] Committee is a group formed from existing Board and community stakeholders that are tasked with analyzing current market forces to develop long-term solutions. (See Article I, Section 1.02 of these By-laws.) Priorities for this committee include, but are not limited to, new business recruitment, current business retention, creative utilization and/or revitalization of existing properties, and sharpening the overall competitiveness of businesses within the Main Street District.

- (a) **Economic Vitality [changed from Restructuring] Committee Members:** There must be at least three (3) members on the Economic Vitality Committee, with at least one person serving as the Committee Chairman.
- (b) **Economic Restructuring Committee Meetings:** Once established, the Economic Vitality [changed from Restructuring] Committee should meet at least once per year [changed from quarter], but can meet as many times as deemed necessary by the Main Street Manager and/or Economic Vitality [changed from Restructuring] Committee Chairman.
- (c) **Collaboration:** The duties of the Economic Vitality [changed from Restructuring] Committee may be designated to or shared by the Stockbridge Downtown Development Authority, or similar organization that works collaboratively with Main Street. (See Article VI, Section 6.07 of these By-Laws.)

Section 6.03 Organization Committee

The Organization Committee functions as Board's "Executive Committee." It is the responsibility of this group to establish Board Policy, assist the Main Street Manager with program budgeting, and communicate with program staff to ensure that Main Street is serving its mission. The Organization committee is empowered to make and implement major organizational decisions. (See Article I, Section 1.03 of these By-laws.)

- (a) **Organization Committee Members:** The Organization Committee consists of all Board Officers and Committee Chairmen, with the Board Chairman also serving as the chair of the Organization Committee.

- (b) **Organization Committee Meetings:** Once established, the Organization Committee should meet at least once per year, but can meet as many times as deemed necessary by the Main Street Manager and/or Board Chairman.
- (c) **Exigent Situations:** In exigent situations where the full Board cannot be convened, the Organization Committee can be called upon to make decisions for the Board. In Exigent situations, a quorum is established when all three officers and at least one other Organization Committee member is present and able to discuss and/or vote on the matter.

Section 6.04 Promotion Committee

The Promotion Committee is a group, formed from existing Board and community stakeholders, which is tasked with cultivating the Main Street District's image as the center of commerce, culture, and community life for the City's residents and visitors. This is achieved by creating an aggressive marketing strategy that reaches beyond the local community; hosting engaging activities and special events; and working closely with businesses and property owners to create incentives for residents and visitors to shop, dine, do business, and enjoy recreational activities in the Main Street District. (See Article I, Section 1.04 of these By-laws.)

- (a) **Promotion Committee Members:** There must be at least three (3) members on the Promotion Committee, with at least one person serving as the Committee Chairman.
- (b) **Promotion Committee Meetings:** Once established, the Promotion Committee should meet at least once per year [changed from quarter], but can meet as many times as deemed necessary by the Main Street Manager and/or Promotion Committee Chairman.
- (d) **Collaboration:** The duties of the Promotion Committee may be designated to or shared by a local merchants association, or similar organization that works collaboratively with Main Street. (See Article VI, Section 6.07 of these By-Laws.)

Section 6.05 Nominating Committee

The nominating committee is a group formed from existing Board and Main Street Committee members for the purpose of nominating candidates for Board offices, committee chairmanships and other leadership positions associated with Main Street. [added to accommodate all positions associated with Main Street and programmatic outreach efforts.]

- (a) **Nominating Committee Members:** There must be at least three (3) members on the Nominating Committee, with at least one person serving as the Committee Chairman.
- (b) **Nominating Committee Meetings:** The nominating committee will meet at least once per year to prepare for annual elections of Board officers. All other meetings will be called as needed.

Section 6.06 Other Committees and Project Coordinators

The Advisory Board may form special committees and/or appoint project coordinators to oversee specific Main Street activities and initiatives, and/or projects when deemed necessary.

Section 6.07 Committee Collaboration

With the exception of the Organization and Nominating Committees, the goals, objectives, and responsibilities of Main Street Committees can be achieved by, and/or in cooperation with, partnering organizations (i.e. the Downtown Development Authority (DDA), the Historic Preservation Commission (HPC), merchant associations, etc.)

Article VII. Main Street District Boundaries

Main Street and its Board shall confine the majority of its activities to the area designated as the Stockbridge Main Street District, but may use its discretion— based on the Main Street mission, vision, and established goals— when operating in other areas of the City.

Section 7.01 Main Street District Boundaries – Description

The Main Street District shall encompass the downtown area around the City's town square (across from City Hall) and shall be generally identified as the area around Stockbridge City Hall Complex that is bounded by:

- Clark Park
- The Old Stockbridge High School Property,
- Tye Street, and
- MLK, Sr. Heritage Trail (See Attachment A - Stockbridge Main Street District Map.)

Section 7.02 Main Street District Boundaries – Modification

The Main Street District boundaries may be modified at any time upon recommendation of the Board and approval by the Council.

Article VIII. Miscellaneous

Section 8.01 By-laws Modification

These by-laws may be modified at any time upon recommendation of the Board and approval by the Stockbridge City Council.

Section 8.02 General Financial Practices

Main Street, the Board, and all committees shall comply with the City's established purchasing and financial recording policies.

Section 8.03 Fundraiser Depositories

Proceeds¹⁵ from Main Street-hosted and/or co-hosted events, fundraisers, and/or initiatives, unless otherwise determined by the Board, shall be deposited into an established account for the City's *Façade Grant Program* by the City's Finance staff after funds are verified by the Main Street Program Manager and the Downtown Development Authority (DDA) Treasurer. [Added to include the DDA officer who facilitates the *Façade Grant Program*].

Section 8.04 Fiscal Year

The fiscal year for the Stockbridge Main Street Program coincides with that of the City.

¹⁵ Proceeds are funds realized from Main Street events, fundraisers and initiatives, after all commissions, expenses, fees,

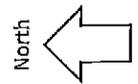
ATTACHMENT A



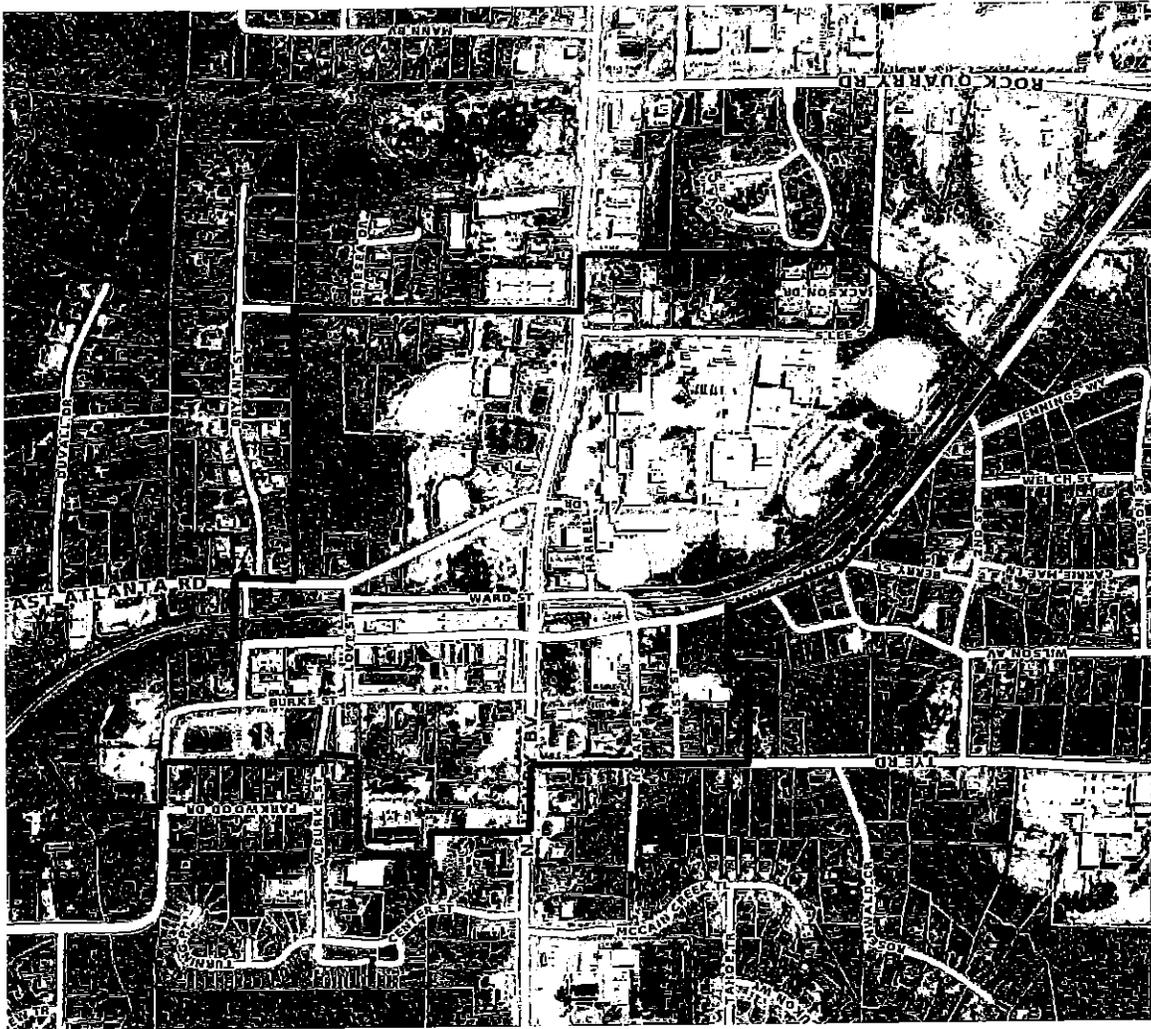
December 14, 2015

Legend

 Boundary



Not to Scale



Stockbridge Main Street District