



DOWNTOWN CARROLLTON MAIN STREET ADVISORY BOARD BYLAWS

MISSION STATEMENT

To promote vitality and culture downtown through civic partnerships, community events, entrepreneurship, and historic preservation.

VISION STATEMENT

Downtown Carrollton is the heart of a thriving community full of engaged citizens who focus on creating a diverse business district, a family friendly environment, and a tourism destination.

ARTICLE 1 - NAME

The name of this body shall be the Downtown Carrollton Main Street Advisory Board.

ARTICLE 2 - PROGRAM

The City of Carrollton supports downtown initiatives and economic development through participation in the Main Street America Program. Carrollton is a designated Classic Main Street community and has been accredited since 1985. The Main Street America Program benefits business owners, professionals, governmental representatives, and residents who have a common interest in the promotion, preservation, development, and improvement of downtown communities.

The City of Carrollton's Downtown Program (the "Program") has designated City staff responsible for the day-to-day affairs who will serve as a liaison between the Advisory Board, the city government, Georgia Department of Community Affairs, and the community. The City staff and/or their designee shall be present at all meetings of the Board.

ARTICLE 3 - DISTRICT

A geographic area of responsibility for the Program is the downtown area as defined on the attached map.

ARTICLE 4 - ADVISORY BOARD

Section 4.1 Advisory Board Purpose: The purpose of the Advisory Board is to provide insight and help carry out the goals of the Program. In support of the Program, the Advisory Board will:

- promote and market downtown as a desirable location for businesses and aim to achieve full use and occupancy of the downtown district
- help solicit sponsorships for the Program and for special projects, including identifying and utilizing local, state, federal, and private sources including grants and contributions
- make policy recommendations and assist in strategic planning and goal setting for the Program
- facilitate facade improvements and maintain the historic preservation of downtown
- sponsor events and promotional activities in downtown that foster a sense of community, encourage tourism, and promote business development
- recruit dedicated volunteers and board members
- advocate for the Program, ensure it carries out its mission and vision, and provide such other assistance as the Advisory Board and the City staff deem necessary.

Section 4.2 Scope of Power: The Advisory Board is advisory in nature and shall have no power or authority to obligate or bind the City of Carrollton. The Advisory Board does not handle the day-to-day operations of the Program or City staff.

ARTICLE 5 - ADVISORY BOARD COMPOSITION

Section 5.1 Advisory Board Members: The Advisory Board shall consist of seven to nine (7-9) members ("Board Members"), nominated by current Board Members and appointed by the Mayor and City Council. No Board Member shall serve more than two consecutive two-year terms without stepping down from serving for at least one year.

Board representation may include, but is not limited to: downtown property or business owners, professionals, preservationists, historians, representatives from local civic organizations, the arts community, large employers and financial institutions, attorneys, and interested citizens. All Board Members must live, work, or own property within the city limits. A member of the Mayor and City Council may attend meetings as necessary.

Whenever possible, the Board's membership shall be composed of the following representatives:

- a downtown restaurant, two-year term
- a downtown restaurant, two-year term
- a downtown retailer, two-year term
- a downtown service business, two-year term
- an at-large downtown business, two-year term

- a resident within city limits (preferably downtown), two-year term
- at-large, two-year term
- at-large, two-year term
- at-large, two-year term

Section 5.2 Requirements of Advisory Board Members: Persons nominated for appointment to the Advisory Board should have a willingness to serve the interests of Downtown Carrollton. The Board should strive to be diverse, with representation from public and private groups.

Board Members are required to:

- attend a minimum of eight out of 10 board meetings each year
- commit to working, volunteering, or participating in at least 50% of major events and merchant meetings
- become Main Street 101 certified within the first six months of their first term
- participate, within two months of joining the Board, in an orientation familiarizing themselves with the goals and objectives of the Program and with their responsibilities
- sign a Board Member Commitment Letter and abide by these by-laws
- chair or co-chair a committee and recruit best-fit members for that committee
- nominate and recommend Board Members for appointment
- review and award Beautification Grant applications

Section 5.3 Board Member Resignation: A Board Member may resign by submitting a written notice of resignation to the Board President or City staff.

Section 5.4 Vacancies and Removal: In the event of a vacancy on the Advisory Board, Board Members shall vote to recommend a new candidate to be considered for appointment by the Mayor and City Council. A Member appointed to fill a vacancy shall serve for the remainder of the unexpired term, at which time the member may be nominated for an additional term.

A Board Member may be suggested for removal by a three-fourths vote of the remaining Members for missing more than two regularly-scheduled meetings during a year or for engaging in behavior adverse to the best interest of the Program. Their position shall be filled pursuant to these bylaws.

Mayor and Council can remove a Board Member by majority vote at a regularly scheduled or called meeting if, in their judgment, the best interest of the Program will be served thereby.

ARTICLE 6 - OFFICERS

Section 6.1 Officers and Elections: The officers of the Advisory Board (“Board Officers”) shall consist of a President and Vice-President. Board Officers shall be elected by a majority vote of

the Advisory Board at the first meeting of the new fiscal year. No person shall be elected President who has not served at least one year on the Advisory Board.

Section 6.2 Terms of Office: Board Officers shall serve for a term of one year.

Section 6.3 Board Officer Vacancies: In the event of a vacancy in the office of President, the Vice President shall serve as President.

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

Section 6.4 Officer Duties: The President's duties include chairing all meetings of the Board, acting as a representative of the Board, and acting as the Board liaison to support the City staff in facilitating the goals of the Program. The Vice President shall assume all duties of the President in their absence.

Section 6.5 Removal: Officers who fail to fulfill their duties and have two absences from regular Board meetings may be removed from office by a vote of the Board.

ARTICLE 7 - MEETINGS

Section 7.1 Regular Meetings: Regular Board meetings shall be held not less than ten (10) times during a calendar year, unless the City staff, in conjunction with the Board President, deems otherwise. Meetings of the Advisory Board shall be held in the Train Depot, located at 455 Bradley Street, Carrollton, GA 30117 or such other place as designated by the Advisory Board.

Section 7.2 Agenda: Any Board Member may request items or topics to be placed on the agenda. Items to be included on the agenda must be submitted one week prior to the Advisory Board Meeting. Agendas, typed minutes of the last meeting, and any other supporting documents shall be made accessible anytime electronically.

Section 7.3 Special Called Meetings: The Board President, City staff, or a quorum of the Advisory Board may, when deemed necessary, call special meetings of the Advisory Board.

Section 7.4 Quorum: A quorum, which shall consist of four (4) voting Board Members, is required for the transaction of any business during a meeting. If a quorum is not present, the Board President may adjourn the meeting until a quorum is present.

Section 7.5 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 City staff.

Section 7.6 Notice: Written or electronic notice of each Board meeting shall be provided stating the place, date, and time of the meeting no less than five (5) days prior to the date of the meeting.

Section 7.7 Attendance: A Member shall notify the City staff or Board President if unable to attend a meeting. A Board Member missing two regularly scheduled meetings shall be contacted by the President or his/her designee regarding the Member's desire to continue to serve and may be subject to removal.

Section 7.8 Voting: When a quorum is present at any Board meeting, the majority vote determines any decision as brought before such meetings. Each Board member shall be entitled to one (1) vote. Electronic voting is permissible when necessary.

Section 7.9 Annual Meeting: The first regular meeting of the new fiscal year will be for the purposes of electing officers and transacting such other business.

ARTICLE 8 - COMMITTEES

Section 8.1 Committees Structure: The Program may utilize committees when needed to support Downtown Carrollton's activities and initiatives. Downtown Committees will be organized and appointed by the Board. Committee Members are not limited by the same membership prerequisites as Board Members but should include people devoted to the mission of the Program and the betterment of the community.

Section 8.2 Committee Members: Downtown Committees shall have at least three (3) members. At least one (1) Board Member must be represented on each Committee and serve as the committee's chairperson. The terms of Committee members shall be one year.

ARTICLE 9 - FINANCES

The Program is funded and accounted for in the City of Carrollton's Operating Budget. Program funding is a part of the City's annual budget process that runs July 1 through June 30 and is approved by the Mayor and Council. Any transactions must be administered and processed by the City's main financial management system. The Program's financial activity is subject to the City's annual audit process.

ARTICLE 10 - 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 coming before the Advisory Board shall disclose such conflict and the Board shall abide by the following protocol:

Section 10.1 Abstinance from Vote. The Board Member must fully disclose to the Board or Committee and shall not vote or lobby on the matter or be counted in determining the existence of a quorum for that matter. When there is doubt as to whether a conflict of interest exists, that doubt shall be resolved by a vote excluding the person with potential conflict of interest.

Section 10.2 Absence from Discussion. Unless requested to remain present, the person having the conflict shall leave the room in which the Advisory Board or Committee is meeting and shall not participate in the final deliberation or decision regarding the matter under consideration. The Member is responsible for providing the Board or Committee with all relevant information needed for discussion.

Section 10.3 Minutes. The minutes of the meeting of the Advisory Board or Committee 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.

ARTICLE 11 - AMENDMENTS

The bylaws of this organization may be amended at any regular or special meeting of the Advisory Board. Proposed amendments to the bylaws must be approved by vote of the Mayor and City Council before they are effective.