



## **Ennis Main Street Board**

### **Bylaws**

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

#### **ARTICLE I – PURPOSE OF THE BOARD**

1. To encourage participation in the Ennis Main Street downtown revitalization program and implementation of the Downtown Master Plan.
2. To establish goals and priorities for the Ennis Main Street Program.
3. To evaluate the progress of said goals and priorities.
4. To develop and oversee programs for economic vitality, design, organization, and marketing, in the National Register Historic Downtown District (the program area).
5. To coordinate activities coinciding and complementary with the Main Street Program.
6. To report, on a monthly basis, on the progress of Ennis Main Street Program.
7. To advise and support the Main Street Manager.
8. To ensure adequate funding and adopt a proposed annual budget necessary to support the Program.

#### **ARTICLE II – VISION AND MISSION**

1. VISION STATEMENT: The historic downtown Ennis will be recognized in the surrounding area as a destination for exciting social, cultural and educational experiences for residents and visitors.

2. **MISSION STATEMENT:** To improve the business and cultural climate of Ennis while maintaining and preserving its historic structures and cityscape. This will be achieved by organizing corporate and civic leadership to develop solutions to the problems that affect our downtown core and its impact on the region's competitiveness and viability.

### ARTICLE III – DEFINITIONS

1. **“Absence”** shall mean arriving for a meeting after roll has been called.
2. **“Board”** shall mean the Ennis Main Street Board, as appointed by the Ennis City Commission.
3. **“Central Business District”** shall mean the area that has been designated and shown on Exhibit A, attached hereto, and incorporated into this agreement.
4. **“Commission”** shall mean the Ennis City Commission.
5. **“Manager”** shall mean the Ennis Main Street Program Manager as appointed by the Ennis City Manager.
6. **“Program”** shall mean the Ennis Main Street Program.
7. **“Program Area”** shall mean within the boundaries of the seven (7) block area of the National Register Historic Downtown District.
8. **“Quorum”** shall mean not less than three board members in attendance at properly called meetings. Actions are approved by a simple majority of members present.
9. **“Executive Committee”** shall mean the Chairperson, Vice-Chairperson and Secretary.

### ARTICLE IV – MEMBERSHIP

1. The Board shall be composed of not less than nine (9) or more than sixteen (16) members.
2. All members have the power to vote.
3. There are two types of Board members.
  - a. **Named Members** are Board and Commission Members who represent one of the named Boards, Commissions or Groups identified below.
    1. City Commission
    2. Economic Development Corporation
    3. Historic Landmark Commission
    4. Planning & Zoning Commission
    5. Arts Commission
    6. Ennis Independent School District

7. Chamber of Commerce

- b. At-Large Members are those who represent stakeholders with an interest and desire to help the Board achieve its Vision and Mission.

4. The Board is subdivided into two "Classes", whose terms expire on alternate years.

a. Class A:

- 1. City Commission
- 2. Historic Landmark Commission
- 3. Arts Commission
- 4. Chamber of Commerce
- 5. At-Large
- 6. At-Large
- 7. At-Large
- 8. At-Large

b. Class B:

- 1. Economic Development Corporation
- 2. Planning & Zoning Commission
- 3. Ennis Independent School District
- 4. At-Large
- 5. At-Large
- 6. At-Large
- 7. At-Large
- 8. At-Large

5. The Board shall meet in October of each calendar year and will present nominations the Class whose term expires on Dec 31<sup>st</sup>.

- a. Named Members are nominated by their respective Board, Commission or Group.

- b. At-Large Members are nominated and vetted by the Board.

6. Vacancies:

- a. In the event a vacancy occurs for a "Named Member", the Executive Committee will communicate with the respective Board or Commission for a replacement.

- b. In the event a vacancy occurs for an "At-Large Member", the Board shall meet to select a successor to fill the vacancy for the balance of the unexpired term. The Board has the authority to leave At-Large positions vacant.

7. Nominees shall be appointed by the Mayor and confirmed by the Commission.

8. The Main Street Manager shall serve as staff support to the Board.
9. Members shall serve without compensation except for reimbursement for actual expenses incurred and properly documented in the performance of duties as Board members, associated with the Ennis Main Street Program.

#### **ARTICLE V – TERMS**

1. Terms of Board Service shall be for two (2) years and shall run concurrent with the calendar year.
2. Members may serve a total of no more than four (4) consecutive years (i.e., 2 consecutive 2 year terms), except when serving an unexpired term. Service in an unexpired term is not included in the term limit of four (4) consecutive years.
3. Members who accrue three (3) consecutive absences from regular Board meetings shall be subject to forfeiture of the unexpired portion of their term. The Executive Committee has the authority to remove members for excessive absences. The Mayor will be advised of members being removed due to excessive absences.
  - a. A member arriving after roll has been called is considered absent (for purposes of attendance).
4. Resignation from the Board shall be presented to the Chair in writing. The Chair will advise the Board of the resignations
5. Members serve with full rights and authorities until replaced or reappointed.

#### **ARTICLE VI – POWERS & DUTIES**

1. The Ennis Main Street Board is empowered to hold and conduct public meetings. The Board shall be subject to provisions of the Texas Open Meetings Act, and the 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.
3. The Board may call special meetings for discussion, review, and action on Program related matters of importance or urgency.
4. When projects in the Program Area are presented to the Board for proposed participation in the Ennis Main Street Program, the Board may review and comment on the construction and/or reconstruction plans proposed.

5. The Board may recommend projects and activities to include marketing, advertising, promotion, design, organization, and economic vitality as they directly relate to the achievement of the Program's goals, including a healthy and vibrant Program Area.
6. The Board shall assist the Main Street Manager in developing an annual report of the activities of the Ennis Main Street Program and shall submit that report to the City Commission on or before February 1st of each year.
7. The Board shall keep the community informed and aware of the progress of the Ennis Main Street Program.

#### **ARTICLE VII – ORGANIZATION**

1. The Board shall have an Executive Committee composed of the following officers: Chairperson, Vice-Chairperson, Secretary, and the Main Street Manager. The Manager serves solely as an advisor to the Board.
2. The Board shall elect officers for a term of two years. A simple majority of the quorum present shall be necessary to conduct an election of officers.
3. The duties and powers of the officers of the Board shall be as follows:
  - a. **Chairperson:** The Chairperson shall preside at all meetings of the Board and shall be an ex-officio member of all committees; shall communicate to the Board such matters and make such suggestions as, in the Chairperson'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 Chairperson. In the event of a vacancy in any office, the Chairperson may temporarily appoint a replacement until the vacancy can be filled by a vote of the Board without undue delay. In the event of a vacancy in the position of the Chairperson, then within thirty (30) days of the recognition of the vacancy by the Board, the Board shall elect a new Chairperson.
  - b. **Vice-Chairperson:** The Vice-Chairperson shall assist the Chairperson in the executive duties of the Board; serve as presiding officer in the absence of the Chairperson or in the Chairperson's inability to act for any reason; and shall perform any and all other duties as assigned by the Chairperson.
  - c. **Secretary:** The Secretary shall attend all meetings of the Board and produce the official record of the meetings; shall be the keeper of the Bylaws and policies of the Board; and shall maintain a list of Board members which includes current contact information. In the absence or disability of the Secretary for any reason, the Chairperson may appoint a Secretary Pro-tem.
4. All vacancies in any office may be filled by temporary procedure as outlined above. Any vacancy in any office may be filled at a regularly-scheduled meeting or at a special meeting expressly called for that purpose.

## **ARTICLE VIII – MEETINGS**

1. The Board shall meet monthly.
2. A special meeting may be called at the Chairperson’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.
4. A quorum of at least three board members in attendance at properly called meetings is necessary to conduct business and authorize any action. A simple majority vote of the Board members present is necessary to authorize any action.
5. There will be no proxy votes.

## **ARTICLE IX – COMMITTEES**

1. The Program shall have at least four Standing Committees which shall be: Economic Vitality, Organization, Planning & Design and Promotions.
2. From time to time, as the need arises, the Chair may appoint “special committees” to address special needs and focus areas of the Program for which there is no Standing Committee.
3. The basic goals, responsibilities, and functions of all committees shall be as directed by the Board.
4. The simple majority of all members of a committee present shall constitute a quorum for the purpose of conducting business and authorizing any action.
5. All Committee meetings shall be open to the public.

## **ARTICLE X – PARLIAMENTARY PROCEDURES**

1. Unless otherwise provided for in these Bylaws 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 Ennis Main Street Board and all duly created committees.

## **ARTICLE XI – AMENDMENTS**

1. These Bylaws may be amended, repealed, or altered in whole or in part by a majority vote of the total membership of the Board at any regular meeting of the Board. The proposed changes

shall be mailed to the last recorded address of each member at least five (5) 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 Commission.

**ARTICLE XII – MISCELLANEOUS**

1. If the Program should ever be dissolved, all funds and/or property shall be transferred and delivered to the City of Ennis after satisfaction of or provision for outstanding debts and claims and the use of such funds shall be determined by the City Commission.
2. These Bylaws shall be effective after the following: a) the approval of the Bylaws by the Board, and b) the approval of the Bylaws by the City Commission.
3. If any word, phrase, paragraph, or section of these Bylaws 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 16 day of May, 2018.



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Chairperson, Ennis Main Street Board

5/16/18

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Date

EXHIBIT A

"Program Area"

Program Area

