

Ennis Main Street Board

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 Ennis Main Street Board may 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 By-Laws and not individually.

ARTICLE I – PURPOSE

1. To encourage participation in the Ennis Main Street downtown revitalization program.
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 restructuring, 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 Coordinator.
8. To ensure adequate funding and adopt a proposed annual budget necessary for support of the Program.

ARTICLE II – DEFINITIONS

1. **Board** shall mean the Ennis Main Street Board, as appointed by the Ennis City Commission.
2. **Central Business District** shall mean the area that has been designated and shown on Exhibit A, attached hereto, and incorporated into this agreement.
3. **Commission** shall mean the Ennis City Commission.
4. **Coordinator** shall mean the Ennis Main Street Program Coordinator as appointed by the Ennis City Manager.
5. **Program** shall mean the Ennis Main Street Program.
6. **Program Area** shall mean within the boundaries of the seven (7) block area of the National Register Historic Downtown District.

ARTICLE III – MEMBERSHIP

1. The Board shall be composed of not less than nine (9) or more than seventeen (17) voting members.
2. There are two types of Board members.
 - a. At-Large Members are those who represent one of the following public groups (Owners, Investors and Developers).
 - b. Board and Commission Members are those who represent one of the named Boards, Commissions or Groups identified in the Main Street Ordinance.
3. The Nominations Committee of the Board shall meet in October of each calendar year and will present nominations to the Board for members whose terms expire on Dec 31st of the second year of their term.
 - a. At-Large members are nominated through the Nominations Committee.
 - b. Board and Commission Members are nominated by their respective Board, Commission or Group.
 - c. A list of nominees selected by the Board shall be recommended for appointment by the Mayor and confirmed by the Commission.
4. In the event of a vacancy during the term of a member, the Nominations Committee shall meet as soon as possible after the vacancy occurs in order to submit to the Board a recommendation for appointment of a successor to fill the vacancy for the balance of the unexpired term.
5. Any vacancy on the Board shall be filled from nominees recommended by the Board and approved for appointment by the Mayor and the Commission.
6. The ex-officio members may include but are not be limited to: the City Manager, a Commissioner, Economic Development Coordinator and other City Staff as deemed appropriate.
7. The Main Street Coordinator shall serve as staff support to the Board.
8. 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 IV – TERMS

1. Except for the original Board, the following shall apply: terms of Board Service shall be for two (2) years and shall run from Jan 1st to Dec 31st. 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.
2. 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. The Mayor shall be advised of the absences by the Board Chair within ten (10) business days.
3. Resignation from the Board shall be presented to the Chair in writing. The Chair will promptly advise the Mayor of all resignations.

ARTICLE V – 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 P.I.A.
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 restructuring as they directly relate to the achievement of the Program's goals, including a healthy and vibrant Central Business District and Program Area.
6. The Board shall assist the Main Street Coordinator 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 VI – ORGANIZATION

1. The Board shall have an Executive Committee composed of the following officers: Chair, Vice-Chair, Secretary, and the Coordinator. The Coordinator serves solely as an advisor to the Board.
2. Except at the initial organization meeting, the Board shall elect officers for a term of two years. A 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. **Chair:** The Chair 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 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 Chair. In the event of a vacancy in any office, the Chair 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 Chair, then within thirty (30) days of the recognition of the vacancy by the Board, the Board shall elect a new Chair.
 - b. **Vice-Chair:** The Vice-Chair shall assist the Chair in the executive duties of the Board; serve as presiding officer in the absence of the Chair or in the Chair's inability to act for any reason; and shall perform any and all other duties as assigned by the Chair.
 - 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 By-Laws 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 Chair 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 VII – MEETINGS

1. The Board shall meet monthly.
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.
4. A quorum of the voting members of the Board is necessary to conduct business and authorize any action. A simple 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 counting a quorum, and/or counting votes.
5. There will be no proxy votes.

ARTICLE VIII – COMMITTEES

1. The Program shall have at least four Standing Committees which shall be: Organization, Promotion, Planning & Design and Economic Restructuring (names amended May 2015).
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 shall constitute a quorum for the purpose of transaction of business.
5. All Committee meetings shall be open to the public.

ARTICLE IX – PARLIAMENTARY PROCEDURES

1. 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 Ennis Main Street Board and all duly created committees.

ARTICLE X – AMENDMENTS

1. 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 regular monthly 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 XI – 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 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 Commission.
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 AMENDED this 6th day of May, 2015.



Chair, Ennis Main Street Board

5/6/15

Date