

BY-LAWS
of the
BOWDON MAIN STREET BOARD OF DIRECTORS
Bowdon, Georgia

Mission Statement

Bowdon Main Street's mission is to use all resources available to create a livable, workable, sustainable community so that people can grow personally and professionally.

Vision Statement

Our vision is to create a thriving and inviting community for families, visitors, schools and businesses.

ARTICLE 1 - Name

Section 1. The name of this Board shall be the Bowdon Main Street Board of Directors.

ARTICLE 2 - Purpose

Section 1. The purpose of the Bowdon Main Street Board of Directors is to:

- a. Facilitate efforts to revitalize, redevelop and enhance the Business Corridor;
- b. Create a sense of place and improve the quality of life for residents, business owners and visitors by using the Main Street Four Point Approach;
- c. Encourage quality economic growth and development while preserving Bowdon's unique architectural heritage; and
- d. Support and encourage the arts as a cultural endeavor and economic engine in the city.

ARTICLE 3 - Program Area

Section 1. The Program Area shall be that geographic area indicated on the attached map [Exhibit A].

ARTICLE 4 - Board Meetings

Section 1. Regular meetings of the Bowdon Main Street Board shall normally be held monthly. Notice of the time and place of meetings may from time to time be fixed by resolution, or if not fixed by the Chairman in the same manner as hereinafter specified for giving notice of special meetings. Attendance at a meeting shall constitute a waiver of notice of such meeting, or manner in which it has been called or convened, except when a member attends a meeting solely for the purpose of stating, at the beginning of the meeting, any such objection to the transaction of any business. Other interested parties shall be given such notice of meetings, as the Board of Directors shall deem appropriate. All meetings shall be conducted in accordance with the Georgia Open Code Meetings Act (O.C.G.A. Section 50-14-1 et. seq.). Any Director who shall be absent from three (3) consecutive regular meetings of the Board without a valid excuse may be suspended by a vote from the board. The Board may terminate the service of any

suspended Director at any time by declaring the seat to be vacant, and shall immediately notify the City Council and recommend that a replacement appointment be made.

Section 2. Special meetings of the Board shall be held at any time and place as may be designated in the notice of said meeting, upon call of the Chair or the Board of Directors.

Section 3. An annual meeting of the Board shall be held in conjunction with the May meeting for the purpose of electing officers and directors and transacting such other business as may be properly brought before the meeting.

Section 4. A quorum is a majority of the Directors (i.e. 5 of the 9) for the purposes on conducting business at a meeting duly assembled. Unless otherwise specifically required by statute or the by-laws, the act of a majority of such directors present at a meeting at which a quorum is present shall be the act of the Main Street Board, and if at any meeting there shall be less than a quorum, a majority of those present shall adjourn the meeting without further notice, until a quorum shall have been obtained.

Section 5. Roberts Rules of Order Newly Revised shall govern the parliamentary procedures of the Program when not in conflict with these Bylaws. The order of business may be altered or suspended at any meeting by a majority vote of the active members present.

ARTICLE 5 - Board of Directors

Section 1. The Program shall be governed by a Board of nine (9) Directors appointed by the City Council, who represent local professionals, recognized community leaders and local civic organizations. Four of the seven directors must represent a party who has an economic interest within the Main Street district. These four must be taxpayers within the City of Bowdon, or taxpayers within Carroll County who own or operate a business or property located within the Main Street district.

Section 2. The term of office for each Director shall be two (2) years, except that the term of office for the members of the first Board of Directors shall be as follows:

- a) Three shall be appointed for two years.
- b) Four shall be appointed for three years.

Thereafter, Directors shall be appointed by the City Council at their regular meeting in April. Nominations to the Board shall be made by the Main Street Manager and shall be set forth in the notice of the meeting preceding the City Council meeting where appointments will be made. Each Director shall hold office for the term for which he or she is elected and until his or her successor shall have been elected and qualified. Directors in office may be reelected for one consecutive term. Officers are nominated every two years.

Section 3. Any vacancy occurring in the Board of Directors (other than a vacancy resulting from the normal expiration of a term of office) may be filled by the City Council. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. Any Director may resign by submitting written notice of resignation to the Secretary. Any Director may be removed from office at any time with or without cause by the affirmative vote of a majority of the Directors in office. Any member of the Board of Directors who is absent from three consecutive regular meetings without just cause for such absence may be suspended and may be removed as a member of the Board of Directors declaring the seat vacant.

Section 4. The Main Street Manager shall be a non-voting member of the Board of Directors and shall be present at all meetings of the Board of Directors.

Section 5. The Board of Directors may hold regular and special meetings. Regular meetings shall be held not less than six (6) times each year. Special meetings of the Board may be called by the Chair or by the Executive Committee or by four or more Directors. Written notice of the time, place and agenda for both regular and special meetings shall be given to each Director either by personal delivery or by mail, phone, e-mail or fax at least five (5) days before the meeting.

Section 6. All new members of the Board of Directors shall participate in an orientation program familiarizing them with the goals and objectives of the Program and with their responsibilities.

Section 7. All new members of the Board of Directors shall attend at least eight hours of approved training within their first year of service. Such training must be approved by the Department of Community Affairs.

Section 8. The officers shall receive no compensation. Should a member of the Board of Directors be called upon by the City to represent the Board at a conference, meeting, or other official occasion, the officer shall be reimbursed for expenses as defined in the City's personnel policy. Such expense must be authorized by the City Manager.

ARTICLE 6 - Committees

Section 1. This Program shall have at least four (4) standing committees following the National trust for Historic Preservation's Main Street Four-Point Approach, which shall be synonymous with Organization, Promotion, Design and Economic Restructuring. The Board shall appoint a liaison to each committee who may serve as Chair.

- a. Organization Committee – Works towards consensus building and cooperation while continuously promoting the program and its mission. Members ensure that the necessary funding and people are in place to ensure the success of the program. The committee recruits members and volunteers, solicits donation, holds fundraisers, publishes informational communication, and maintains ties with the community.
- b. Promotion Committee – Works to increase awareness of Bowdon's unique characteristics to shoppers, investors, new businesses and visitors through advertising, retail promotional activity, special events, and marketing campaigns.
- c. Design Committee – Preserves and enhances the physical appearance of Bowdon's business corridor. Activities may include but are not limited to, instilling good maintenance practices, rehabilitating historic buildings, encouraging appropriate new construction and developing design management systems.
- d. Economic Restructuring Committee – Works to strengthen and diversify the economic base by retaining and growing existing businesses and recruiting new businesses. Activities may include but are not limited to, seeking opportunities for financial incentives and capital for building rehabilitation and business development.

Each shall have as chairperson a member of the Board of Directors of the Program who shall be responsible for directing and coordinating the affairs of the committee. In the event the

chairperson is not a board member, a board member should serve on the committee. The terms of the committees shall be for one year commencing at the time of the annual membership meeting.

Section 2. The Board of Directors, by resolution adopted by a majority of Directors in office, may designate or appoint one or more committees, in addition to the above-named standing committees, including, without limitation, an Executive Committee, composed of the four officers, and which shall, to the extent provided in said resolution, have and exercise the authority of the Board of Directors in the management of the Program. Other committees not having and exercising the authority of the Board of Directors in the management of the Program may be designated and appointed by a resolution adopted by a majority of the Directors appointed at a meeting at which a quorum is present. The designation and appointment of any such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon them by law.

Section 3. Committee decisions shall be presented to the Board of Directors for board approval before commencing.

ARTICLE 7 - Officers

Section 1. The officers of the Board shall be elected every two years by the membership and shall consist of a Chair, a Vice Chair, a Secretary, a Treasurer and such other officers and assistant officers as may be deemed necessary.

Section 2. Officers shall be elected at the annual meeting. The person then serving as Chair shall automatically become Immediate Past Chair upon election of a new Chair. All officers shall be elected by a majority of the eligible voting members present in person.

Section 3. Except as hereinafter provided, the officers of the Board shall each have such powers and duties as generally pertain to their respective offices, as well as those that from time to time may be conferred by the Board of Directors.

A. *Chair.* The Chair shall preside at all business meetings, but may at his or her discretion or at the suggestion of the Board arrange for another officer to preside at other meetings. The Chair shall perform such duties as are usually incumbent upon that officer and such duties as may be directed by resolution of the Board of Directors.

B. *Vice Chair.* The Vice Chair shall preside in the absence of the chair and shall have such duties and responsibilities as the Chair or Board of Directors may from time to time prescribe.

C. *Secretary.* The Secretary shall record and maintain in good order Minutes of all meetings and all records and correspondence of the Program, and shall provide copies of the Minutes of each meeting within 25 days from the conclusion of each meeting. The Secretary shall also have such other duties as may be assigned by the Board of Directors.

D. *Treasurer.* The Treasurer, if needed as determined by the Board and approved by the City Council, shall maintain in good order all financial records of the Program. The Treasurer shall also have such other duties as may be assigned by the Board of Directors.

E. *Immediate Past Chair.* The Immediate Past Chair shall serve as an ex officio member of the Board of Directors and shall act in an advisory capacity to the Chair and Board of Directors.

F. *Temporary Officers.* In case of the absence or disability of any officer of the Board and of any person authorized to act in his or her place during such periods of absence or disability, the Chair may from time to time delegate the powers and duties of such officer to any other officer or any other member.

ARTICLE 8 - Coordinator

Section 1. The Main Street Manager shall manage the daily operations of the Main Street Program. The Manager shall be responsible for coordinating the implementation of the Program's policies and projects and such other duties as the City Manager and Main Street Board of Directors may require.

ARTICLE 9 - Finances

Section 1. The City will provide assistance with respect to finances and financial management of the program.

Section 2. The Bowdon Main Street Board of Directors shall participate in an annual retreat/planning session prior to the close of each fiscal year to:

- a. Review the organization's vision and mission;
- b. Review accomplishments of that fiscal year's program of work;
- c. Update the organization's Long Range Plan; and
- d. Develop a prioritized program of work and supporting budget for the next fiscal year.

Section 3. At least 90 days before the end of each fiscal year, the Board shall approve a Program budget for the next fiscal year. The approved budget may be reviewed and revised periodically as deemed necessary by the Board. The Program Budget will be included with the budget for the City of Bowdon and reviewed and approved by the Bowdon City Council.

ARTICLE 10 - Amendments

Section 1. The by-laws of the Bowdon Main Street Board of Directors shall be subject to alteration, amendment or repeal, and new by-laws not inconsistent with any laws of the State of Georgia creating this entity may be made by affirmative vote of a majority of the directors. Proposed amendment shall be submitted in writing to all directors of the board ten (10) days prior to the meeting at which such amendment will be considered. If such written proposed amendment is submitted by mail, it shall be deemed to be delivered when deposited in the United States mail properly addresses and with sufficient postage thereon.

Resolved this _____ day of _____, 2010 by the Bowdon Main Street Board of Directors.

Wayne Johnson, Chair

ATTEST:
