

**CITY OF MARSHALL, TEXAS
MAIN STREET ADVISORY BOARD**

BY-LAWS

ARTICLE I. NAME AND PURPOSE

Section 1.1 Name. The Main Street Advisory Board (hereinafter referred to as "Board") was established by the Commission of the City of Marshall February 13, 2003..

Section 1.2 Purpose. The duties of the Board are to oversee the economic revitalization of downtown Marshall within the context of the preservation of its historic buildings using the four-point Main Street approach. The approach is:

1. **Design:** Enhancing the physical appearance of the commercial district by rehabilitating historic buildings, encouraging supportive and compatible new construction, developing sensitive design management systems, and long-term planning.
2. **Organization:** Building consensus and cooperation among the many groups and individuals who have a role in the revitalization process and assisting with overall support of Main Street effort including fund raising.
3. **Promotion:** Marketing the traditional commercial district's assets to customers, potential investors, new businesses, local citizens and visitors.
4. **Economic Restructuring:** Strengthening the district's existing economic base while finding ways to expand it to meet new opportunities and challenges from outlying development.

ARTICLE II. MEMBERSHIP

Section 2.1. Number of Members. The board will consist of fourteen (14) members, thirteen (13) regular members appointed by the City Commission and one (1) ex-officio member.

Section 2.2. Eligibility. The City Commission shall appoint members of the Board representing public and private sector interests selected from, but not limited to, the following: architecture, legal, landscape design, historic preservation, marketing, downtown property owner, downtown business owner, representative of downtown business association, Greater Marshall Chamber of Commerce, Marshall Economic Development Corporation, and citizens at large.

Section 2.3. Selection of Board Members. The City Commission in accordance with these Bylaws shall appoint members of the Board. Members of the board serve at the pleasure of the City Commission and may be removed for any reason, with or without cause.

Section 2.4 Term of Office. The term of office for Board members shall be three years with a maximum of two consecutive terms allowable. The appointment to a full term shall be staggered so that in a three year period beginning in 2003 four positions are eligible for appointment in the first year, four positions are eligible for appointment in the second year and five positions are eligible for appointment in the third year. Persons serving less than a full term shall be eligible to be reappointed for an additional three-year term. A Board member, having served two full three-year terms, will be eligible for reappointment after a one-year absence from the Board.

Section 2.5 Vacancies. If for any reason a Board member's position becomes vacant, then the City Commission shall fill the position. In the event the position is not filled immediately upon the expiration of the prior term or when a vacancy occurs, the member serves in a holdover capacity until the position is filled.

Section 2.6 Compensation and Expenditure of Funds. Members of the Board serve without compensation. The Board and its members have no authority to expend funds or make an obligation on behalf of the City or the Board. Upon advance approval of the City Manager, members may be reimbursed for authorized expenditures.

Section 2.7. City Commission Policy. Members will comply with adopted policies of the City Commission.

Section 2.8. Ex-officio Members. The City Manager or his designee shall serve as a non-voting member of the Board.

ARTICLE III. OFFICERS

Section 3.1. Title of Officers. The officers shall be Chair and Vice-Chair. City staff will serve as Secretary to the Board.

Section 3.2. Election of Officers. The Chair of the Board and Vice-Chair of the Board are elected from the regular members by a majority vote of the Board at its first meeting after the annual appointment process.

Section 3.3 Term of Office. Officers serve a term of one year.

Section 3.4 Duties. The Chair presides at all meetings and performs all other duties pertaining to the office, including voting. The Vice-Chair in the absence of the Chair performs all duties of the Chair. The Secretary keeps records of proceedings of all meetings. City staff will keep custody of all records and documents of the Board.

ARTICLE IV. MEETINGS

Section 4.1 Time and Date of Regular Meetings. The Board shall establish a monthly meeting date and time that is convenient to the majority of Board members.

Section 4.2 Special Meetings. Special meetings may be called by the Chair or on petition of a majority of the Board members.

Section 4.3 Quorum. A quorum shall consist of a majority of the Board members, and shall be required for the Board to conduct business. The Board may convene a meeting without a quorum. The Board may not take a vote or make decisions without a quorum.

Section 4.4 Attendance. Except for ex-officio members, any director who has four or more absences, without written or oral notification to the Chairman or Main Street Manager, constitutes resignation from the Board, barring extenuating circumstances. Except for ex-officio members, any director who has six or more excused absences, with written or oral notification to the Chairman or Main Street Manager, constitutes resignation from the Board, barring extenuating circumstances. Three (3) consecutive absences from a Main Street Advisory Board meeting without written or oral notification to the Chairman or Main Street Manager, barring extenuating circumstances, constitutes resignation from the Board. Attendance shall be reported to the City Commission.

Section 4.5 Voting. Board members shall vote on all items, except on matters involving direct personal interests or matters that would create an appearance of impropriety. In these instances, the member shall abstain. Any Board members excused from voting for these reasons shall announce at the commencement of consideration of the matter and shall refrain from any discussion or debate on such matter. Board members may not vote by proxy.

Section 4.6. Open Meetings Act. All Board meetings and deliberations shall be open to the public and shall be conducted in accordance with the provisions of the Texas Open Meetings Act.

Section 4.7. Conduct of Meetings. Board meetings will be conducted in accordance with these By-laws and Robert's Rules of Order.

Section 4.8. Call to Order. Board meetings will be called to order by the Chair, or if absent, by the Vice-Chair. In the absence of both, the meeting shall be called to order by the Secretary, and a temporary Chair shall be elected to preside over the meeting.

Article V. MEETING PROCEDURES AND POLICIES

Section 5.1 Agenda Items. Items may be placed on the agenda by the Chair, any Board member or city staff.

Section 5.2 Agenda Deadline. Items to be included on the Regular agenda must be submitted to city staff assigned as support for the Board no later than 4 p.m., six working days before the scheduled Board meeting.

Section 5.3 Agenda Packets. Agenda packets for all Regular meetings will be provided to all Board members at least three days in advance of the scheduled Board meeting. These packets will contain posted agenda, agenda item information when needed and written minutes of the last meeting.

Section 5.4 Citizen Participation. Citizens are encouraged to speak on any item on the agenda. The Chairman will determine the proper time and method to allow citizen participation.

Section 5.5 Reports to Commission. The Board shall at least on a quarterly basis submit written reports to the Commission.

ARTICLE VI. SUBCOMMITTEES

Section 6.1 Formation. The Board may form such subcommittees to perform such duties and functions as the Board may deem appropriate. Board members are required to serve on a subcommittee. A Board member will serve as chair of the subcommittee. The chair of the subcommittee may select any number of members for the subcommittee necessary to undertake the subcommittee's work plan. The chair of a subcommittee may also form other subcommittees to undertake specific projects from the subcommittee's work plan.

Section 6.2 Term of Office. Each member of every subcommittee shall continue in office at the pleasure of the Board.

Section 6.3 Chair. One member of each subcommittee shall be appointed Chair, either directly by the Board of directors, or in such other manner as the Board of directors may prescribe.

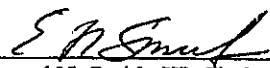
Section 6.4 Quorum. A majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the subcommittee. Members of subcommittees may not vote by proxy.

ARTICLE VII. EFFECTIVE DATE, AMENDMENTS

Section 7.1 Effective Date. These Bylaws shall become effective upon the adoption of these Bylaws by the Marshall City Commission.

Section 7.2 Amendments. The articles of these Bylaws may be amended by a vote of the City Commission.

APPROVED THIS 13th DAY OF February, 2003



Edward N. Smith, III, Chairman of the
Commission of the City of Marshall, Texas

ATTEST:



City Secretary