

BY-LAWS OF CELINA MAIN STREET ADVISORY BOARD

ARTICLE I

Name of Organization

Section 1: The name of this organization shall be the CELINA MAIN STREET ADVISORY BOARD, (Organization).

ARTICLE II

Purpose of Organization

Section 1: The purpose of the Organization is as follows:

- (a) To create a program to revitalize the downtown business district into a regional marketplace, increase capital investment downtown, attract new business and improve the business mix, restore downtown to its earlier social and economic significance, and preserve the historic buildings in downtown.
- (b) The downtown area has a unique concentration of period buildings. The restoration and preservation of this area will create a shopping experience in an attractive historic environment that will attract visitors to the downtown area.
- (c) To encourage participation in the Celina, Texas Main Street Downtown Revitalization Program.
- (d) To establish goals and priorities off the Celina Main Street Program.
- (e) To evaluate the process of said goals and priorities.
- (f) To coordinate activities coinciding with the Celina Main Street Program.
- (g) To assist in the development of an annual report on the progress of the Celina Main Street Program.

ARTICLE III

Board of Directors

Section 1: The Main Street Advisory Board, heretofore called "Board", shall be comprised of Ten (10) members, Nine (9) voting members and (1)one non-voting City Councilmember.

Section 2: The Board shall be by appointment of the City Council of the City of Celina. The appointment will come after approval by a majority vote of the City Council, City of Celina, Texas upon recommendation of the City Council by the Board, or the Main Street Program Director. Nine (9) appointees will be at large representative(s) that will include interested and responsible citizens that shall be representatives of the; Chamber of Commerce, CISD, business leaders, the community, downtown merchants and central business leaders. The Tenth (10th) appointment is a City Councilmember.

Section 3: The Main Street Program Director and the City Council member shall be ex-Officio members of the Board. The Advisory Board will invite other Ex-Officio members, such members would include the directors or executives from the following organizations: The Superintendent of CISD or a School Board Trustee; the Chamber President or a Chamber Board Member; the Director of Celina's Planning Department or designated planning staff member; and other organization representatives as determined needed by the Advisory Board.

ARTICLE IV Terms

Section 1: Board members shall serve for two (2) years with the exception of the representative of the City Council which will serve for one year.

Section 2: Board members may be reappointed for consecutive terms.

Section 3: Board members with three (3) absences from regular meetings in a row or who are absent for 30% of the meetings in one twelve (12) month period shall forfeit the unexpired portion of their term.

Section 4: Resignation from the Board shall be presented to the President.

ARTICLE V Powers and Duties

Section 1: The Board is empowered to hold and conduct meetings to recommend projects and activities to include marketing, advertising, promotion, design, organization, economic restructuring as they directly relate to the achievement of the Main Street Project Goals of a healthy and vibrant central business district. The Board shall also be empowered to publicize the Main Street Program in order to keep the community aware of its progress.

Section 2: The Board shall establish a time and place or places of its meetings.

Section 3: The Board shall compile an annual report of the activities of the Celina Main Street Program to the City Council.

ARTICLE VI Meetings

Section 1: There shall be one regularly scheduled meeting each month of the year.

Section 2: Special meetings may be called by the Board President, Main Street Program Director and/or the City Manager at their discretion or upon petition by a simple majority of the Board members.

Section 3: A simple majority of the Board members constitutes a quorum and the concurrence of a majority of the quorum of the Board is necessary to authorize any action.

Section 4: In order to vote on a proposal, a member must be physically present. There will be no proxy votes, telephone or other electronic means of representations.

ARTICLE VII Officers

Section 1: The officers of the Organization shall be a President, Vice President, Secretary and Treasurer and such other officers as the Board shall from time to time determine and elect. Except as otherwise provided by law, or these by-laws, any officer may not hold more than one office of the Organization. The officers of the Organization shall be elected annually by the Board at the regular meeting of the Board in October. New offices may be created and filled at any meeting of the Board. Each officer shall hold his office for one year and until their successors are elected and assume duties. Any officer may be elected to another office upon the expiration of a term of office provided that no person shall serve in an office of the organization more than two (2) consecutive years. The power and duties of the officers of the Organization shall be such duties and powers as may be from time to time determined by the Board.

Section 2: The President shall preside at all meetings of the Board; and he shall perform all the duties and exercise all the powers as are customarily exercised by the Chief Executive Officer of an organization and such other duties as the Board shall, from time to time determine.

Section 3: The Vice-President shall perform such duties and exercise such powers as shall be determined by the President and the Board; and during that absence or inability of the President to perform his duties and exercise his/her powers, the Vice-President shall perform his duties and exercise the powers of the President of the Organization.

Section 4: The Secretary shall keep the minutes of all meetings of the membership and the Board; the Treasurer shall be custodian of the financial records of the organization; The Secretary shall keep a register of the post office address of each member; he/she shall in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her of the President or by the Board. The Treasurer shall in general perform all duties incident to the office of the Treasurer and such other duties as from time to time may be assigned to him/her of the President or by the Board. Since the City of Celina has charge and responsibility of the funds of Main Street, The Treasurer shall work the City finance department to present an accurate financial report to the Board each month.

Section 5: The Board may remove any officer by a majority vote of the quorum present, at any time or without cause.

Section 6: All vacancies in any office shall be filled by the Board at its next regular or special meeting.

ARTICLE VIII Committees

Section 1: There shall be an Executive Committee consisting of the President, Vice-President, and the Main Street Program Director. This committee shall function at the call of the President at times when it is impractical to call the entire Board for a meeting. Actions taken by this committee shall be subject to approval or disapproval by the Board at its next regular or special meeting.

Section 2: The President may appoint other committees as authorized by the Board and with Board approval of committee membership as needed. There shall always be an Economic Restructuring Committee, Design Committee, Promotions Committee, and Development Committee headed by competent, dedicated Chairpersons.

ARTICLE IX Amendments

Section 1: These by-laws may be altered, amended or repealed and new by-laws may be adopted by a majority vote of the Board at a special or regular meeting held 30 or more days after notice to each member, and presented to the City Council, City of Celina, Texas and approved by a majority of the council.

ARTICLE X Fiscal Year

Section 1: The fiscal year shall begin the 1st day of October and end on the 30th day of September.

ARTICLE XI Conveyances, Bills, Notes, Mortgages

Section 1: The board of Directors shall have control of all assets of the Organization. All notes, checks, drafts or other negotiable instruments of the Organization shall be made in the name of the Organization through the City of Celina, and shall be executed by the City of Celina. No officer or agent of the Organization either singly or acting jointly with others shall have the power to make any note, check, draft or other negotiable instrument or endorse same in the name of the Organization or make liable on such obligation, except as herein authorized and provided, except as otherwise expressly authorized by the Board and the City of Celina.

ARTICLE XII
Compensation of Officers

Section 1: There shall be compensation of officers of the organization.

ARTICLE XIII
Rules of Procedure

Section 1: Meetings of the Board and committees shall be governed by and conducted according to the latest edition of Robert's Manual of Parliamentary Rules.

ARTICLE XIV
Dissolution

Section 1: The dissolution of the organization may be authorized by a majority of the members at any regular or called meeting providing the notice of meeting contains the intention to consider dissolution.

Section 2: In the event of dissolution, the residual assets of the organization shall be turned over to one or more organizations which themselves are exempt as organizations described in Section 501 (c) (3) and 180 (c) (2) of the Internal Revenue Code of 1954 or corresponding sections or any prior or future Internal Revenue Code, or to the City of Celina, Texas for exclusive public purpose.

APPROVED by the Board of Directors on the 7th day of June, 2010.

Main Street Director: _____
Carolyn Harvey

APPROVED by the City Council, City of Celina, Texas, on the _____ day of
September, 2010.

City Secretary _____
Vicki Faulkner

Amended on the 7th day of June 2010.

