

By-Laws of the Granger Main Street Advisory Board

ARTICLE 1. NAME

The name of the organization shall be the Granger Main Street Advisory Board (here to for referred to as the “Board”).

ARTICLE 2. VISION

Granger Main Street supports a unified and unique downtown community that preserves history, encourages the arts, promotes business, and cultivates a dynamic future.

ARTICLE 3. MISSION

Preserving Granger’s heritage while making new history.

The Board will provide guidance to the Granger Main Street Program (here to for referred to as the “Program”) and its professional Manager in revitalizing the commercial area as mapped in exhibit A. These boundaries appeared in Granger’s 2018 Main Street application and may be refined over time by the Granger City Council in consultation with the Main Street Manager

Revitalization activities central to the Program include helping to preserve and restore historic buildings, implementing promotional events that strengthen business life, and elevating Granger’s unique sense of place. To this end, the Board shall help to coordinate Program activities, advise and support the Main Street Manager, help ensure adequate funding for special projects, and build community support and volunteer assistance. The Board shall also regularly, objectively, and constructively evaluate Program progress and goals.

ARTICLE 4. BOARD MEMBERSHIP AND ORGANIZATION

- A. All Board Members shall serve at the discretion of Granger City Council.
- B. Granger City Council shall appoint, by majority vote of a quorum of Council Members , at least 5 and no more than 7 members, selected from applications received from interested residents, preferably with expertise in a range of relevant fields – including but not limited to persons with special expertise in architecture, design, construction, local history, historic preservation, civic beautification, business development, retail support, grant writing, finance, public relations and marketing.
- C. The Board shall include at least two (2) owners of property and/or businesses with the defined Main Street district. No active member of City Council may serve on the Board; however, members of City Council may serve on any Committees of the Main Street Advisory Board, if no more than two (2) members of the City Council sit on any one Main Street Committee at the same time.
- D. Officer terms shall be two (2) years, beginning January 1 and expiring December 31 of the following year. Half of the initial Board shall be assigned to a one-year term to stagger the terms and facilitate a smooth future transition. After one term of service, Board appointees shall be

eligible for one additional term, but no member may serve more than two consecutive terms on the Board. After serving two consecutive terms, the members must rotate off the Board for at least one year before being eligible for reappointment. Notwithstanding the above, for any past or present Board Member may serve on any Main Street Committee to which they may be appointed, regardless of whether the individual's Board term has ended due to term limits.

- E. Ex-officio members shall serve at the discretion of City Council. These members are non-voting and may include but not limited to the Main Street Manager, the City Administrator, the Advisory Board Past President, and one representative from each of the following: Granger Municipal Development District, the Granger Area Chamber of Commerce, and any other historic or business-oriented group or organization that may develop and/or participate.
- F. Officers shall be Chair, Vice Chair, Secretary, and Treasurer
 - a. Officers' duties, subject to the policies of the organization, shall include:
 - i. Chair-
 - Preside at Board Meetings
 - Appoint committees as needed
 - Perform other duties associated with the office, including voting
 - Appoint a temporary replacement for any vacated office until the board can meet to fill the office.
 - In the case of vacancy in the Chair position, the Board shall meet within 30 days and elect a new Chair.
 - ii. Vice Chair-
 - Assist the Chair in carrying out the duties of the Board
 - Assume the duties of the Chair in her/his absence
 - iii. Secretary-
 - Maintain a list of Board Members with current contact information
 - Respond in a timely manner to information requests or refer them to the appropriate office
 - iv. Treasure-
 - Prepare/analyze financial documents as requested
 - Work with staff and officers to prepare annual budget for Advisory Board approval
 - Assist and cooperate with any internal/external audit that may be directed by the Board
- G. Election of Officers
 - a. Officers shall be elected from among members of the Board.
 - b. Officers shall serve no more than one (1) term in the same office. The Main Street Manager shall facilitate the election of officers in the absence of an outgoing Chair/Vice Chair.
 - c. Unless relieved from duty by Granger City Council, an officer shall remain in her/his capacity until the respective successor begins serving.
 - d. In the event of a vacancy, the office shall be filled by a vote of most of the Board.
- H. Regular meeting of the Board shall be held monthly but may be canceled without rescheduling should the need arise as determined by the board. Monthly meetings shall not be canceled without rescheduling, more than two (2) times in a row.
- I. Meeting shall be held in compliance with State of Texas Open Meetings Act (TOMA) and Texas Public Information Act (TPIA). All entering Board members shall read the TOMA and TPIA in order to become familiar with the key provisions of each act.

- J. Special meetings of the Board may be called by the Chair or the Main Street Manager as necessary for discussion, review, and action on program matters of importance and urgency, and shall be pre-published according to the TOMA.
- K. A quorum shall consist of a simple majority of the Board members. No business meeting may be convened, nor business conducted without a quorum. A Board vacancy due to resignation (or due to a forfeiture confirmed by Granger City Council) shall not be counted for quorum.
- L. Live and/or electronic attendance at Board meetings shall be considered official. Persons attending via electronic media are expected to sit in through all or most of the meeting, not merely during the time votes are taken. There shall be no proxy votes.
- M. An Executive Committee shall comprise the four (4) officers of the Advisory Board plus the Main Street Manager. The Executive Committee may meet between regularly scheduled meetings for emergencies only and may exercise the authority as specified by motion. To take effect, Executive Board recommendations regarding expenditures of Advisory Board funds, or involving a change in general Main Street Program per policy, must be adopted at a duly noticed meeting of the Advisory Board.
- N. Resignation from the Board shall be submitted in writing to the Main Street Manager.
- O. Three (3) consecutive regularly scheduled meeting absences or four (4) total absence from regularly scheduled meetings per calendar year may justify forfeiture of the remainder of the Board term. In any such instance, City Council shall be notified by the Main Street Manager and given the option of taking corrective action using their appointed authority.
- P. Board Meetings and officer activities shall be conducted in accordance with Roberts Rules of Order, following the same format used by the Granger City Council meetings, within the operating guideline of the Texas Main Street Program.
- Q. All Board meetings shall be open to public participation and the minutes and notice postings of the Board shall be published on the Granger Main Street website as per the TOMA.

ARTICLE 5. POWERS AND DUTIES

- A. The Granger Main Street Advisory Board shall meet a minimum of 12 times per year and shall play a key role in the success of the Main Street Program. The Board shall effectively connect the Main Street Program and Manager to the broader community and shall assist in developing and executing special projects and activities to support a healthy and vibrant Main Street district.
- B. When projects in the Main Street district are proposed that fall under the review of the City Council, the Board shall meet to review and comment on the proposal or plans and shall, in a timely manner, make recommendations to the City Council concerning adoption or appropriate modification to the proposal.
- C. The Board shall assist the Main Street Manager in developing an annual report of Program activities and shall submit the report one week prior to the February meeting of the Granger City Council.

ARTICLE 6. PROCEDURES AND POLICES

- A. Only members appointed to the Board by the City Council will have voting rights on the Board.
- B. Items may be placed on the Advisory Board agenda by the Chair or at the request of a Board member or the Main Street Manger.

- C. Citizens are encouraged to attend Board meetings. Concerned residents who wish to give input to the Board may do so either in writing or by signing up at least 5 minutes before the meeting to state their item of special business.
- D. The Main Street Manager shall make regular reports to the City Council, although from time to time a Board member may be designated to make the report. Reports to Council shall include the highlights of the Main Street Manager's monthly report to Austin.
- E. The Advisory Board and its members are not authorized in any way to encumber the City of Granger by financial obligation or debt.

ARTICLE 7. COMMITTEES

As a unique economic development tool, the Main Street Four-Point Approach is the foundation for local initiatives to revitalize Texas Main Street cities. To do so, the Program leverages local assets by focusing on the town's culture and architectural heritage and by encouraging community pride and involvement in the future of Granger.

- A. Committee member shall serve at the discretion of the Board and may be reassigned as the Board deems appropriate. Committee Chair appointments shall be for a two-year term and shall be approved by the Board.
- B. Each Main Street Committee shall include at least one Advisory Board member and every Board member shall serve on at least one committee. Whenever funding, volunteer resources, or staff time are required for a Main Street initiative, the Committee leading that initiative shall first obtain Board approval for the activities or projects they recommend. No Committee or Committee member may obligate the Advisory Board to any unbudgeted or unapproved financial obligation.
- C. Committees may be appointed by the Board to address special needs and to focus on aspects of the Program for which there is no existing committee.
- D. Committees shall meet at least quarterly, and at other times when called by the Committee Chair or by a minimum of three (3) members of the Committee. All Committee meetings shall be open to the public, with interested visitors made welcome – and when talent is offered, it shall be the duty of the Committee to put that talent to good use.

ARTICLE 8. CONFLICTS OF INTEREST

- A. Members of the Board shall serve without compensation. The Board and its Members shall have no authority to expend funds of the City or to place any obligation upon the City of Granger.
- B. No business deals, either overt or covert, that involve Main Street resources, personnel, or inside information, shall be made between any Board member and any other Board member, officer, Committee member, or member of the public.
- C. Board members shall vote on all items, except on matters involving direct personal interest, in which case the members shall abstain to avoid the appearance of impropriety and/or conflict of interest. Any Board member excused from voting shall announce their position at the commencement of consideration of the matter and shall refrain from participation in any discussion or debate on the matter.

ARTICLE 9. AMENDMENTS

- A. These By-laws can be amended, repealed or altered in whole or in part by the Granger City Council. Such correction(s) or change(s) may be placed on the City Council agenda only after first being approved by a simple majority of a Board quorum.
- B. These by-laws should be considered for review every three (3) years or more often as needed.

ARTICLE 10. DISSOLUTION

If the Granger Main Street program should ever be dissolved by the action of the Granger City Council, all funds and/or property of the Advisory Board shall be transferred and delivered to the City of Granger after satisfaction of outstanding debts and claims. The use of Advisory Board funds through dissolution shall be determined by the City Council and shall be directed entirely to the public welfare.

ARTICLE 11. ADOPTION

These By-Laws are effective upon approval by the Granger City Council. If any word, phrase, paragraph or section of these By-Laws is deemed unconstitutional or otherwise invalid, the same shall not affect the validity of this document, or any provision other than the part found to be invalid.

These By-Laws are recommended for approval at the December 10th, 2018 meeting of the Granger City Council and are adopted at the same meeting of Council, as attested by the signature of the Mayor.

Granger Mayor Trevor Cheatheam

Date