

# **BY-LAWS DEL RIO MAIN STREET PROGRAM**

## **ARTICLE I - Name, Vision, Mission**

### **Name**

The name of the organization shall be the Del Rio Main Street Program.

### **Vision**

Del Rio Main Street Program preserves and showcases historic downtown, the heart of our community. For the benefit of present and future generations, the Main Street district secures our heritage and a lively, pedestrian-friendly blend of commerce, entertainment, arts, and education.

### **Mission**

Interested and dedicated citizens throughout the community of Del Rio will collaborate with all levels of government, civic, and commercial organizations to forge partnerships honoring and realizing the Vision of Del Rio Main Street Program. By revitalizing and preserving the central business district, partners will work toward an improved quality of life for the whole city, creating an attractive, bustling destination for residents, tourists and travelers.

## **ARTICLE II - Goals**

### **Section 1**

1. Provide information, technical expertise, and funding sources for the restoration of historic buildings throughout the Main Street district.
2. Develop and maintain heritage tourism with nearby communities, chambers of commerce, the hospitality industry of Del Rio, arts, history, and cultural groups, and commercial and government-sponsored tourism organizations.
3. Attract new enterprises and expand businesses in the Main street district to foster full utilization of available "store fronts" and broaden the range of merchandise, services, and tourist opportunities.
4. Enhance the Main Street district with infrastructure improvements such as landscaping, vest pocket park development, improved pedestrian access and mobility, and aesthetic, informative signing.
5. Examine, plan, and implement re-shaped parking opportunities for shoppers, tourists, and businesses in the Main Street district.
6. Market these improvements to the Main Street district to broad audiences including tourists and the entire community of Del Rio. Position Downtown Del Rio as a destination opportunity in all travel planning, whether for an afternoon, overnight, or weekend.

**Section 2** It is the policy of the Del Rio Main Street Program to work in partnership with other historical and business organizations in the City, including (but not limited

to) the Del Rio Chamber of Commerce and the Val Verde County Historical Commission.

### ARTICLE III – Board of Directors

- Section 1 The City Council shall appoint **up to** nine (9) members to the Del Rio Main Street Program's Board of Directors (the "Board") at the recommendation of the existing Board. The number of directors may be increased or decreased from time to time by amendment of these Bylaws in accordance with the provisions of Article IX; *provided* that the number of directors shall never be less than three (3). Directors shall serve for a term of three (3) years with a maximum of two (2) successive terms.
- Section 2 If a vacancy on the Board should occur, then the vacant position shall be filled for the remainder of the term by appointment of the Board Chair with the approval of the **Board and the Del Rio City Council**.
- Section 4 If a director should miss three (3) consecutive meetings without having given prior notification to the Chair for his or her absence, their membership on the Board shall be terminated. The director's termination shall be made a part of minutes and notice of termination shall be sent to such director by the Secretary. Failure to notify such director shall not affect termination.
- Section 5 Ex-officio directors of the Board shall be a member of the Del Rio City Council, the Del Rio Chamber of Commerce and the Main Street Manager.
- Section 6 All directors of the Board shall serve on at least one of the four standing committees; Promotions, Economic Restructuring, Design or Organization.

### ARTICLE IV - Officers

- Section 1 Officers that shall be elected by the Board are Chair, Vice-Chair, Secretary, and Treasurer.
- Section 2 ***Nominations for these offices shall be made by a committee comprised of three (3) directors appointed by the Chair.*** Nominations shall be made and presented in writing to the general membership two weeks prior to the election. Nominations will also be accepted from the floor from any voting director, with the consent of the nominee. Elections shall be by written ballot unless there is only one candidate and a motion is made to elect by acclamation. For the purpose of elections of officers a quorum must be present. A majority of those present qualified to vote, and voting, shall constitute the election. Proxy or absentee voting will not be allowed in officer elections.
- Section 3 Officers shall be elected annually in September, with the term to begin in October, at the regular Board meeting. A person shall not be eligible to serve more than two (2) full consecutive terms in any one (1) office.
- Section 4 The Chair shall be the principal officer of the committee and shall:  
a. preside over all meetings, regular, special or called  
b. appoint all standing and special committee chairs, with approval of the Board  
c. be an ex-officio member of all committees
- Section 5 The Vice-Chair shall perform duties of the chairperson in his/her absence.

- Section 6      The Secretary shall record all minutes of meetings and events.
- Section 7      The Treasurer shall be in charge of the funds for the Del Rio Main Street Program.
- Section 8      An officer may resign the office while still retaining the membership on the Board by submitting a letter to the Chair, which shall be read into the minutes. Vacancies occurring in any office other than the Chair shall be filled for the remainder of the term by appointment of the Chair. In the case of resignation or inability of the Chair to serve the full term, the Vice-Chair, Secretary, and Treasurer shall succeed to that office in the order listed above.

**ARTICLE V - Committees**

- Section 1      The standing committees shall include, but not be limited to the following: Promotion Committee, Design Committee, Economic Restructuring Committee, and Organization Committee.
- Section 2      The Promotion Committee shall create a positive image of downtown in order to rekindle and maintain community pride in downtown. .
- Section 3      The Design Committee shall stress the importance of quality design in public and private buildings, storefronts, signs, public spaces, landscaping, merchandising, displays, and promotional materials, and to educate people about quality design and to expedite improvements in downtown.
- Section 4      The Economic Restructuring Committee shall strengthen Downtown' Del Rio's existing economic assets while diversifying its economic base.
- Section 5      The Organization Committee shall establish consensus and cooperation by building partnerships among the various groups that have a stake in Downtown Del Rio. - creating a neighbor plan
- Section 6      Chair may establish committees (task forces) as the need arises.

**ARTICLE VI - Financial Administration**

- Section 1      The fiscal term for the Del Rio Main Street Program coincides with that of the Del Rio City Council.
- Section 2      The proposed budget for the ensuing years shall be prepared by a budget committee and presented in writing to the Board two weeks prior to the September meeting. The Vice-Chair shall serve as the committee chair along with two appointed directors.
- Section 3      All funds disbursed by the Del Rio Main Street Program shall be by check, co-signed by the Chair and the Treasurer.
- Section 4      The Del Rio Main Street Program shall be authorized to accept gifts of money and other property from any source for use in the furtherance of its lawful purposes.

## **ARTICLE VII - Advisory Board Emeritus**

The Advisory Board Emeritus shall consist of former directors of the Del Rio Main Street Program. Members shall be approved by a two-thirds vote of the membership. Members of the Advisory Board Emeritus will have the opportunity to attend Board meetings and other functions in a non-voting capacity.

## **ARTICLE VIII - Meetings**

- Section 1 Regular meetings of the Board shall be held, at minimum, monthly, with a time, date, and place to be determined by the Board.
- Section 2 Special Meetings may be called by the Chair, provided there is sufficient time to notify all directors.
- Section 3 A quorum shall consist of a majority of the then acting directors.
- Section 4 The Board shall comply with the provisions of the Texas Open Meetings Act as they exist or as they may hereafter be amended.
- Section 5 Robert's Rules of Order shall govern meetings.

## **ARTICLE IX - Amendments**

- Section 1 These by-laws may be amended at any regular meeting by two-thirds vote of the Board membership.
- Section 2 Proposed amendments shall be submitted, in writing, a minimum of two (2) weeks prior to voting to the Board membership.