



BYLAWS FOR THE CITY OF HAPEVILLE, GEORGIA MAIN STREET PROGRAM

Adopted July 20, 2004

Amended July 18, 2005, September 19, 2005, January 26, 2009, December 27, 2017, August 22, 2018,
December 11, 2019, and March 11, 2020, May 13, 2020

Hapeville Main Street Board of Directors Mission Statement:

“The mission of the Hapeville Main Street Program is to promote, facilitate, enhance and encourage quality growth and development in Downtown Hapeville while preserving the City’s historic character and supporting a vibrant arts district.”

Hapeville Main Street Board of Directors Vision Statement:

“To provide an exceptional quality of life for the citizens and guests of Hapeville by supporting local business owners to create a vibrant downtown and cultural arts district while preserving the community’s history.”

Hapeville Main Street Board of Directors Goals and Objectives:

1. The Main Street Board of Directors will promote the downtown area.
 - a. Increase the number and quality of promotional material and events.
 - b. Solicit media coverage for the downtown area.
2. The Main Street Board of Directors will enhance the attractiveness of the downtown area.
 - a. Encourage historic building rehabilitations and façade improvements.
 - b. Increase downtown signage and landscaping.
3. The Main Street Board of Directors will support the economic restructuring in the downtown.
 - a. Launch an effective business recruitment and retention strategy.

ARTICLE I

Formation of Board

Section 1. Creation/Sponsors – These bylaws are instituted for the City of Hapeville’s local Main Street Program Board hence referred to as the Hapeville Main Street Board of Directors. These bylaws are the initial instrument in the organization and development of the Hapeville Main Street Program. These bylaws are derived from the Georgia Department of Community Affairs’ Office of Downtown Development’s Main Street Program suggestions for a local Main Street Board that reports to City Council.

Section 2. Purpose - The purposes for the Program are to stimulate downtown/neighborhood business district revitalization in Hapeville through organization (using the Community Transformative Strategies), economic vitality (encouraging cooperation and building leadership in the business community), promotion (creating a positive downtown image for living, shopping, and investing), and design (improving downtown appearance).

Section 3. Program Area - The Program area shall be that the geographic area indicated on the attached map [Exhibit A].

ARTICLE II

Board of Directors

Section 1. Number, Selection, Term - The Hapeville Main Street Board of Directors shall consist of nine (9) members, with three (3) members serving the following officer positions: President, Vice President, Treasurer and Secretary. Each member shall serve a three (3) year term. The Board shall have a minimum of five (5) members at all times. Upon expiration of the three (3) year term, a member may immediately re-apply and be re-appointed as a member of the Board.

Officers, President, Vice President, and Treasurer and Secretary shall serve a one-year term in those positions. Terms for all members and officers shall run January to January. All Board officers shall be required to attend Main Street 101 Training within their first year of service as an officer. It is required that all Board members attend training during their first year of service.

It is desirable that any President serve as a Board member for a minimum of one year prior to taking office. However, in the event no candidate can be found with that experience, the Board may elect a President who has served as a Board member for at least six (6) months and who has formal training in at least one Main Street Program seminar, and at least one of the following:

1. At least one year of active service as a Main Street volunteer,
2. At least one year of service as a member of the Hapeville Development Authority, -
3. At least one year of service as an elected City Council member; or
4. Previous fiscal and/or managerial experience.

Section 2. Qualifications of Board Members - Persons selected for appointment to the Board by Board members shall have interests and/or experience in economic revitalization of downtown areas or in historic preservation and be willing to actively participate. New Board members must be an owner or employee of business located in the Main Street district or a resident of Hapeville who has lived in the City for at least the prior six months.

Section 3. Board Authority - The Board's function is to provide leadership, advice and guidance to the City Council, the Development Authority, the local Main Street Manager, his/her staff and designated committee volunteers.

The Board must formulate an annual work plan and budget. Budgetary funding must consist of funding from the City Council, fundraising efforts, in-kind donations and other sources.

Section 4. Removal and Vacancy - If a vacancy occurs in the Board (other than a vacancy resulting from the normal expiration of a term of office) by death, resignation, removal or incapacity, the President of the Board, within six (6) months shall appoint a new member to fill the vacancy pending the approval by a majority of the existing Board. Any officer or Board member may be removed from his or her position by a two-thirds majority vote of the Board. Board members absent for three or more regular Board meetings in a calendar year, without reasonable excuse, shall be removed from the Board, effective the date of the next Regular Board meeting. The validity of the excuses shall be determined by a majority of the Board.

Section 5. Officer Elections - The officers of the Board shall be selected by Board members and appointed at the annual meeting. Officers shall consist of a:

1. President, whose duties include chairing all meetings of the Board, acting as a representative of the Board in functions requiring representation, and acting as a liaison with the Main Street Manager in facilitating the goals of the Program
2. Vice President, who shall assume all duties outlined for the President in his/her absence
3. Treasurer, who shall keep record of all income and expenses for the Main Street budget. Under the City Manager, the current Main Street Manager may serve as Treasurer. The Treasurer can be a non-voting member of the Board and may not be counted towards the presence of a quorum
4. Secretary, whose duties include recording the minutes at meetings of the Board, presenting said minutes to the President for review and acceptance by the Board, and maintaining Program records that result from Board meetings. The current Main Street Manager may serve as Secretary. The Secretary can be a non-voting member of the Board and may not be counted towards the presence of a quorum.

Section 6. Committees - The Board may, from time to time, create such ad hoc committees as are necessary to fulfill its functions in carrying out the purposes of the Program.

ARTICLE III

ADVISORY BOARD MEETINGS

Section 1. Annual Meeting - An annual meeting of the Board shall be held in each calendar year at such time and place as may be determined by the Main Street Manager and the President of the Board, for the purposes of electing officers. An annual meeting shall be considered a regular meeting.

Section 2. Regular Meetings - Regular meetings of the Board shall be held in accordance with State standards.

Section 3. Special Meetings - The Main Street Manager, President of the Board, or at least two members of the Board may call a special meeting of the Board.

Section 4. Quorum - A majority of the members of the Board shall be required in order to transact business. If a quorum is not present at any meeting of the Board, a majority of the members entitled to vote that are present shall adjourn the meeting until a quorum shall be present. The Treasurer shall not be counted towards the presence of a quorum.

Section 5. Notice - Written or electronic notice of every meeting of the Board stating the place, date, and hour of the meeting shall be given either personally or by mail/email to each member not less than seven (7) days before the date of the meeting. Attendance of a member at a meeting shall constitute a waiver of notice of such meeting and of all objections to the place, date, or hour of meeting, except when a member attends the meeting solely for the purpose of stating, at the beginning of the meeting, any such objection to the transaction of any business. Meetings and actions of the Board shall be fully subject to the provisions of the Georgia Open Records Act and public notice of meetings will be issued in a timely manner. Other interested parties shall be given such notice of meetings as the Main Street Manager and the Board shall deem appropriate.

Section 6. Voting - When a quorum is present at any meeting, the vote of a majority of the members present decides any question brought before such meeting, unless the question is one upon which the express provisions of law or these Bylaws require a different vote, in which case such express provisions shall govern and control. Each Board member shall at every meeting of the Board be entitled to one vote, except for the Treasurer who shall serve as a non-voting member of the Board.

ARTICLE IV

Conflict of Interest

Conflict of interest is a situation in which a person is in a position to derive direct financial benefit from actions or decisions made in their official capacity.

Section 1. Board members shall not use their position to influence the Board's decision or discussions where they have financial interest; or where there is an organizational responsibility or personal relationship interest which may result in a real or apparent conflict of interest.

Section 2. Board members shall disclose investments, interest in real property or business, and sources of income or gifts that may present a conflict of interest.

Section 3. The Board's determination of conflict of interest regarding a Board member's financial, organization or personal interest shall be final and not subject to review. All disclosures will be a part of the record.

Section 4. Members shall recuse themselves from any discussion or official action taken by the Board concerning any item in which he or she has a conflict of interest.

Section 5. No Member may vote upon or participate in deliberations of the Board of Directors with regard to any contract made or entered into by Main Street with any other body, agency, board, person or entity of which such Member is a member, officer, director, shareholder, partner, joint venture, employee, or independent contractor.

ARTICLE V

Hapeville Main Street Manager

Section 1. Overview - The Main Street Manager shall provide monthly reports in brief and a full written annual report to the Georgia Department of Community Affairs' Office of Downtown Development, the Board and to all committees. The Main Street Manager will also serve as a liaison between the State office, the Board and the committees.

ARTICLE VI

Amendments

Section 1. These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a two-thirds vote of the Board at any regular or special meeting. Written notice of any proposed amendment, alteration, or repeal of Bylaws must be delivered to members not less than seven days before the date of the meeting.

Amendments

1. AMENDMENT 2005-7-18.1

To amend Article II Section I to: "require all Board Officers to attend Main Street 101 Training within their first year of service as an officer and to highly recommend all board members attend training during their first year of service.

2. AMENDMENT 2005-9-19.2

To amend Article II Section 1 to: "It is desirable that any president serve as a board member a minimum of one year prior to taking office. However, in the event no suitable candidate can be found with that experience, the board may elect a president with at least six (6) months Main Street Board membership and formal training in at least one Main Street Program seminar, and at least one of the following:

1. At least one year of active service as a Main Street volunteer, or
2. A year of service as a member of the Hapeville Development Authority, or
3. A year of service as an elected City Council member

3. AMENDMENT 2009-1-26.3

To amend Article II, Section 1 to: “The Hapeville Main Street Board of Directors shall consist of 9 members, with 4 members serving the following officer positions: President, Vice President, Finance Chair and Secretary. Each member shall serve a three-year term. Upon expiration of the three-year term, a member may immediately re-apply and be re-appointed as a member of the Board. Each officer shall serve a one-year term. Terms for all members and officers shall run January to January.

All Board officers shall be required to attend Main Street 101 Training within their first year of service as an officer. It is highly recommended that all Board members attend training during their first year of service.

It is desirable that any President serve as a Board member for a minimum of one year prior to taking office. However, in the event no candidate can be found with that experience, the Board may elect a President who has served as a Board member for at least six (6) months and who has formal training in at least one Main Street Program seminar, and at least one of the following:

1. At least one year of active service as a Main Street volunteer, or
2. At least one year of service as a member of the Hapeville Development Authority, or
3. At least one year of service as an elected City Council member

To amend Article II Section 4 to: “If a vacancy occurs in the Board (other than a vacancy resulting from the normal expiration of a term of office), the President of the Board shall appoint a new member to fill the vacancy pending Board approval. Any officer or Board member may be removed from his or her position by a two-thirds majority vote of the Board. Board members absent for three or more Board meetings, without reasonable excuse, shall be removed from the Board.”

To amend Article II Section 5 to: “Officer Elections. The officers of the Board shall be selected by Board members and appointed at the annual meeting.” To amend Article II Section 5 C to: “Finance Chair, who shall keep record of all income and expenses for the Main Street budget. The current Main Street Manager, under the guidance of the City Finance Director, shall serve as the Finance Chair. The Finance Chair shall be a nonvoting member of the Board and shall not be counted towards the presence of a quorum.” To amend Article III Section 2 to: “Regular Meetings. Regular meetings of the Board shall be held at least quarterly and when deemed necessary by the Main Street Manager, in conjunction with the President of the Board.”

To amend Article III Section 4 to: “Quorum. A majority of the members of the Board shall be required in order to transact business. If a quorum is not present at any meeting of the Board, a majority of the members entitled to vote that are present shall adjourn the meeting until a quorum shall be present. The Finance Chair shall not be counted towards the presence of a quorum.”

To amend Article III Section 6 to: “Voting. When a quorum is present at any meeting, the vote of a majority of the members present decides any question brought before such meeting, unless the question is one upon which the express provisions of law or these Bylaws require a different vote, in which case such express provisions shall govern and control. Each Board member shall at every meeting of the Board be entitled to one vote, with the exception of the Finance Chair who shall serve as a non-voting member of the Board.”

To amend Article IV Section 3 to: “Members shall recuse themselves from any discussion or official action taken by the Board concerning any item in which he or she has a conflict of interest.”

Article, VI Section 1.to: “These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority of the Board at any regular or special meeting. Written notice of any proposed amendment, alteration, or repeal of Bylaws must be delivered to members in advance of the meeting.”

4. AMENDMENT 2017-11-29.4

To amend Hapeville Main Street Board of Directors Vision Statement to: “To provide an exceptional quality of life for the citizens and guests of Hapeville through a vibrant downtown and cultural district while preserving the community’s history.”

To omit, under Hapeville Main Street Board of Directors Goals and Objectives: “4. The Main Street Board of Directors will establish credibility.

- a. Maintain an accurate record of the Main Street Program’s past, present and future accomplishments.
 - i. Submit month-end and annual reports to Department of Community Affairs and City Council.
 - ii. Formulate a yearly budget and timeline for project implementation.”

To omit the word advisory from Article I.

To omit Article 1, Section 2: “Purpose. The purposes for which this Board is created include:

1. Facilitate and encourage the development, redevelopment, and improvement of downtown areas in Hapeville, Georgia.
2. Support of local Main Street projects in the City by providing economic development, design assistance, business consultation, and monitoring.
3. Advise in selection of a Main Street Manager for the City.
4. Assist in the establishment and selection of local Main Street committees including, but not limited to: Downtown Design, Economic Restructuring, Promotion, Nomination and Parking/Transportation.
5. Promote historic preservation and planning in the downtown.
6. Utilize the Department of Economic Development as a resource center for the City in downtown revitalization techniques and to provide advice and technical assistance whenever possible to downtown property owners and tenants.
7. Attend, conduct and/or sponsor seminars and other educational programs concerning development, redevelopment and improvement of downtown areas.
8. Promote and encourage the implementation of more effective, comprehensive legislative and financing techniques and devices that will further the revitalization of downtown areas.”

To insert Article I, Section 2 to: “*Section 2.* The purposes for the Program are to stimulate downtown/neighborhood business district revitalization in Hapeville through organization (using the Community Transformative Strategies), economic vitality (encouraging cooperation and building leadership in the business community), promotion (creating a positive downtown image for living, shopping, and investing), and design (improving downtown appearance).

To amend Article I, Section 3 to: “Program Area - The Program area shall be that the geographic area indicated on the attached map [Exhibit A].”

To amend in Article II, Section 1; Section 5 the title Finance Chair to Treasurer.

To amend in Article II, Section 3 to: “The Board’s function is to provide leadership, advice and guidance to the City Council, the Development Authority, the local Main Street Manager, his/her staff and designated committee volunteers.”

To amend Article II, Section 4 to: “*Removal* – If vacancy occurs in the Board (other than a vacancy resulting from the normal expiration of a term of office), the President of the Board shall appoint a new member to fill the vacancy pending Board approval. Any officer of Board member may be removed from his or her position by two-thirds majority vote of the Board. Board members absent for three or more Regular Board meetings in a calendar year, without reasonable excuse, shall be removed from the Board, effective the date of the next Regular Board meeting.

To amend in Article II, Section 5 the title Finance Chair to Treasurer.

To amend in Article II, Section 5 to: Secretary, whose duties include recording the minutes at meetings of the Board, presenting said minutes to the President for review and acceptance by the Board, and maintaining Program records that result from Board meetings. The current Main Street Manager may serve as Secretary. The Secretary can be a non-voting member of the Board and may not be counted towards the presence of a quorum

To amend Article III, Section 1 to: “*Annual Meeting* An annual meeting of the Board shall be held in each calendar year at such time and place as may be determined by the Main Street Manager and the President of the Board, for the purpose of electing officers. An annual meeting shall be considered a regular meeting.”

To amend Article III, Section 2 to: “*Regular Meetings* - Regular meetings of the Board shall be held in accordance with State standards.”

To amend Article III, Section 3 to: “*Special Meetings* – The Main Street Manager, President of the Board, or at least two members of the Board may call a special meeting of the Board.”

To amend Article III, Section 4; Section 6 to change the title of Finance Chair to Treasurer.

To amend Article V, Section 1 to: “*Section 1. Overview* - The Main Street Manager shall provide monthly reports in brief and a full written annual report to the Georgia Department of Community Affairs’ Office of Downtown Development, the Board and to all committees. The Main Street Manager will also serve as a liaison between the State office, the Board and the committees.”

To amend Article VI, Section 1 to: “These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a two-thirds vote of the Board at any regular or special meeting. Written notice of any

proposed amendment, alteration, or repeal of Bylaws must be delivered to members not less than seven days before the date of the meeting.”

5. AMENDMENT 2020-3-11

To amend Article IV, Section 1 to “Board members shall not use their position to influence the Board’s decision or discussion where they have financial interest; or where there is an organizational responsibility or personal relationship interest which may result in a real or apparent conflict of interest.”

To amend Article IV, Section 2 to “Board members shall disclose investments, interest in real property or business, and sources of income or gifts that may present a conflict of interest.

To amend Article IV, Section 3 to “The Board’s determination of conflict of interest regarding a Board’s financial, organization or personal interest shall be final and not subject to review. All disclosures will be a part of the record.”

To add Article IV, the definition of conflict of interest, which reads: “Conflict of interest is a situation in which a person is in a position to derive direct financial benefit from actions or decision made in their official capacity.”

To add, Article IV, Section 4 to read “Members shall recuse themselves from any discussion or official action taken by the Board concerning any item in which he or she has a conflict of interest.”

To add, Article IV, Section 5 to read “No Member may vote upon or participate in deliberations of the Board of Directors with regard to any contract made or entered into by Main Street with any other body, agency, board, person or entity of which such Member is a member, officer, director, shareholder, partner, joint venture, employee, or independent contractor.”