



**BYLAWS  
DOWNTOWN BRYAN ASSOCIATION**

**ARTICLE I - NAME**

*Section I. Name.* The name of this organization shall be Downtown Bryan Association, Inc. a non-profit corporation incorporated under the laws of the State of Texas.

**ARTICLE II - PURPOSES**

*Section I. Purposes.* The mission of this association is to create, cultivate and showcase the commerce, culture, and community of Historic Downtown Bryan by preserving the past and building a vibrant future. The purpose of this association will be to promote Downtown Bryan while maintaining and building on the Historic Significance of this business corridor through a three step method:

**A. ORGANIZATION**

To establish consensus and cooperation by building partnerships among different groups that must work together to improve downtown: merchants, property owners, city officials, professionals, chamber members and individual citizens.

**B. PARTNERSHIPS**

To encourage appropriate, high quality design in the maintenance, renovation and reuse of downtown buildings; to plan and promote infrastructure improvements as well as to strengthen downtown's existing economic base and to identify market needs and develop programs to meet those needs; to expand the downtown commercial district to meet new opportunities and challenges from outlying development by facilitating discussions between interested parties.

**C. PROMOTION**

To create a positive image of Downtown by developing special events, festivals and promotions; to market the traditional commercial district's assets to customers, potential investors, new businesses, local citizens; to promote downtown as a tourist destination through marketing and advertising.

**ARTICLE III - BOARD OF TRUSTEES**

*Section I.*

A. The Downtown Bryan Association Board may have up to fifteen (15) voting Trustees.

B. Discrimination on the basis of race, color, religion, sex, national origin, age, handicap, political affiliation or belief is prohibited. Representation of consumers in poverty areas is deemed essential; as is the selection of representatives of the most interested groups and other dedicated leaders of the community as a whole.

*Section II. Board of Trustees Membership*

- A. All Board of Trustees shall be in good standing with regard to membership requirements and dues established under Article VII.
- B. Membership shall be divided into three classes:
1. Property Owners within Downtown Bryan
  2. Merchants and Business Owners within Downtown Bryan
  3. Community Representatives, especially from financial institutions, Chamber, Civic Institutions, Historic Preservation Associations, and interested citizenry.
- C. Property Owners and Merchant/Business Owners may serve consecutive terms as long as they remain property owners or merchants/business owners within Downtown Bryan.
- D. The DBA Trustee term is three years, (beginning with the establishment of the Downtown Bryan Association in 2010), with two consecutive terms possible. Once six years has elapsed, a member may not serve on the Board in any capacity for one full year, after which they may serve another six consecutive years.
- E. No trustee may participate in the selection, award, or administration of a subcontract supported by funds if: (1) the trustee, (2) any member of the immediate family, (3) the trustee's partner, (4) any organization which employs or is about to employ any of the above, has a financial interest in the firm or person selected to perform the subcontract, (5) no trustee may be employed by the DBA during their service on the Board or for twelve months following their services as a trustee.
- F. The City of Bryan shall have one (1) ex-officio member represented on the Board of Trustees, appointed/selected by the Bryan City Council or their designee.
- G. The Bryan-College Station Convention & Visitors Bureau shall have one (1) ex-officio member represented on the Board of Trustees, appointed/selected by the CVB Board or their designee.

*Section III. Vacancies within the Board of Trustees*

- A. If the Nominating Committee puts forth a former Trustee as candidate, the former Trustee must have vacated the position for at least one year.
- B. The Nominating Committee shall be comprised of five (5) active members of the DBA and appointed to that Committee by the Executive Committee. The membership will vote by secret ballot annually at the general assembly meeting on the slate for the Board of Trustees brought forth from the Nominating Committee.
- C. Any person, whether appointed or selected, who thus fills a vacancy, shall serve for the unexpired term of his predecessor.
- D. A Nominating Committee may be convened annually to consider vacant positions on the DBA Board. If vacancies arise in the interim, the Chairman, in consultation with the Executive Committee, may make appointment(s) to fill the remaining term(s).
- E. If a Board Trustee, appointed to fill a vacancy, serves less than half of a three year term, the member would be eligible to serve up to two three-year terms, if elected after their appointed term expires.
- F. The Executive Committee may appoint board members to fill the remaining terms of any vacant officer positions.

G. To maintain balance in the makeup of the Board, the following formula may be followed: five Trustees be merchants; five Trustees be property owners in the City of Bryan or professionals working in Downtown Bryan; and five be members of the wider B/CS community with interest in the historical and cultural aspects of Downtown Bryan.

H. The first meeting in January is designated as the “Annual Board of Trustee Meeting”. At such time new board members would “officially” begin their terms and retiring members would complete their terms.

*Section IV. Removal of Members of the Board of Trustees*

A. Three consecutive and unexplained absences at regular meetings by a Trustee shall justify due cause for removal from office by the Chairman who shall, within 30 days after the last absence, notify such member of his/her removal as a Trustee. Absences must be explained in writing to the Chairman of the Board within 30 days after each absence.

B. At any Board of Trustees meeting, a motion may be made to remove a Trustee by another Trustee. Such motion must have a majority vote to pass. Notification for this meeting will follow established DBA procedure. Conduct at this meeting will be governed by the established rules of the DBA. Removal of the officer shall require a two-thirds vote of the Board of Trustees present. The officer in question shall not vote or preside at this meeting.

*Section V. Compensation.* Trustees are not entitled to compensation for their service on the Board. Reimbursement of reasonable and necessary expenses incurred by a trustee in carrying out his/her duties is allowable.

**ARTICLE IV - MEETINGS**

A. The Board of Trustees shall meet at least once every twelve (12) weeks. Written notice of the date, time, place, and proposed agenda of the meeting shall be distributed prior to the monthly meeting via email, USPS, and/or public postings.

B. Except as specifically provided, every regular, special, or called meeting of the Board of Trustees shall be open to the public and follow the Texas Open Meeting Act, as the law dictates. Closed or executive sessions of the Board may be held for the following purposes:

1. Consultation between the Board and its attorney in those instances in which the Board seeks the attorney’s advice with respect to pending or contemplated litigation, settlement offers, and other matters where the duty of the attorney to their client requires confidentiality.
2. Discussion with respect to the purchase, exchange, lease, or value of real property, negotiated contracts, and prospective gifts or donations to the organization, when such discussion, if made public, would have a detrimental effect on the negotiating position of the organization.
3. Discussion with respect to the matter involving the appointment, employment, evaluation, reassignment, duties, discipline, or dismissal of an officer or employee or to hear complaints or charges against such officer or employee, unless such officer or employee requests a public session.
4. Discussion with respect to any matter specifically made confidential by law or regulation.

Whenever any deliberations or any portion of a meeting is closed to the public as permitted above, no final action, decision or vote with regard to that matter shall be made except in a meeting open to the public.

C. Special meetings of the Board of Trustees may be held from time to time at such times as shall be designated in a call by the Chairman; and such special meetings shall also be called by the Chairman upon written application

signed by at least two-thirds of the Trustees then in office stating the purpose for which the meeting is designed. Notice of special meetings shall be disseminated (email or USPS) 5 days before such meeting.

D. A quorum shall consist of at least 51 percent of the majority of Board of Trustees voting membership, excluding vacant positions. A motion may be adopted only if it receives the votes of at least a majority of the members present at a properly called meeting where there is a quorum present. Trustees present by proxy (if the article of incorporation or bylaws allow proxies) may not be counted toward a quorum, TEX.REV.CIV.STAT.ANN. ARTICLE 1396-2.17(B).

E. Meetings shall be conducted in accordance with Texas Law. A standard agenda will be prepared and followed at the meeting.

F. The Board shall keep written minutes of each open meeting which shall include a record of the members present by category and the votes on all motions. Minutes of the previous meeting shall be distributed to the Board members before the next meeting. The minutes shall be made available to the public upon request.

G. Use of alternates and proxy voting prohibited.

#### **ARTICLE V - OFFICERS**

A. The officers of the Corporation shall be a Chairman, a Vice Chairman, a Secretary, and a Treasurer of the Board of Trustees.

B. Each officer shall be selected by the Board of Trustees at its Annual Meeting for a term of one year.

C. The Board of Trustees may remove any officer from office at any time by vote of two-thirds of the entire membership of the Board of Trustees in accordance with procedures outlined in these Bylaws.

#### **ARTICLE VI - EXECUTIVE COMMITTEE**

A. The Executive Committee shall be composed of five (5) members, including all of the officers, and the remainder to be appointed by the Chairman of the Board of Trustees. The Chairman of the Board shall serve as Chairman of this committee.

B. All vacancies occurring in the Executive Committee shall be filled in the same manner as the original appointments; that is, appointment by the Chairman, and from the same category of membership as the retiring member, and said replacement will serve out the remaining unexpired term.

C. A simple majority will constitute a quorum.

D. At the discretion of the Chairman, meetings of the Executive Committee may be called as needed to transact business essential to the corporation. The Executive Committee shall transact routine and ordinary business between meetings of the full board.

#### **ARTICLE VII - MEMBERSHIP**

*Section I.* Membership levels and rates shall be annually reviewed and set by the Board of Trustees.

*Section II. Dues.* Dues will be established based upon Membership category, with specific dues amounts being set six months prior to changes in dues rates. New rates will be provided to all existing members within 30 days after rates are adopted.

*Section III. Committee Representation.* Standing Committees will be as follows:

- Executive
- Downtown Arts and Culture Association (DACA)

#### **ARTICLE VIII - OTHER COMMITTEES**

- A. The Board of Trustees shall have the authority to establish such additional standing committees as are deemed necessary to carry on the work of the Corporation.
- B. The Board of Trustees shall have the authority to establish such advisory committees and special committees as are deemed reasonably necessary for the most effective operation of the Corporation.
- C. The members of such advisory committees and special committees shall be appointed by the Chairman.
- D. All such additional standing committees, advisory committees, and special committees as may be established under this Article shall operate and function under, and subject to, the other provisions set forth in these Bylaws applicable to committees; provided, however, that advisory committees and special committees shall automatically expire when the stated purpose or goal necessitating their establishment has been accomplished, unless the Board of Trustees has extended the life of a committee prior to such expiration of its term and has assigned to it further duties.
- E. The Chairman of the Board of Trustees and the Executive Director shall be an ex-officio member of all committees established under the Section, except advisory committees. For the purpose of these Bylaws, an ex-officio member has the right, but not the duty, of participating in the work of the committees, but has no vote.
- F. No committee, other than the Executive Committee, established under these Bylaws or which may be established in the future under the provisions contained in these Bylaws shall have the authority to bind the Association in any way or to commit or obligate it in any manner unless expressly authorized by the Board of Trustees. In the absence of such express authority all committees shall report their findings and recommendations to the Board of Trustees for the Board's action. All action taken by committees pursuant to the express authority of the Board of Trustees as herein above set out shall nevertheless be presented to the Board of Trustees for ratification as soon after such action is taken as it is practicable.
- G. A Board Member appointed to and accepting membership upon any committee shall accept such appointment with the understanding that regular attendance at committee meetings is essential.

#### **ARTICLE IX - EMPLOYEES**

- A. The Board of Trustees shall employ an Executive Director. The Executive Director shall administer the policies and programs which are determined by the Board of Trustees and shall supervise and be responsible for the entire staff of the Association.
- B. The Executive Director shall be an Ex-officio member of the Board.

#### **ARTICLE X - FISCAL AFFAIRS**

- A. Disbursement of Corporation funds shall be made only by written drafts, with the exception of petty cash.
- B. Drafts, warrants, and accounting responsibility shall be centralized in the Administrative Office of the DBA.
- C. The books and financial affairs shall be audited each year by an auditing agency to be designated annually by the Executive Director or by a funding agency.

D. The Board of Trustees will adhere to all financial accounting procedures and policies requested by all funding agencies.

**ARTICLE XI - RELATIONSHIPS**

It shall be the practice and spirit of the DBA to cooperate with the programs, policies and procedures of the Federal, State and local governments in the pursuit of its goals.

**ARTICLE XII - AMENDMENTS**

The Bylaws of the Corporation may be amended at any regular meeting of the Board of Trustees by the vote of the majority of all the Trustees present. A notice of any proposed amendment shall be submitted and distributed to each member at least 30 days prior to the meeting at which it is to be presented for consideration.

**ARTICLE XIII - RULES OF ORDER**

The conduct of meetings of the DBA shall be governed by consensus with Robert's Rules of Order as needed as determined by the chair.

**ARTICLE XIV - DISSOLUTION OF THE CORPORATION**

Dissolution of this corporation shall be in compliance with the laws of the State of Texas and that upon dissolution all the assets are to be transferred to the State of Texas or to an educational, charitable, or other similar organization that is qualified as a charitable organization under Section 501(c)(3), Internal Revenue code of 1986 as amended.

Approval of the Downtown Bryan Association, Inc., BYLAWS

The Downtown Bryan Association, Inc. is governed by the attached Bylaws.

---

Ben Hardeman  
CHAIRMAN  
BOARD OF TRUSTEES  
on this day, 16th, the month of January, 2014.