

BYLAWS OF
NEW BRAUNFELS DOWNTOWN BOARD
FOR THE CITY OF
NEW BRAUNFELS, TEXAS

ARTICLE I

Name

The name of this organization shall be the New Braunfels Downtown Board ("NBDB").

ARTICLE II

Purposes

The purposes for which this Board is organized are to stimulate downtown economic development in New Braunfels, Texas by following the ~~Texas Main Street Program~~ National Main Street Center's Four-Point Approach; encouraging cooperation and building leadership in the business community; creating a positive image for downtown by promoting the downtown as an exciting place to live, shop, work and invest; guide and assist in improving the downtown appearance; to champion implementation of the Downtown Implementation Plan; to receive, administer and distribute funds in connection with any activities related to the purposes stated herein; and to take all other actions and activities that implement and advance the purposes stated herein.

ARTICLE III

Membership

Section 3.1 Appointments

The NBDB shall be composed of eleven (11) members who shall be appointed by the City Council of the City of New Braunfels ("City Council"). The Downtown Development Coordinator shall serve as staff liaison for the City of New Braunfels, but shall not have a vote. ~~The current (March 2015) board roster of seventeen (17) members will be reduced to eleven (11) through voluntary resignations as terms expire and attendance violations.~~ The members are appointed, to the extent available in the community, by the City Council as described in Section 3.2.

Section 3.2 Qualifications

A member of the NBDB shall have a known and demonstrated interest, knowledge or expertise relevant to the development and revitalization of Downtown. No business or professional interest shall constitute a majority membership of the board. The board shall be composed of the following:

(1) Four (4) members from the following with a maximum of one (1) designated representative per entity: Comal County, Schlitterbahn Water Park, New Braunfels Chamber of Commerce Board, New Braunfels Convention and Visitors Bureau Board, Downtown Association (DTA), Historic Landmark Commission (HLC), Planning Commission, New Braunfels Industrial Development Corporation (4B Board), New Braunfels Economic Development Foundation Board, Main Street Partners, or any recognized arts and heritage organization,

(2) Five (5) Downtown property owners or business owners (Downtown New Braunfels shall be defined as the area ~~encompassed by the designated Main Street District and the Downtown Implementation Plan area depicted in Exhibit A~~) or residents of the Downtown Residential Area (Exhibit ~~AB~~). No more than one member shall represent a single business.

(3) Two (2) members at large selected from within the New Braunfels City limits

Applicants to the NBDB shall demonstrate qualifications for their designated position to the City Secretary prior to appointment. City Council will consider nominations from the qualified applicants. If a member does not retain the said qualification during his or her term, such failure shall constitute a resignation from the Board. By filing an application with the City Council each applicant agrees to abide by these bylaws, ordinances, rules and regulations of the City of New Braunfels (including its Code of Ethics) and county, state and federal laws, rules and regulations related to the activities of the NBDB and further agrees to participate in committee work, required trainings, and volunteer activities of the NBDB.

Section 3.3 Terms

The initial term for each Board member shall be for three (3) years with one-third (1/3) of the NBDB rotating off each year. ~~Upon achieving a board roster of eleven (11) members, term limits will be randomly assigned to ensure that one-third (1/3) of the NBDB will rotate off each year.~~

Section 3.4 Resignations

Any member resigning shall submit a letter of resignation to the Chair of the NBDB and the City Secretary's Office. The City Council will be notified by the City Secretary's Office of such resignation with a request that a new member be appointed.

Section 3.5 Attendance

A member of the NBDB shall be assumed to have resigned his or her position as a member of the NBDB thereby forfeiting his or her unexpired term of office if he or she accrues three (3) consecutive unexcused absences or a total of any four (4) unexcused absences during a calendar year, not including special or committee meetings, provided that said meetings were posted in accordance with the Texas Open Meetings Act at least 72 hours in advance of the meeting. An excused absence shall be determined by a majority vote of a quorum of the board. The Downtown Development Coordinator shall notify the membership and the City Secretary's Office of such resignation. The City Council will be notified by the City Secretary's Office of such action with a request that a new member be appointed to the NBDB with the

understanding that nothing contained herein shall be construed as limiting City Council's appointment or reappointment of any individual.

ARTICLE IV

Officers

Section 4.1 Election of Officers

On or before June 1 after the new members have been appointed by City Council, the NBDB with a quorum in attendance shall elect from its members a Chair and Vice-Chair.

Section 4.2 Term of Office

Each officer shall hold his or her office for one (1) year. All resignations from an office shall be submitted in writing to the Chair. Any resignation or removal from the NBDB shall constitute a resignation from an office. Officers cannot serve in the same position for more than three (3) consecutive terms. No member may serve in more than one officer position at a time.

Section 4.3 Duties of Officers

Section 4.3.1 Chair

The Chair shall preside and participate at all meetings of the NBDB, shall recruit and approve standing and special committee chairs, and shall have voting power.

Section 4.3.2 Vice-Chair

The Vice-Chair shall assist the Chair as needed and shall serve as the presiding officer in the absence of the Chair. The Vice-Chair shall have the right to vote on all issues that come before the NBDB.

Section 4.4 Vacancies

Any vacancy in an office shall be filled by the NBDB at its next regular or special meeting.

ARTICLE V

Meetings

Section 5.1 Date, Time and Place of Meetings

The NBDB shall meet on the third Tuesday morning of months January through December at 8:30 o'clock A.M. Meetings shall be held in the municipal building of the City of New Braunfels unless notice of a different location is given. The NBDB may change the meeting day, time and place upon a majority vote of a quorum.

Section 5.2 Open Meetings

All meetings shall be held in accordance with the Texas Open Meetings Act.

Section 5.3 Special Meetings

The Chair or one-third (1/3) of the Members of the NBDB may call a special meeting of the NBDB with at least five (5) days written notice to all members specifying the purpose of such meeting.

Section 5.4 Quorum

A majority of the members of the NBDB shall constitute a quorum.

ARTICLE VI

Committees

Section 6.1 Standing Committees

~~The following shall be standing committees if the Board: Design, Promotion, Economic Restructuring and Organization.~~ The Board may create ~~additional~~ standing committees and shall delineate the duties of such committees. In consultation with Standing Committee Chairs, the Chair shall recruit and approve members from the NBDB and interested residents of the City of New Braunfels to be members of the Standing Committees. Each Standing Committee shall have a member or members from the NBDB. The rules governing the conduct of the NBDB's meetings shall also govern those of the Standing Committees.

Section 6.2 Special Committees

The Board may create special committees with limited purposes or goals to perform specific functions and activities specified by the Board. At the beginning of each calendar year the Board shall determine if any Special Committees then in existence need to continue the work assigned to them. The Chair shall recruit and approve members from the Board and interested residents of the City of New Braunfels to be members of the Special Committees. The rules governing the conduct of the Board's meetings shall also govern those of the Special Committees.

ARTICLE VII

Procedures

Section 7.1 Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the NBDB in all cases in which they are applicable and in which they are not inconsistent with these bylaws. The NBDB shall conduct themselves in accordance with the City Charter of the City of New Braunfels and the laws of the State of Texas.

Section 7.2 Notices

Any notice required herein shall be given in writing and shall be given when deposited in the U.S. mail, by facsimile, e-mail, or personal delivery.

ARTICLE IIX

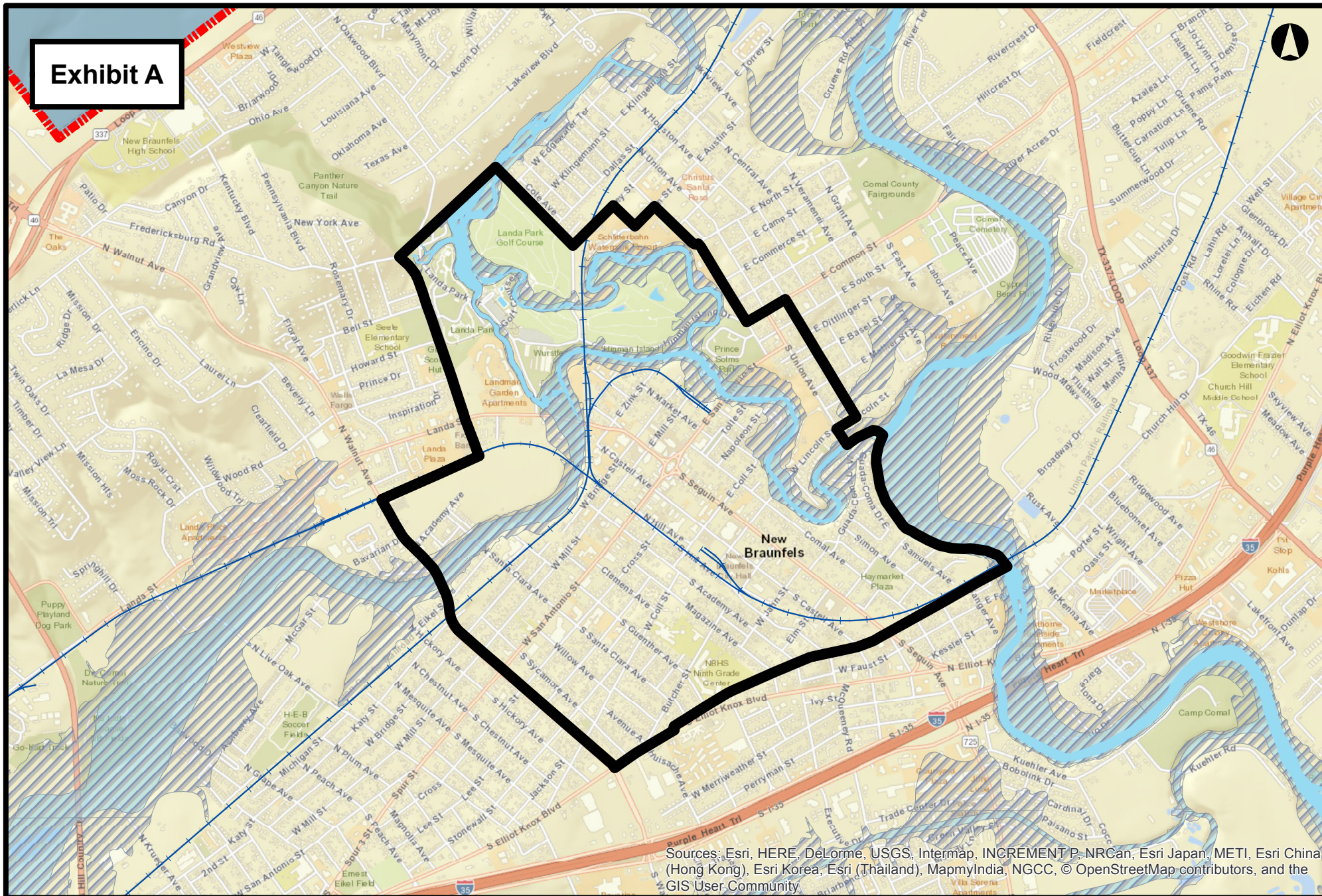
Amendment to Bylaws

These bylaws may be amended at any regular or special meeting of the NBDB by a quorum and provided that all of the members were given fifteen (15) days prior written notice of the amendment. No amendment adopted by the DDB shall become effective until approved by the City Council.

ADOPTED this _____ day of _____, 201~~8~~⁵.

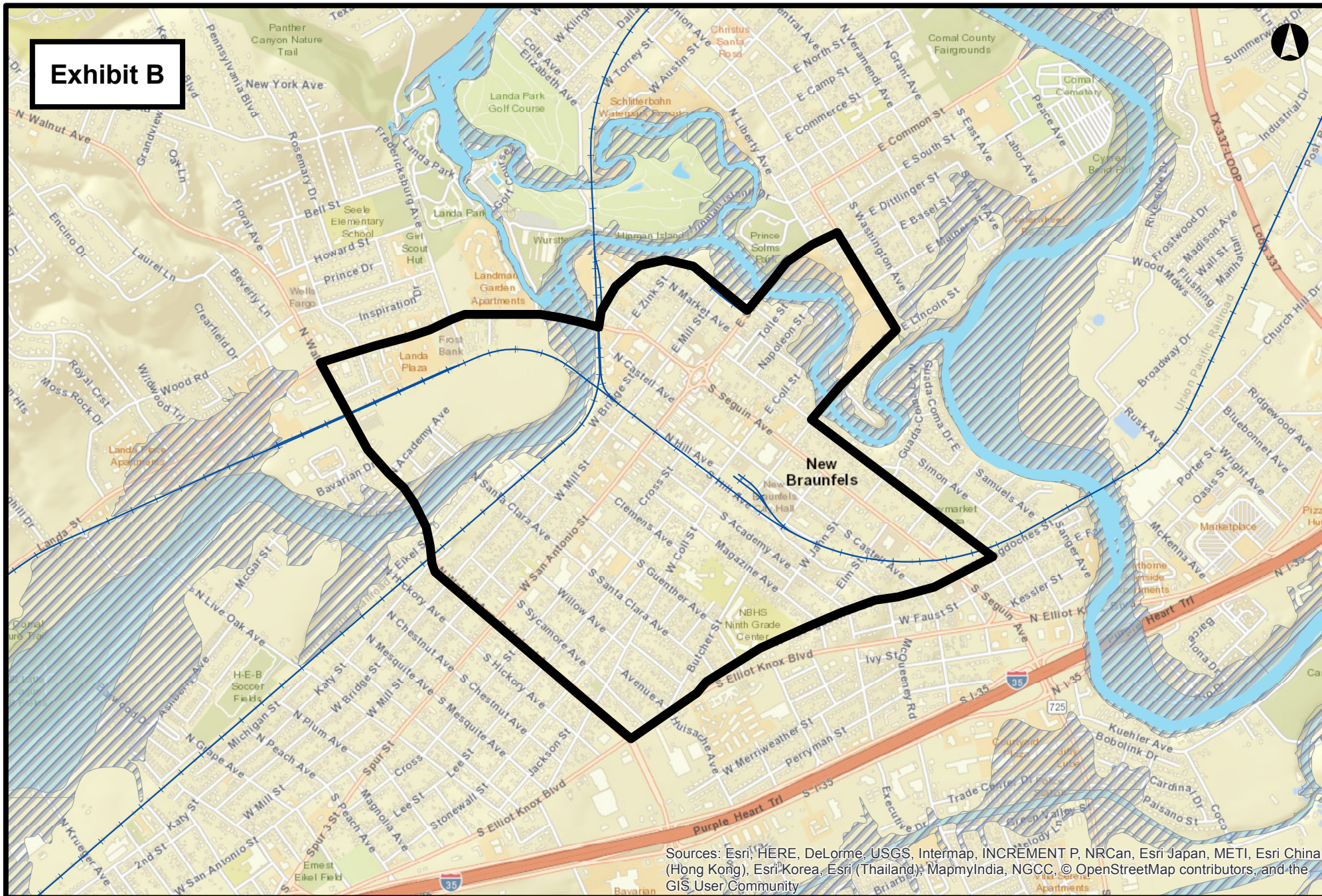
Chair

Exhibit A



Sources: Esri, HERE, DeLorme, USGS, Intermap, INCREMENT P, NRCan, Esri Japan, METI, Esri China (Hong Kong), Esri Korea, Esri (Thailand), MapmyIndia, NGCC, © OpenStreetMap contributors, and the GIS User Community

Exhibit B



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