

BYLAWS OF THE
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 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") as described in Section 3.2. The City Manager will appoint a department or staff person to serve as this Board's staff liaison.

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 (LHC), 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 representatives, or business owners or representatives (Downtown New Braunfels shall be defined as the area depicted in Exhibit A), or residents of the Downtown Residential Area (Exhibit B). No more than one member shall represent a single business, and
3. Two (2) members at large who reside within the New Braunfels city limits

Applicants for membership on the NBDB shall demonstrate qualifications for their designated position to the City Secretary through the application process as outlined on the City's official website. City Council will consider nominations from the pool of qualified applicants. 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 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.

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.

If a member does not retain membership qualifications during his or her term, such failure shall constitute a resignation from the Board. The open position will be filled through City Council approval and using the existing pool of eligible applicants. If no suitable or eligible application is on file, The City Council may reopen the application process.

Section 3.5 - Attendance

Members of the NBDB are expected to attend meetings regularly. Members absent for 50% of the regular meetings occurring between June 1 – May 31 (following year) will be removed from the Board. The City Council will be notified by the City Secretary's office of such action with the request that a new member be appointed to the NBDB.

ARTICLE IV: Officers

Section 4.1 - Election of Officers

Each year, after June 1st and after City Council has appointed new Board members, the NBDB shall hold a meeting with at least a quorum and elect a Board Chair and Vice-Chair

Section 4.2 - Term of Office

Each officer shall hold his or her officer role for one (1) year. All resignations from any officer position shall be submitted in writing to the designated staff liaison for the NBDB. Any resignation or removal from the NBDB shall constitute a resignation from an officer role. 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 officer role shall be filled by the NBDB at its next available scheduled meeting.

ARTICLE V: Meetings

Section 5.1 - Date, Time and Place of Meetings

THE NBDB shall meet on the third Tuesday morning at 8:30 AM, at a meeting frequency as approved by a quorum of the Board in June of every calendar year. Meetings shall be held at City Hall in the Tejas Room unless notice of a different location is given in accordance with the Texas Open Meetings Act. 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. Notice of all meetings shall be posted by Staff Liaison in support of the NBDB, with at least 72 hours advance notice.

Section 5.2 - 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 quorum shall be 6 members of the Board, which is a majority of the Board positions.

ARTICLE VI: Committees

Section 6.1 - Standing Committees

The Board may create standing committees and shall delineate the duties of such committees. In consultation with Standing Committee Chairs, the Chair **OR CITY COUNCIL** 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 as defined 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 **OR CITY COUNCIL** 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 or applicable governing ordinances governing parliamentary procedure, specifically Code of Ordinances Section 2-39. The NBDB shall conduct themselves in accordance with the City Charter of the City of New Braunfels, Ordinances 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, email, 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 **SEVEN (7)** days prior written notice of the amendment. No amendment adopted by the NBDB shall become effective until approved by the City Council.

ADOPTED this _____ day of _____, _____

CHAIR

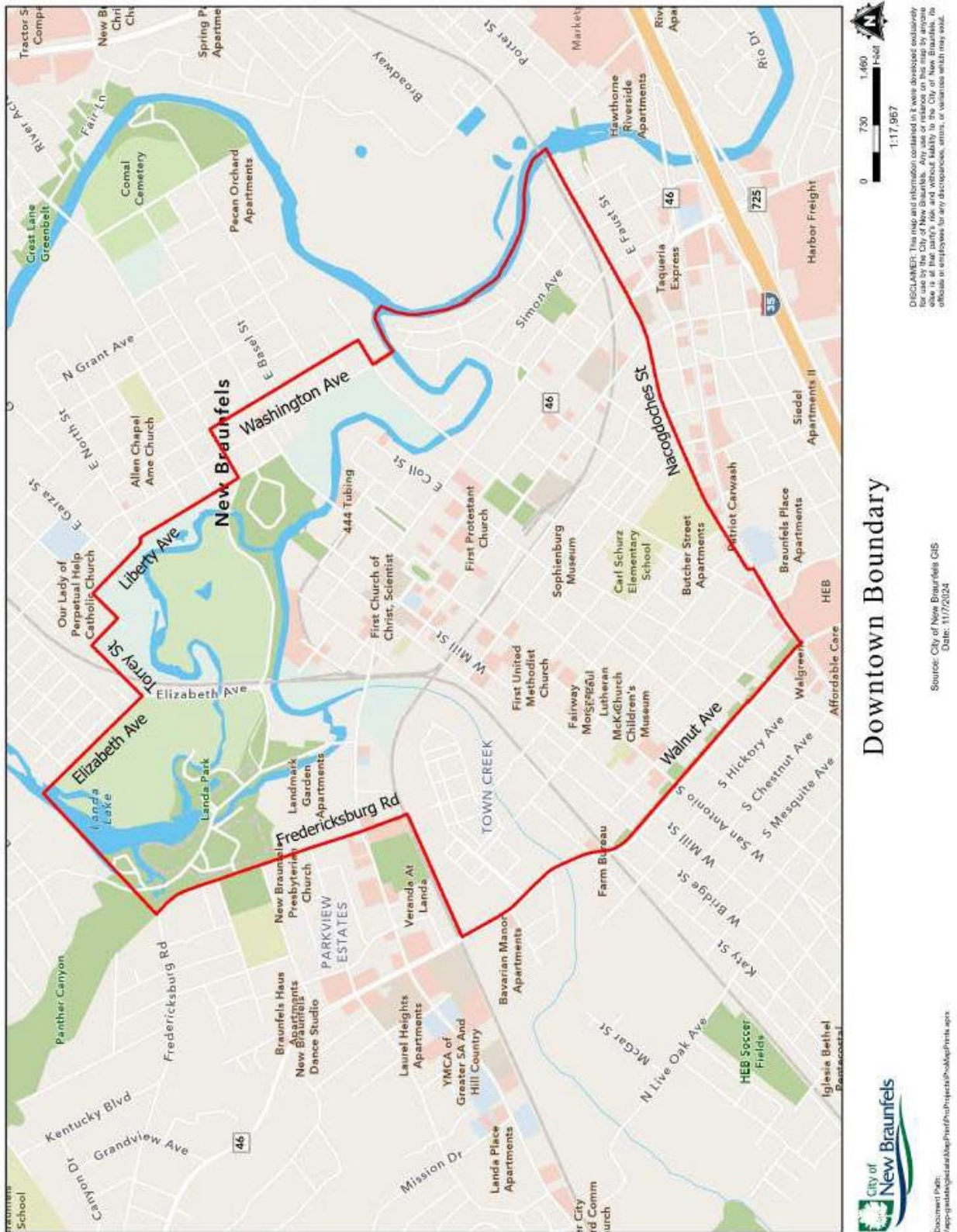
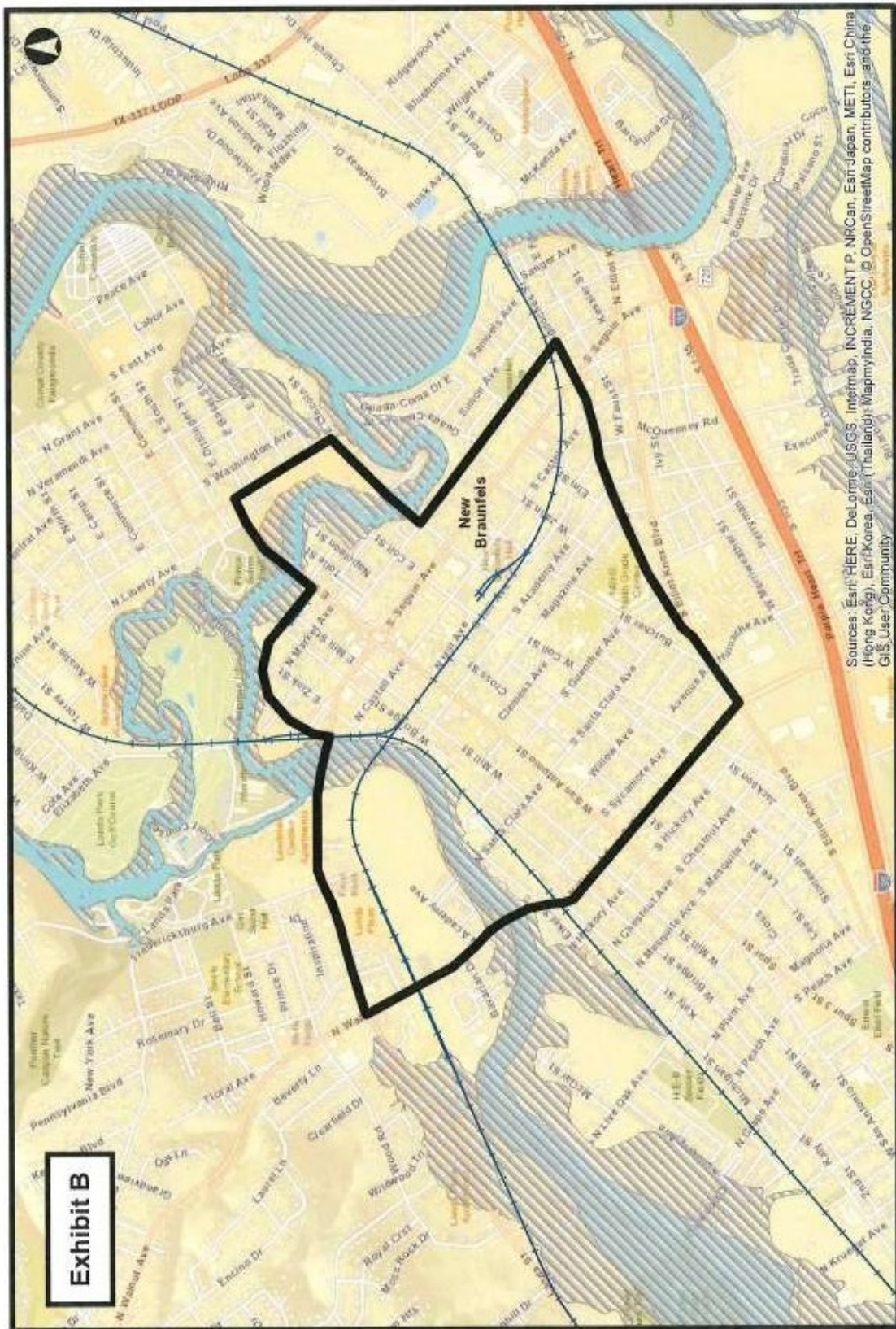
EXHIBIT A

EXHIBIT B



Downtown Residential Area Map

Map created 5/19/2016

