

Garland Downtown Business Association Bylaws

ARTICLE ONE

Name, Purpose, Offices, and Boundaries

Section 1 – Name

The name of the organization shall be The Garland Downtown Business Association, hereinafter referred to as GDBA.

Section 2 – Purpose

The GDBA is a nonprofit membership association that promotes and cultivates growth in the Garland Downtown Business District.

Section 3 – Vision

The voice of business for Downtown Garland, Texas.

Section 4 – Principle Office

The principle office of the GDBA shall be in the City of Garland, County of Dallas, State of Texas.

Section 5 – Registered Office and Registered Agent

The GDBA shall have and continuously maintain a registered office in the State of Texas, and a registered agent whose office is identical with such registered office as required by the Texas Nonprofit Corporation Act. The registered office may be, but need not be, identical with the principle office of the GDBA in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

Section 6 – Boundaries

The Garland Downtown Business District shall be considered bounded on the North by Walnut Street, on the South by Avenue D, on the East by First Street, and on the West by Garland Road, and shall be inclusive of both sides of these boundary streets.

ARTICLE TWO

Board of Directors

Section 1 – General Powers

The affairs of the GDBA shall be managed by its duly elected and qualified Board of Directors.

Section 2 – Board Composition

The Board of Directors of the GDBA shall consist of nine (9) voting members: 5 Officers: Chair, Vice Chair, Secretary, Treasurer, Immediate Past Chair, up to four (4) additional Members and the following Ex-Officio non-voting members: District 2 Council, Chamber

of Commerce, Downtown Coordinator, Cultural or Landmark City Representative, and Garland Visitors Bureau or Parks Events Staff.

Section 3 – Election

The Officers of the GDBA shall be elected by the membership of the GDBA at the regular quarterly meeting in December of each year. Nominations to offices will be accepted from the floor. Elections will be conducted in accordance with Robert’s Rules of Order, Newly Revised. Chair must have previously served on the Board to be considered.

Section 4 – Tenure and Term of Office

The Officers of the GDBA shall serve a two (2) year term from January 1 – December 31. The additional 4 voting members shall serve a term of 1 year from January 1 – December 31.

If a Board Member misses more than two consecutive meetings, the Board may, at its discretion, review that Board member’s standing.

Section 5 – Vacancies

Vacancies shall be appointed by the Chair for the remainder of the unexpired term of office.

Section 6 – Meetings of the Board of Directors

A monthly meeting of the Board of Directors will be held on a consistent day of the month, with time and location to be announced. This day of the month will be the same for the entire calendar year. Special meetings of the Board of Directors may be called by the Chair or upon the request of any two (2) Officers. Notice of the time, date, purpose, and place of such special meetings must be given to each Board Member at least three (3) days prior to the meeting.

A quorum for the Board of Directors meetings shall be defined as 51 percent of voting members. A board meeting may be held without a quorum but no motions may be voted on.

Section 7 – Duties of Officers

All voting members of the board are required to review and sign the Garland Downtown Business Association Board of Directors Commitment form (Exhibit A).

Chair: The Chair shall preside over all meetings, attend committee meetings as needed and appoint Committee Chairs at the beginning of each year.

Vice-Chair: The Vice Chair shall assist in all duties of the Chair and preside in the absence of the Chair. In case of vacancy in the Office of the Chair, the Vice-

Chair shall serve in the capacity of the Chair until a new Chair may be appointed.

Secretary: The Secretary shall keep accurate minutes of the meetings of the Board of Directors and the regular quarterly meetings, copies of all documents addressed at each meeting, and shall maintain a current listing of all members.

Treasurer: The Treasurer shall be the official custodian of the GDBA funds and be responsible for keeping accurate records of income and disbursements. The Treasurer shall deliver a written report to the Board of Directors at each regular monthly Board meeting as well as at each quarterly membership meeting. The Treasurer is responsible for giving names and contact information of new members to the Chair and Secretary when membership funds are received. The Treasurer may, at the Board's discretion, hire a CPA to assist in the Treasurer's duties.

Duties not specified above shall be assigned by the Board of Directors as necessary.

ARTICLE THREE

Committees

Section 1 - Committee Eligibility

All paid Members and supporting members are eligible to serve on committees. Committee Chairs shall be appointed by the Chair.

Section 2 - Standing Committees (Permanent)

The GDBA shall have the following Standing Committees: Membership and Business Development.

The Membership Committee is responsible for recruiting and retaining its members and communicating the purpose, vision and benefits of participating in the GDBA.

The Business Development Committee is responsible for welcoming new members, scheduling and conducting ribbon cuttings and developing educational and informational programs for its general members.

Section 3 – Ad Hoc Committees

The Board may create Ad Hoc Committees such as a Budget, Audit, Nominating, Events, Marketing, Awards and other task force committees and appoint Chairs as needed. All paid Members are eligible to chair or serve on any committee.

ARTICLE FOUR

Meetings of the Membership

Section 1 – General Meetings

A quarterly meeting of the Membership will be held in March, June, September, and December. Dates, time and location shall be announced at least 15 days prior. The Board of Directors may reschedule a regular meeting for any unforeseen reasons. The Board of Directors may not waive a regular meeting, and must notify the membership at least 5 days prior to rescheduling.

Section 2 – Special Meetings

Special Meetings of the Association may be called by the Chair or at the request of any two (2) Board Members. Notice of the time, date, purpose, and place of such special meetings must be given to each member at least three (3) days prior to the meeting.

Section 3 – Meeting Agendas

An Agenda will be created at least four (4) days prior to the quarterly General Membership Meeting and distributed to all paid members. Members must submit their requests for agenda items in writing to the Chair at least one (1) week prior to the regular quarterly meeting.

ARTICLE FIVE

Membership and Dues

Section 1 – General Membership

General Membership in the Association shall be open to anyone who represents a business, commercial property, rental property, or holds office on the board of a nonprofit organization, other than GDBA, located within the Association boundaries as noted in Article One, Section 6. Only General Members will be allowed to vote.

Section 2 – Supporting Members

Anyone not eligible to become a General Member will be allowed to join as a Supporting Member. Although supporting members are not allowed to vote, they may participate in the association activities and committees.

Section 3 - Dues

All memberships are good for 12 months from the day a member joins the Association. Members may join at any time. Members shall be invoiced for renewal 30 days prior to the expiration of their membership. The membership dues shall be reviewed by the Board each January and the general members notified of any changes.

ARTICLE SIX

Amendments to the Bylaws

Section 1 - Amendments

The Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by presenting such alteration, amendments, or proposals for new Bylaws in writing to the Board of Directors, who will then present the proposals at the regular quarterly meeting for discussion. The proposal will be publicly posted at least 30 days prior to the date of any meeting at which changes will be considered. An affirmative vote of two-thirds of the members present and voting shall be necessary for adoption. Adopted proposals will become effective immediately.

**Garland Downtown Business Association
Board of Directors Commitment Form 2019**

I, _____ understand and subscribe that I will be required to attend the following activities held by Garland Downtown Business Association during my tenure as a 2019 board member of the Garland Downtown Business Association.

1. I agree to attend Garland Downtown Business Association board meetings.
2. I agree to attend and serve as host/hostess at Garland Downtown Business Association Events.
3. I agree to attend and be an active participant in the annual Garland Downtown Business Association Board Retreat (Training and Strategic Planning).
4. I agree to learn the dynamics of economic development, downtown development, the functions of highly effective downtowns, and how to work with existing and prospective businesses.
5. I agree to participate in visiting and surveying existing downtown businesses for business retention purposes and relationship development.
6. I agree to attend ribbon cuttings and groundbreaking ceremonies for new businesses opening throughout Downtown Garland.
7. I understand that I am required to serve on one of the organization's active committees.
8. I agree to promote Downtown Garland, its employers, its quality of life, and its ideal location in public and private conversations.
9. I agree to hold confidential all information entrusted to me regarding prospective investors or potential business owners or businesses. I understand the reputation of this organization relies on my ability to protect sensitive and confidential information.
10. I understand per Garland Downtown Business Association By-laws that if I am absent for more than two consecutive board meetings during the calendar year, my seat on the Board of Directors is at risk and my standing as a board member may be reviewed.

Signature

Date

**This agreement is subject to renewal each year of my tenure as a member of Garland
Downtown Business Association**