

**Town of Clayton
Downtown Development Association
By-Laws**

Article I- Name and Purpose.

- A. The name of the Association shall be the Clayton Downtown Development Association (hereinafter referred to as the "CDDA").
- B. The purpose of the CDDA shall be to support the Clayton Downtown Development Association, Inc., a 501-c-3 not-for-profit. This includes: preserving the character of the Downtown Clayton area; protecting the historic significance of the buildings, facilities, and spaces within Downtown Clayton; educating citizens and business people about the value of the history of Downtown Clayton; promoting Downtown Clayton as a place to invest for the preservation and promotion of historic quality, unique features and historic landmarks; serving as a review and advisory committee to the Town of Clayton Town Council; and implementing projects that enhance and protect Downtown Clayton.
- C. With the purposes noted above, the CDDA shall serve as the operations unit for the Clayton Downtown Development Association, Inc. The Clayton Downtown Development Association, Inc. shall serve to accept funds on behalf of, distribute funds in support of, and solicit funds and donations in accordance with the common purposes of the two groups. In the event some purpose or program of the CDDA shall be inconsistent with the purposes, rules, laws, by-laws, or procedures of the Clayton Downtown Development Association, Inc. the two shall act independently without reliance or involvement by the other.

Article II- Nature of the Organization.

- A. The nature of the CDDA shall be to work on behalf of the Town of Clayton and to serve its interests and desires in relation to the goals and priorities established by the Town Council for the Town of Clayton within the purpose defined above.
- B. The Association shall hold no assets, collect no fees, nor function in any way as a business organization, or a regulatory body.

Article III- Membership, Appointment, and Directors.

- A. Members of the Clayton Downtown Development Association shall be appointed by the Clayton Town Council. Membership shall consist of eleven (11) regular members which will make up the Board of Directors. Members may be residents of the Town of Clayton, businesspersons with interests in the

Downtown Clayton area, property owners within the Downtown District of Clayton, or other persons with knowledge or abilities deemed beneficial to the purpose of the Association. The Town Manager, Planning Director, and the Mayor or member of the Town Council shall serve as Ex-officio members of the Association having no voting rights or serving on any standing or special committee. The Town of Clayton's Downtown Development Coordinator shall serve as the primary liaison between the Town and the CDDA.

- B. Terms of membership shall be for three years beginning on July 1st and expiring on June 30th of each year. Membership may be renewed by Town Council after the initial term. When filling of vacancies caused by the expiration of the terms of an existing member, the Town Council may appoint certain members for less than three years to complete the term, and the terms of all members shall not expire at the same time.
- D. The Board of Directors shall select Officers annually at its July meeting, or their last official meeting of the calendar year. With the exception of the Current Past President, the Officers shall be elected by the CDDA's Board of Directors. The following Officers shall be appointed upon majority vote of the membership present at an official meeting: Chairman, Vice-Chairman.
- E. Duties of Officers.
 - 1. Chairman. The Chairman shall preside at meetings and shall retain full voting rights. The Chairman shall make appointments to special and standing committees of the Association. The Chairman may call a special meeting with a minimum of forty-eight hours written notice to the membership. The Chairman shall serve as ex-officio member of all standing committees.
 - 2. Vice-Chairman. The Vice-Chairman shall preside at meetings in the Chairman's absence. Should the Chairman resign or otherwise become unable to fulfill the duties of office during an elected term, the Vice-Chairman shall assume the post.

Article IV- Changes to By-laws.

Changes to the by-laws shall be made by a majority vote of the directors following review and consent of the Clayton Town Council.

Article V- Meetings.

- A. Regular meetings shall be held by the Association on a date and time based on a calendar adopted annually by the Association and filed with the Town Clerk. In the event no business is pending and no agenda is developed a meeting may be canceled except that no more than two consecutive meetings may be canceled. A Special Meeting of the Association may be called by the Chairman or upon a call of a simple majority of the members of the Association in accordance with NCGS 143-318.12.

- B. All directors are expected to attend regular and special called meetings. Failure to attend three consecutive meetings without prior notice of absence shall result in removal from the Association and shall require no action beyond notification to the Town Council of the need for appointment to an unexpired term.**
- C. Business of the Association shall only take place in the course of an official meeting. An official meeting shall only take place in the presence of a quorum at regular scheduled or properly called special meetings. A simple majority of active members shall constitute a quorum.**

Article VI- Organization.

A. Committees. The CDDA shall be organized into the following standing committees with the purposes as noted:

1) Organization Committee. The purpose of the Organization Committee is to foster Downtown Clayton as the Town's center of activity, and to ensure its economic stability through historic preservation, communication, education, promotion, and economic revitalization. The Organization Committee includes all 11 Directors and the Ex-Officio Directors. The Organization Committee provides the stability necessary to build and maintain a downtown program that is well structured, well-funded and committed to the future of the heart of Clayton. The Organization Committee is responsible for managing the financial and logistical aspects of the Corporation and the Town's Main Street Program.

2) Design Committee. The purpose of the Design Committee is to evaluate the downtown environment and recommend physical improvements to buildings, businesses and other public infrastructure. This activity often requires consensus among independent business owners and property owners to bring about positive aesthetic change. These improvements shape the physical image of downtown to create a place that is attractive to shoppers, investors, business owners, and visitors. Much of this work occurs in partnership with the Downtown Development Coordinator and in one-on-one relationships with members of the downtown community, property owners, business managers, Town staff, and elected officials.

3) Promotion Committee. The purpose of the Promotions Committee is to promote Downtown Clayton as the center of activity, commerce, culture, and community for both residents and visitors. Developing and maintaining an image campaign, educating retailers about and encouraging joint retail promotions, and special events help achieve the goals of this committee.

4) Economic Revitalization Committee. Rebuilding the economic vitality of Downtown Clayton is the purpose of the Economic Revitalization Committee. The committee members develop a thorough understanding of the economic condition in Downtown Clayton and use that understanding to gain both public and private sector support and involvement. Utilizing the unique skills and resources of each sector, the committee implements a well-planned and comprehensive strategy to gradually improve downtown's economic foundation.

B. All Directors are required to serve on at least one Committee in addition to the Organization Committee. The President shall appoint, with the advice and consent of the Board of Directors, additional committees as may be deemed advisable from time to time. The President shall be an ex officio member of all committees.

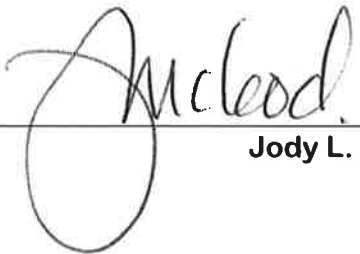
C. The Chairman may, as needed, establish other standing or special committees without necessity of revision to or amendment of these by-laws.

Article VII- Other Topics.

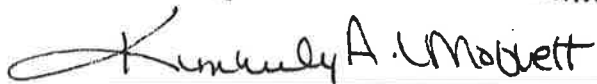
A. The Clayton Downtown Development Association is established by and serves as a sub unit to the Town of Clayton. The Association shall continue to serve and exist unless and until official action is taken by the Town Council for the Town of Clayton to abolish or modify the Association. No action other than majority vote of the Clayton Town Council shall have the effect of abolishing or otherwise ending the purposes, duties, responsibilities, or authorities of the Association.

Duly adopted this 5th day of December, 2016 while in regular session.





Jody L. McLeod
Mayor



Kimberly Moffett, CMC, NCCMC
Town Clerk