

**TOWN OF CLAYTON  
BY-LAWS GOVERNING THE  
DOWNTOWN DEVELOPMENT ASSOCIATION  
ADVISORY BOARD**

**ARTICLE I**

**NAME**

- (a) Name. The name of the Association shall be the Clayton Downtown Development Association Advisory Board (hereinafter referred to as the "Board"). The Board 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 Board.

**ARTICLE II**

**PURPOSE/MISSION**

- (a) Purpose. The purpose of the Board shall be to support the Clayton Downtown Development Association, Inc., a 501c3 not-for-profit and advise Town Council on issues which impact the Downtown District. This includes preserving and enhancing the character of the Clayton's Downtown District; protecting the historic significance of the buildings, facilities, and spaces within the Downtown District; educating citizens and business people about the value of the Downtown District; promoting Downtown District as a place to invest; serving as a review and advisory committee to the Town of Clayton Town Council; and implementing projects that enhance and protect the Downtown District.
- (b) With the purposes noted above, the Board shall serve as the operations unit for the Clayton Downtown Development Association, Inc, a 501c3 not-for profit.

**ARTICLE III**

**NATURE OF THE BOARD**

- (a) The nature of the Board 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 Board shall hold no assets, collect no fees, nor function in any way as a business organization, or a regulatory body.

**ARTICLE IV**

**MEMBERSHIP**

- (a) Appointments. Board Members shall be selected from applications submitted to the Town of Clayton. Members of the Board shall be appointed by the Clayton

Town Council. Membership shall consist of fourteen (14). Representation 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 Board. Appointments will be made for this Board through the established procedures in the Appointment to Advisory Boards Procedures policy.

- (b) Interviews. Interviews for this Board shall follow the established procedures in the Appointment to Advisory Boards Procedures policy.
- (c) Ex-officio Member. The Town Council shall appoint a Council Member to serve as an ex-officio member. The ex-officio member will not have a vote on items coming before the Board. The Town Council shall also appoint a staff member (liaison) to this Board.
- (d) Length of Appointment. Terms for all members shall be for three (3) years. The terms will begin on January 1<sup>st</sup> and expire December 31<sup>st</sup>, except for the ex-officio from the Town Council who will serve concurrent with his/her term of office.
- (e) Terms of Office. Board Members may serve for no more than two consecutive terms. Board Members may be appointed to the Board once a single year has passed since last serving on the Board. Board Members appointed to fill a vacancy may serve two consecutive terms after the expiration of their term.
- (f) Vacancies. Whenever a vacancy occurs by resignation, death or otherwise, this vacancy shall be filled each year by the Town Council, following the procedures in the Appointment to Advisory Boards Procedures policy. The appointee shall serve for the duration of the unexpired term.
- (g) Removal of Members. Any member of the Board may be removed with or without cause, at any time, through a request from the Board to the Town Council or directly by the Town Council.
- (h) Resignation. The resignation of Board Members must be provided in writing to the Clerk's Office.
- (i) Changes to By-Laws. With majority vote of the membership, proposed changes to the By-Laws shall be submitted to the Town Council for review and approval. Changes to the By-Laws do not take effect until final approval is granted by Town Council.
- (j) Conduct. Members of appointed boards shall, at all times during the course of their board membership, conduct themselves in a professional and ethical manner. Board members shall be respectful to other board members, public officials, and members of the public. They further shall abide by any rules of procedures or

other guidelines for the conduct of their boards. Board members shall not use their official positions for personal gain.

## **ARTICLE V**

### **APPOINTMENT OF CHAIR AND VICE-CHAIR**

- (a) Officers. The appointment of a Board Chair and Vice-Chair, for the ensuing year, shall take place at the pleasure of the Board such that they are named at the March meeting each year. The mention of new officers shall be on the January agenda of each year; no action will be taken at this meeting. The Chair and Vice-Chair shall be appointed upon majority vote of the Board. Nominations may be made by any Board member. Officers shall serve a one-year appointment with eligibility for reappointment. In the event an officer's appointment to the Board is terminated, a replacement to this office shall be appointed by the Board at the next meeting.

## **ARTICLE VI**

### **DUTIES**

- (a) Chair. The Chair shall preside at meetings and shall retain full voting rights. The Chair may call a special meeting with a minimum of forty-eight hours written notice to the Board. The Board Chair shall serve as an ex-officio member of standing committees. It shall be the duty of the Chair to provide information for the meeting agendas to the Clerk to the Board, or designee.
- (b) Vice-Chair. The Vice-Chair will serve in the absence of the Chair with all the same authority/rights of the Chair. Should the Chair resign or otherwise become unable to fulfill the duties of office during an elected term, the Vice-Chair shall assume the post.
- (c) Clerk to the Board. It shall be the duty of the Clerk to the Board, or designee, to record the minutes of each meeting. In accordance with G.S. § 143-318.10(e), the Board shall keep full and accurate minutes of all official meetings.

## **ARTICLE VII**

### **MEETINGS**

- (a) Meetings. Regular meetings shall be held by the Board on a date and time based on a calendar adopted annually by the Board and filed with the Town Clerk. This calendar shall be created by the Clerk to the Board or designee. This calendar shall be on the November agenda and voted on by a majority of the Board. In the event no business is pending and no agenda is developed, a meeting may be canceled. In accordance with NC GS 143-318.10, these are official meetings and are open to the public.

- (b) Business of the Board. Business of the Board shall 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.
- (c) Special Meetings. Special meetings may be called by the Board Chair or upon written request from a majority of the Board.
- (d) Quorum. A quorum shall consist of a simple majority of the total membership of the Board. A quorum of the Board shall be in attendance before action of an official nature can be taken.
- (e) Order of Business. The order of business, unless otherwise noted by the Board Chair, or designee, shall include:
1. Call To Order
  2. Adjustment of the Agenda
  3. Approval of Minutes
  4. Staff Reports
  5. Old Business
  6. New Business
  7. Committee Reports
  8. Public Comments
  9. Adjourn

## **ARTICLE VIII**

### **ATTENDANCE**

- (a) Absences. All Board Members are expected to attend regular and special called meetings. An appointed Board Member who misses more than (3) unexcused consecutive regular meetings, or a total of four (4) such meetings during the year, loses his status as a member of the Board. Absences due to sickness, death, or other emergencies of like nature shall be regarded as approved absences and shall not affect the member's status on the Board, except that in the event of a long illness or other such prolonged absence, the member may be replaced. After a Board Member misses more than four unexcused meetings, the Clerk's Office will send a letter of termination to the Board Member and will notify the Town Council Liaison, Economic Development Director, Clerk to the Board and Board Chair.
- (b) Attendance Record. The Clerk to Board, or designee, shall maintain the attendance record, including attendance at regular meetings, work sessions, and special called meetings.

## **ARTICLE IX**

### **ORGANIZATION**

- (a) Establishment of Special Committees. The Board 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 District 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 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 monitoring the financial and logistical aspects of the Clayton Downtown Development Association, Inc. a 501-C-3 not-for-profit.
  - 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 Economic Development Department 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 the Downtown District 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 Vitality Committee. Maintaining the economic vitality of the Downtown District is the purpose of the Economic Vitality Committee. The committee members develop a thorough understanding of the economic condition in the Downtown District 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 board members are required to serve on at least one Committee. In no instance should there be any less than two board members on any Committee. As necessary, the Chair shall establish, with the advice and consent of the Board, special sub-committees. The Chair and/or Vice-Chair shall be an ex-officio member of any special sub-committees.
- 1) The Chair may, as needed, establish special sub-committees without necessity of revision to, or amendment of these by-laws.

**ARTICLE X**

**REPORTS**

- (a) Board Chair Reports. The Board Chair will ensure an Advisory Board report is provided to the Town Council at least annually. This report will address activities, recommendations and/or issues of concern. In the event there is nothing to report to the Town Council, then the Board Chair will send an email or written memo to the Mayor with copies to the Town Manager and the members of the Board. This report shall be reported to the Town Council by October of each year.

DDA By-Laws, Amended 6/19/2006; Amended 6/07/2010, Amended 12/5/2016, Amended 9/16/2019, Amended 6/5/2023, Resolution #2023-96 passed 12/4/2023;  
Resolution #2024-01 passed 01/02/2024; Resolution #2024-118 passed 12/16/2024;  
Resolution #2025-87 passed 10/06/2025