

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

**Article I- Name and Purpose.**

- A. The name of the Association shall be the Clayton Downtown Development Association Advisory Board (hereinafter referred to as the “Board”).
- B. The purpose of the Board shall be to support the Clayton Downtown Development Association, Inc., a 501-c-3 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.
- C. With the purposes noted above, the Board shall serve as the operations unit for the Clayton Downtown Development Association, Inc, a 501-C-3 not-for profit.

**Article II- 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 III- Membership, Selection, and Appointment of the Board.**

- A. Members of the Board 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.
- B. Board members shall be selected from applications submitted to the Town of Clayton. Interviews of the applicants will be conducted by the Economic Development Director and/or their designee, a representative from Parks and Recreation, the Town Council board liaison, the Town Clerk, and at least one advisory board member. Eligible candidates shall be recommended for appointment and approved by Town Council.
- C. The Board shall consist of eleven (11) regular members. The Town Manager or their designee, and the Town Council liaison shall serve as Ex-officio members of the Board having no voting rights or serving on any standing or special committee. The Town of Clayton’s Economic

Development Director or their designee shall serve as the primary liaison between the Town and the Board.

- D. Appointed Board terms of membership shall be for three years beginning on July 1<sup>st</sup> and expiring on June 30<sup>th</sup> 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 board 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.

#### Article IV Appointment of Chair and Vice-Chair.

- A. The Board shall appoint a Chair and Vice-Chair annually at its August meeting. The Chair and Vice-Chair shall be appointed upon majority vote of the Board. At the discretion of the Board, Co-Chairs may be appointed rather than a Chair and Vice Chair. The Co-Chairs shall fulfill the duties listed below. Nominations may be made by any board member.

- B. Duties of the Chair and Vice-Chair.

- 1. Chair. The Chair shall preside at meetings and shall retain full voting rights. The Chair shall make appointments to special and standing committees of the Board. The Chair may call a special meeting with a minimum of forty-eight hours written notice to the Board. The Chair shall serve as an ex-officio member of standing committees.

- 2. Vice-Chair. The Vice-Chair shall preside at meetings in the Chair's absence. 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. The Vice-Chair shall also serve as an ex-officio member of standing committees.

#### Article V- Changes to By-laws.

- A. These By-laws may be amended or repealed and new By-laws may be adopted by and affirmative vote of a majority of the Board at any regular or special meeting of the Board. Changes to the by-laws do not take effect until final approval is granted by Clayton Town Council.

#### Article VI- Meetings.

- A. 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. In the event no business is pending, and no agenda is developed a meeting may be canceled. A Special Meeting of the Board may be called by the Chair or upon a call of a simple majority of the board members in accordance with NCGS 143-318.12.

- B. All board members 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 Board and shall require no action beyond notification to Town Council of the need for appointment of a new board member to an unexpired term.**
  
- C. Business of the Board 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 regularly scheduled or properly called special meeting. A simple majority of board members shall constitute a quorum.**
  
- D. Minutes will be taken at official meetings by the Town Clerk or their designee.**

**Article VI- Organization.**

- A. 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.

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

Article VII- Other Topics.

A. 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.

B. At least once per year, the Chair and/or Vice-Chair shall provide an annual report to the Town Council.