

**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.
- B. The purpose of the Association shall be to preserve the character of the Downtown Clayton area; to protect the historic significance of the buildings, facilities, and spaces within Downtown Clayton; to educate citizens and business people about the value of the history of Downtown Clayton; to promote Downtown Clayton as a place to invest for the preservation and promotion of historic quality, unique features and historic landmarks; to serve as a review and advisory committee to the Town of Clayton in making decisions, formulating plans, and implementing of projects to the enhancement and protection of Downtown Clayton.
- C. To the full extent feasible within the purposes noted above the Clayton Downtown Development Association shall serve as the operations unit for the Clayton Area Development Foundation, Inc. The Clayton Area Development Foundation, Inc. shall serve to accept funds on behalf of, distribute funds in support of, solicit funds and donations in accordance with the common purposes of the two groups. In the event some purpose or program of the Clayton Downtown Development Association shall be inconsistent with the purposes, rules, laws, by-laws, or procedures of the Clayton Area Development Foundation, Inc. the two shall act independently without reliance or involvement by the other.

Article II- Nature of the Organization.

- A. The nature of the Association 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 of the Association as 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 Officers.

- A. Members of the Clayton Downtown Development Association shall be appointed by the Clayton Town Council. Membership shall consist of eleven (11) regular members. 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.

- B. Terms of membership shall be for three years and terms may be renewed one time consecutively. No person shall serve more than two consecutive full terms; however, appointments to unexpired terms shall not count towards this limitation and persons may be reappointed to the Association following two completed terms once a single year has elapsed since last service on the Association.
- C. Initially three members shall be appointed to one-year terms, three members shall be appointed to two-year terms, and the remaining four members shall be appointed to three-year terms. All appointments thereafter shall be for three years.
- D. The Association shall select officers annually at its December meeting. The following officers shall be appointed upon majority vote of the membership present at an official meeting: Chairman, Vice-Chairman, and Secretary. A nominating committee shall be formed not later than November of each year to assist in the selection of Officers. The nominating committee shall bring forward at least one nomination for each office. Nominations shall be appointed with a majority vote of the membership present at an official meeting. Officers may succeed themselves.
- 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.
 - 3. Secretary. The Secretary shall take the official minutes and keep records for the Association.

Article IV- Changes to By-laws.

Changes to the by-laws shall be made by a majority vote of the membership 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 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 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.

The Association shall be organized into the following standing committees with the purposes as noted:

- A. **Organization Committee.** The Organization Committee shall identify resource needs, develop financial strategies, evaluate public relations needs and draft work plan proposals. Types of projects this committee will typically oversee includes development of project fundraising plans; write a monthly newsletter for downtown constituents; conduct orientation and “placement” sessions for volunteers; solicit sponsorships for specific project.
- B. **Design Committee:** The Design Committee shall educate others about good design – enhancing the image of each business as well as that of the district; Provide good design advice – encouraging quality improvements to private properties and public spaces; Planning downtown’s development – guiding future growth and shaping regulations; and motivating others to make changes – creating incentives and targeting key projects. The primary activities of the Design Committee are education of committee members and property owners; offering resource assistance; and planning and developing design tools for use by downtown interests.
- C. **Promotion Committee:** The Promotion Committee shall identify downtown assets, including people, buildings, heritage and institutions; understand the changing market; define downtown’s market niche; and create new image campaigns, retail promotions, and special events.
- D. **Economic Restructuring Committee:** The Economic Restructuring Committee keeps abreast of the downtown district’s economic condition and identifies opportunities for market growth; strengthens existing businesses and recruits new ones; finds new economic uses for traditional downtown buildings;

develops financial incentives and capital for building rehabilitations and business development; and monitors the economic performance of the district.

- E. 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 7th day of June 2010 while in regular session.