BY-LAWS
of the
TYBEE ISLAND DEVELOPMENT AUTHORITY / MAIN STREET PROGRAM
for the City of Tybee Island, Georgia

ARTICLE 1 – NAME AND PURPOSE

Section 1-1. Name

Tybee Island Mayor and City Council activated the Tybee Island Downtown Development Authority (DDA) by Resolution on August 14, 2014. Directors of this Authority ("Directors") shall also serve as the Tybee Island Main Street Board of Directors. Directors shall henceforth exist under this authority with all of its rights, responsibilities and limitations in accordance with the DDA Law O.C.G.A. 36-42-1, et seq. The name of the Authority shall be the Tybee Island Development Authority / Main Street Program, otherwise referred to in these by-laws as "the Program". The Program will serve the geographical area within Tybee Island city limits as indicated on the attached map [Exhibit A].

Section 1-2. Purpose

The purpose of the Program is to provide technical assistance and financial opportunities with incentives, as available that encourage quality economic growth and development while preserving Tybee Island's unique architectural and community heritage. The purpose will be carried out with Program Director's involvement with facilitating public and private efforts to revitalize, redevelop, and enhance that which improves the quality of life for those that live, work, and visit Tybee Island with partners that work collaboratively towards achieving goals identified within the City of Tybee Island Master / Comprehensive Plan to maintain the island's sense of place.

ARTICLE 2 – VISION/MISSION AND DEVELOPMENT OF WORK PLANS

Section 2-1. Vision

Vision Statement: The Vision of the Program is to improve the quality of life for those that live, work, and visit Tybee Island and enhance the cultural experience while preserving the community's barrier island heritage.

This Vision will be achieved through the Director's commitment to the National Main Street Four-Point Approach® of historic preservation-based economic development that balances design, business assistance, promotion, and organization with established committees and partners that represent each point.

Section 2-2. Work Plans

The Program will follow the National Main Street work plan model to annually develop comprehensive work plans to achieve the goals in compliance with DDA Law.

ARTICLE 3 – BOARD OF DIRECTORS

Section 3-1. Management Powers, Number, Qualification and Term.

The property, affairs and business of the Program shall be managed by its directors consisting of seven persons with applicable qualifications and appointed as provided by law (O.C.G.A. 36-42-1). Each director shall be appointed by the elected officials of the City of Tybee Island and hold office for a term of four (4) years following the terms filled upon the activation of the DDA on August 14, 2014.

If necessary, a director whose term of office has expired shall continue to hold office until a qualified successor is appointed. If a vacancy is created by the death, resignation or removal of a Board member, a successor shall be appointed in the same manner as the original appointment, but for the unexpired term only.

A maximum of four Ex-Officio members may be appointed to serve for a two year term by a majority vote of the Directors. An Ex-Officio member shall represent the business community, non-profit organization, and / or be a full-time resident of Tybee Island.

Section 3-2. Personnel

The Executive Director, Development Authority / Main Street (Employee) with the City of Tybee Island shall be a non-voting member of the Program and shall be present at all meetings held by the Directors. The Employee shall manage and coordinate the Program's policies and projects and perform other duties as the City Manager and Directors may require.

The employee, with advice of the Chair and/or Executive Committee, shall prepare the Program's agendas for all regular and special meetings and send them to the Board members at least twenty-four (24) hours prior to the meeting. Any Board member may request that an item be placed on the agenda, but all such requests shall be submitted through the Chair and/or Executive Committee. However, the employee shall utilize discretion in the quantity of agenda items in order to maintain the timeframe of the meeting.

In the absence of said employee, the City of Tybee Island shall seek to fill this position with input from the Program's Executive Board.

Section 3-3. Powers and Responsibilities.

Program Directors shall have such power and authority as is conferred upon them in accordance with the terms and provision of the Downtown Development Authority Law as it now exists and as it might hereafter be amended or modified.

To achieve the goals of the Program, each member of the Board will actively participate in one of the standing committees, as well as, board development workshops, required trainings, and other activities that will benefit the individual's dedication to the Program.

All new members of the Board of Directors shall participate in an orientation program familiarizing them with the goals and objectives of the Program and with their responsibilities.

Board Members shall show their commitment to the Program through attendance at regularly scheduled meetings, special meetings, and committee meetings of which they serve. If a member has three (3) consecutive or four (4) or more unexcused absences at any of the above mentioned meetings in the course of one year, the Chairperson may, with majority approval from the Board, submit a recommendation to the City Council for said member to be removed from the Board. Extenuating circumstances, such as, but not limited to, personal or employment circumstances, will be considered.

Section 3-4. Regular Meetings.

Regular meetings of the Authority shall be typically held on the third Wednesday of each month at 6pm in the Auditorium of Tybee Island City Hall. Meetings may be called by the Chairperson or at the request of at least fifty percent of the directors via email or fax to each member at least 48 hours prior to such meeting. All meetings shall comply with the Georgia Open Meetings Act (O.C.G.A. Section 50-14-1).

Section 3-5. Special Meetings.

Special meetings may be held upon request of the Chairperson, Vice-Chairperson in the absence of the Chairperson, or the Employee with a written request of four (4) or more Board Members by giving twenty-four (24) hour notice of the meeting, stating the purpose of the meeting and by posting a public notice of the meeting, as per the Georgia Open Meetings Act (O.C.G.A. Section 50-14-1). Notice of a special meeting may be either provided in person, via telephone, fax, or email.

Section 3-6. Quorum.
A quorum shall consist of at least four Directors attending a meeting in person or via teleconferencing. Decisions are made by majority vote of those at a meeting in which a quorum is present. If less than a majority of Directors are present at said meeting, a majority of Directors present may adjourn the meeting without further notice, until a quorum has been obtained.

Subject to open meeting requirements, any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if all members of the Board consent thereto in writing, setting forth the action so taken, and the writing or writings are filed with the minutes of the proceedings. Such consent shall have the same force and effect as a unanimous vote of the Board.

Section 3-7 Disclosure of Interest
A Board Member who has a conflict of interest in any matter before the Board shall disclose that interest and recuse themselves prior to the Board taking any action.

Section 3-8. Parliamentary Procedures.
The most current ***Roberts Rules of Order*** shall govern the parliamentary procedures of the Authority when not in conflict with these by-laws. The order of business may be altered or suspended at any meeting by a majority vote of the active members present.

Section 3-9. Nominations of Members.
Prior to the expiration of a Director's term, the Executive Board shall seek and make recommendations for qualified individuals, in accordance with the adopted resolution, to be appointed by the City of Tybee Island Mayor and City Council. Directors may, from time to time, make suggestions to the elected officials for new Director and vacant Director positions in order to assist in meeting the needs and goals of the Program.

ARTICLE 4 – AUTHORITY AND DUTIES OF DIRECTORS AND OFFICERS

Section 4-1. Number.
Directors shall elect from one of their members a Chairperson, a Treasurer, and a Secretary to be Officers of the Authority.

Section 4-2: Duties of Officers
The Chairperson shall preside at meetings of the Board and shall perform such other duties as may be, from time to time, assigned by the Board. The Chairperson shall be a voting member of the Board.
The Vice-Chairperson shall perform the duties of the Chairperson in the Chairperson's absence and such other duties as, from time to time, are assigned by the Board.
The Treasurer shall review and present to the Board for approval all Program revenue and expense reports tracked by Employee and Finance Director of the City. In the absence of Employee or Finance Director of the City, the Treasurer will be responsible for all tracking of all funds, expenses and revenues.
The Secretary shall record, review and present to the Board for approval all Program meeting minutes, committee minutes and correspondence.
Officers with Employee as an ex-officio member shall serve as the Executive Board and shall oversee and advise the direction and actions necessary for the daily management of the Program.

Section 4-3. Election and Removal.
A meeting shall be held within the first two months of the Authority being activated and within the first three months each year beginning in 2016 for the purpose of electing new officers. Notice of the time and place of such meeting shall be given by the retiring Chairman.
All officers shall be elected by and serve at the discretion of the board. Any officer may be removed from office, either with or without cause, at any time, by the affirmative vote of the majority of the directors then in office.

Section 4-4. Powers.
The powers and duties of the officers shall be as provided from time to time by resolution or other directive of the directors. In the absence of such provisions, respective officers shall have the powers and shall discharge the duties customarily and usually held and performed by like officers of authorities similar in organization and purposes to this Program.

ARTICLE 5 – COMMITTEES

Section 5-1. Standing Committees
The Board of Directors may, by majority vote, establish committees entitled Organization, Business Assistance, Design, and Promotions in accordance with the National Main Street Center Four-Point Approach®. The committees shall be composed of a Board Liaison and at least three other persons, which may include non-Board members. Directors may make such provisions for appointment of the liaison of such committees; establish such procedures to govern their activities, and delegate thereto such authority as may be necessary or desirable for the efficient management of the property, affairs, business, and activities of the Program.
The liaison or employee shall be responsible to send committee meeting reminders, prepare materials and coordinate committee activity in conjunction with the Program as dictated by a majority of Directors. Sub-committees may be established by majority vote of the Directors to address specific issues and items within the Program's prevue.

Section 5-2. Responsibilities of Committees
The committee members shall effectively and efficiently carry out the goals of the Program and make recommendations to the Board of Directors for final decisions reflective of the Program.
Committee Liaison shall determine and schedule Committee meeting times, dates, and locations. Liaison will notify Employee and Directors of its meetings and will keep written reports of its proceedings and forward those reports to Employee and Directors.
The committees do not have authority to take action, act on proposed plans, or enter into contracts or purchase agreements without obtaining approval of the Board. The designation and appointment of committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon them by law.

Section 5-3. Advisory Committee
The Board, by resolution, may designate and appoint one (1) or more stakeholder groups to advise the Board on the direction of the Program. The members of such advisory groups may be selected by majority vote of Directors.

ARTICLE 6: FINANCIAL ADMINISTRATION

Section 6-1. Fiscal Year.
The fiscal year of the Program shall conform to the City of Tybee Island's fiscal year.

Section 6-2. Budget
Members shall prioritize goals for the Program and approve a proposed budget outlining necessary details four months prior to the new fiscal year. The Employee shall deliver the approved proposed budget to the Finance Director of the City for review and submission to the Mayor and City Council for approval and adoption. The approved budget may be reviewed and revised periodically as deemed necessary by the Directors.

Section 6-3. Revenue and Expenditures
All revenues and expenditures for the Program shall be reviewed at a regular scheduled Board of Directors meeting.

Section 6-4. Compensation
Directors shall receive no compensation. Should a member be called upon by the Program to represent the Program at a conference, meeting, or other official occasion, the member shall be reimbursed for expenses as defined in the City's personnel policy.

Section 6-5. Annual Audit.
The Treasurer may cause an annual audit of the books of the Program to be made by the firm, which audits the books of the City of Tybee Island, and present such audit to the directors of the Program. The City of Tybee Island shall include the Program's finances with their copy of the audit that shall be filed with the State Auditor; if necessary, to comply with the Local Government Financial Management Standards Act (Georgia Laws, 1980, p. 1738).

ARTICLE 7: EFFECTIVE DATE

Section 7-1. Approval of by-laws
These by-laws as written and any amendments to said by-laws shall become effective upon approval of the City Council.

ARTICLE 8: AMENDMENTS

Section 8-1. Amendments.
The by-laws of the Program shall be subject to alteration, amendment or repeal, and new by-laws not inconsistent with any laws of the State of Georgia creating this Authority may be made by affirmative vote of a majority of the directors then holding office at any regular or special meeting of the directors. Proposed amendments shall be submitted in writing to all directors of the Program ten (10) days prior to the meeting at which such amendment will be considered. If such written proposed amendment is submitted by email, it shall be deemed delivered when sent.

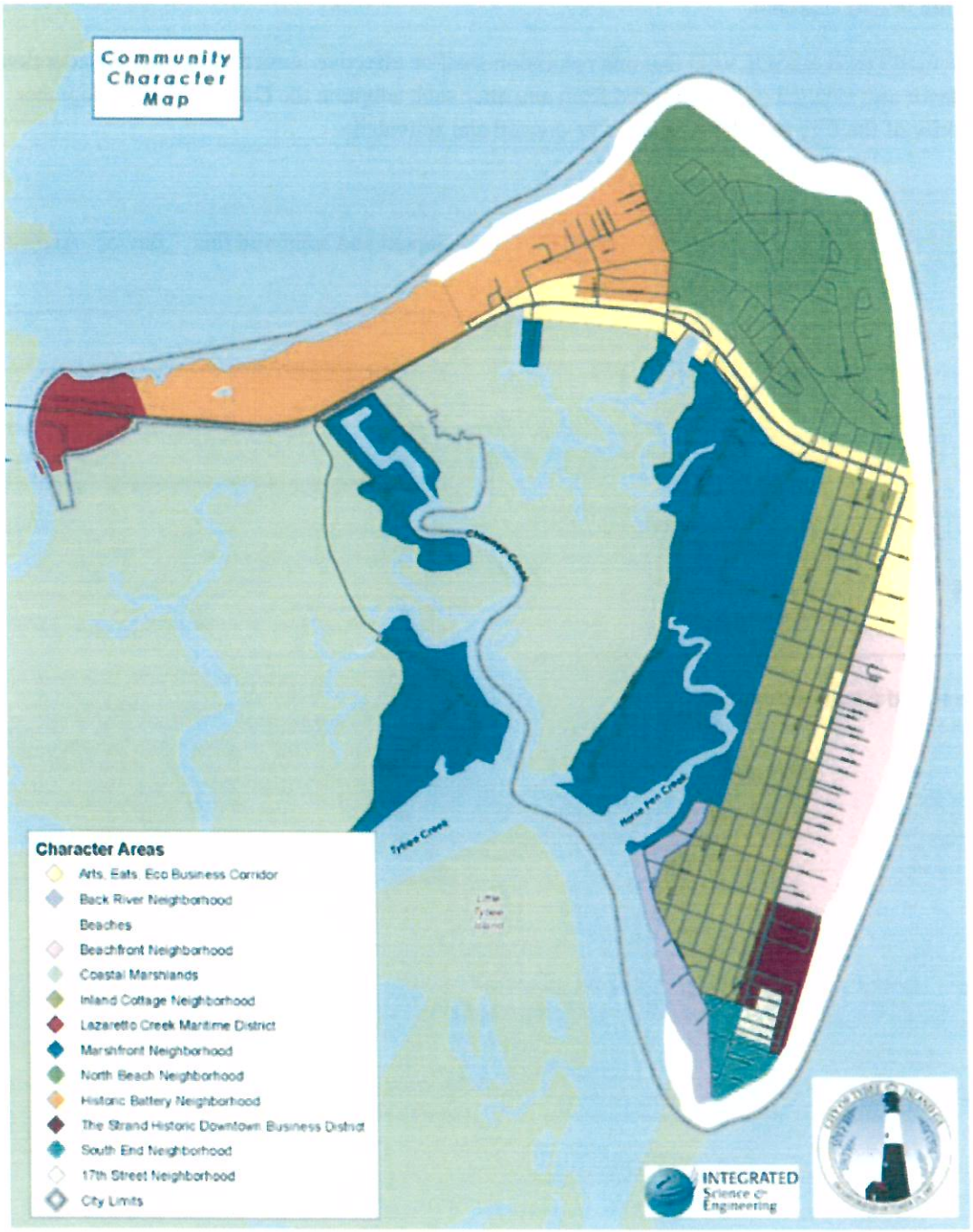
Resolved this 15 day of October, 2014 by the Tybee Island Development Authority / Main Street Board of Directors.

Ted Lynch

Ted Lynch, Chair

ATTEST:

EXHIBIT A

BOUNDARY DESCRIPTION OF DOWNTOWN DEVELOPMENT AREA

The Tybee Island Downtown Development Authority boundaries shall consist of the area bounded by the city limits as of August 14, 2014 as depicted / described below: