

# Code of Regulations of the Downtown Tipp City Partnership

## Article 1 - Name and Purpose of Organization

1. The name of this organization shall be the Downtown Tipp City Partnership.
2. It shall be the goal of the Downtown Tipp City Partnership to strive to enhance, preserve, and promote the downtown Tipp City area to bring together diverse organizations and foster growth, business development, prosperity, and good will.

## Article 2 - Partnership Board

1. The powers, property and affairs of the Downtown Tipp City Partnership, subject to limitations contained in the Ohio revised Code, and the Articles in these Regulations, shall be exercised, conducted and controlled by the Partnership Board.
2. The Partnership Board shall consist of nine (9) voting appointed or elected members.
3. Four (4) Permanent Board Members shall be appointed by the following Tipp City organizations, one (1) from each organization: the Tipp City Council, the Tipp City Government, Tipp Monroe Community Services, and the Tipp City Chamber of Commerce. If any of these four groups elects not to send a representative within ninety (90) days from the date the seat was vacated, that Permanent Board seat becomes an At-Large seat until the next regular election.
4. In addition, five (5) At-Large Board Members shall be appointed or elected to the Board.
5. The At-Large members of the Partnership Board must show a demonstrated, substantial, and ongoing interest in the affairs of the downtown.
6. The Partnership Board may establish membership fees as necessary by a majority vote and Board Members shall pay such fees or be removed from the Board by the President or a majority vote.

## Article 3 - Board Vacancies

1. If the Board vacancy is a Permanent Member, the represented Tipp City organization shall appoint a replacement.
2. If the Board vacancy is an At-Large Member, the seat shall be appointed by the President to the unexpired terms and affirmed by a majority vote.

## Article 4 - Elections of Board Members

1. The Charter Board shall, by resolution, establish a date for the initial elections of the Board.
2. Regular elections shall occur in November. New Board members shall be installed as the first order of business at the first regular meeting of each calendar year.
3. At the initial election, Board Members shall be elected for the following terms: four (4) Members shall hold terms of one (1) year; three (3) Board Members shall hold terms of two (2) years; and two (2) board members shall hold terms of three (3) years.
4. Thereafter, an annual election shall be held to fill the vacancies whose terms expire in such year except the four appointed trustees/board members.

### **Article 5 - Limits of Terms**

1. The four (4) appointed members to the board shall serve a one (1) year term which will be limited to no more than six (6) such consecutive appointments.
2. No Board Member shall serve more than a combined ten (10) years on the Partnership Board.

### **Article 6 - Charter Board**

1. Prior to adoption of these Regulations, a Charter Board shall be established from the existing Steering Committee to serve until elections. The Charter Board shall select officers and chairpersons for the four committees who shall serve in those roles until elections are held.

### **Article 7 - Officers**

1. The executive officers to be elected by the Board shall be a President, Vice-President, Secretary and Treasurer.
2. They shall be members of the Board and such officers shall be elected for one (1) year and shall serve until their successors are elected.
3. At each election, the current Vice-President becomes the President and a new Vice-President is selected.
4. The positions of Secretary and Treasurer may be held by the same Board Member.
5. The selection of officers shall take place as the second order of business at the first meeting of each calendar year.
6. Vacancies in elected offices of the Board shall be filled by election to the unexpired terms by the Board by a majority vote.

### **Article 8 - Committees**

1. Four (4) Committees shall be formed and a Chair for each committee selected as the third order of business at the first meeting of each calendar year.
2. The four Committee Chairs may be selected from the Partnership Board. If they are not selected from the Partnership Board, a Board member shall be selected to act as a liaison to that Committee.
3. The four committees shall be called the Promotions Committee, the Design Committee, the Organization Committee, and the Economic Development Committee. These four (4) committees shall be modeled after the "Main Street Four-Point Approach" developed by the Main Street Program, a division of the National Trust for Historical Preservation.
4. Each Chair will serve a one (1) year term for not more than 6 consecutive years.
5. Each Chair may select a Vice Chair. In the event a Chair can no longer fulfill his or her duties, the Vice Chair will become the Chair by a majority vote of the Board and complete the remainder of the previous Chairman's unexpired term.
6. In addition, other committees may be formed by President subject to a majority vote.

### **Article 9 - Design Committee**

1. The Design Committee shall concern itself with conveying a positive visual message about the vitality of the Downtown and Tipp City.
2. The Design Committee shall also undertake the following efforts when appropriate: encourage good building maintenance practices; enhancing the physical appearance of the Downtown by encouraging the appropriate rehabilitation and/or reuse of historic buildings and other structures; encouraging new construction that does not detract from the historical appearance of the Downtown; and long-term historical preservation or rehabilitation planning.
3. These efforts may include creating an inviting Downtown atmosphere through window displays, parking areas, building improvements, street furniture, signs, sidewalks, street lights, landscaping.
4. The Design Committee shall also concern itself with whatever other efforts the Partnership deems necessary.

### **Article 10 - Economic Development Committee**

1. The Economic Development Committee shall concern itself with strengthening the community's existing economic assets while expanding and diversifying its economic base.
2. These efforts may include improving the competitiveness of existing businesses; recruiting appropriate and compatible new businesses and new economic uses to improve the Downtown; and assisting in the conversion of unused or underused commercial space into economically productive property.
3. The Economic Development Committee shall also concern itself with whatever other efforts the Partnership deems necessary.

### **Article 11 - Organization Committee**

1. The Organization Committee shall concern itself with assembling the appropriate human and financial resources to support the Partnership.
2. These efforts shall include the creation of and support of the Partnership Board.
3. The Committee shall also support any Advisory Committee that may be implemented.
4. The Committee shall recruit and coordinate volunteers and set up and support committees, subcommittees and events as needed.
5. The Committee shall work with the Downtown Coordinator/DTCP Director to ensure appropriate use of his time and efforts.
6. The Organization Committee shall also concern itself with whatever other efforts the Partnership deems necessary.

### **Article 12 - Promotions Committee**

1. The Promotions Committee shall concern itself with promoting a positive image of the Downtown and Tipp City and encouraging consumers and investors to live, work, shop, and invest in the Downtown and Tipp City.
2. The Committee shall market the Downtown's unique characteristics to residents, investors, business owners, visitors and local and regional governments.

3. The Committee shall implement a fiscally-appropriate promotional strategy to forge a positive image through advertising, retail promotional activity, special events, and marketing campaigns carried out by local volunteers.
4. Through these efforts, the Promotions Committee shall strive to improve consumer and investor confidence in the Downtown and encourage commercial activity and investment in the area.
5. The Promotions Committee shall also concern itself with whatever other efforts the Partnership deems necessary.

#### **Article 13 – Duties of Officers**

1. It shall be the duty of the President to preside at all meetings, to sign records thereof, and, in general, to perform all the duties usually incident to such office.
2. It shall be the duty of the Vice-President to perform all the duties of the President in the case of the latter's absence or disability. The Vice-President will also serve as President-Elect and will assume the duties of President the following year.
3. The duties of the Treasurer are stipulated in Article 18.
4. It shall be the duty of the Secretary to keep accurate minutes of all meetings, maintain the permanent records, arrange for release of information to the public at large, and report said information to the Board on a regular basis or to arrange for these duties to be carried out by a member of the Chamber staff.

#### **Article 14 – Sub-Committees**

1. Sub-committees will be formed to carry out or implement specific projects, concepts or initiatives as adopted by the Board.
2. These sub-committees will work under the direction of the appropriate Committee Chair designated by the Board.
3. The sub-committees can be comprised of but not limited to any Board members, Committee Vice-Chairs, Advisory Committee members, and any other interested parties.
4. These subcommittees may remain as part of one of the four Committees or may be broken out and report directly to the Partnership Board by a majority vote.

#### **Article 15 – Advisory Committee**

1. At a later time to be decided by a majority vote of the Partnership Board, an Advisory Committee shall be formed.
2. The Advisory Committee shall consist of appointed representatives from the Tipp Foundation, Tipp City Library Board, Tipp City Historical Society, Tipp City Architectural Review Board, the Monroe Township Trustees, the Tipp City Exempted Village School Board of Education, , and representatives from any group, club, organization, or individual.
3. Such Advisory Committee members shall pay any fees established by the Partnership by a majority vote.
4. These members may attend Board meetings to establish ideas from programs, along with support and assistance for improving the Partnership.
5. A Chair shall be selected from the Advisory Committee to coordinate communications between the members of the Advisory Committee and the Partnership Board.

6. Advisory Committee members are appointed by a majority vote of the Partnership Board.
7. Past Presidents of the Board or Board members with ten (10) years served may sit on the Advisory Committee without being subject to any fees or dues imposed on Advisory Committee members.

#### **Article 16 - Meetings and Voting**

1. Meetings shall take place monthly or on a schedule determined by the President or a majority vote.
2. Additional board meetings will be scheduled as needed at the discretion of the President or a majority vote.
3. All meetings shall be open to the public unless the President or a majority vote deems it reasonable and beneficial to hold a Closed Meeting, which only Board Members may attend.
4. A quorum shall be constituted by six (6) Board Members in attendance. To take any action, the Board must obtain six (6) affirmative votes. Proxy voting shall not be permitted.
5. Notice of the time and place of public and closed meetings shall be published by the President at least forty-eight (48) hours prior to any meeting via written communication unless doing so is not practicable.
6. Any Board member who misses (4) meetings in one calendar year may be removed at the discretion of the Board by a majority vote.

#### **Article 17 - By-laws, Amendments and the Bylaws Committee**

1. These Regulations may be repealed, amended or changed by a majority vote of the Board.
2. The vote on amendments may be held at any general or special meeting provided that the proposed amendment(s) have been introduced and recorded during at least one previous general or special meeting.
3. Meetings must be held in accordance with regulations above stipulating timely publication of the meeting notification.
4. This code of Regulations shall be reviewed on a biannual basis by a By-laws Committee of three (3) Board members appointed by the Partnership Board. The review, including any amendments, will be signed and dated by the Board officers after recommendation and approval by majority vote.

#### **Article 18 - Duties of the Treasurer and the Finance Committee**

1. It shall be the duty of the Treasurer to receive and safely keep all money and properties belonging to the Partnership, and disburse the same, under the direction of the Board. Board approval shall be required for disbursements of more than \$25 made by the DTCP Director of Partnership funds.
2. The Treasurer shall prepare an annual budget for approval by the Board. The Fiscal Year and Calendar Year shall coincide.
3. The Treasurer shall keep an accurate account of the finances of the Partnership in books to be provided to him for that purpose.

4. The Treasurer shall hold open for inspection and examination by the Board, Advisory Board, and/or appointed for such inspection; and shall present abstracts of the same at all regular meetings.
5. The account of finances of the Partnership shall be reviewed annually by a Finance Committee of three (3) Board members appointed by the Partnership Board. The Treasurer may not be appointed to the Finance Committee. The financial review and any and all financial reviews and audits will be signed and dated by the Board officers after recommendation and approval by majority vote.
6. Tax returns for the Partnership must be prepared by a Certified Public Accountant.

These are the Downtown Tipp City Partnership Bylaws, Version 5, dated May 10, 2007. They were produced by Greg Enslen, Tim Evans and Sue Rambeau – members, Bylaws Committee of the DTCP.

These by-laws were voted upon and adopted by the Downtown Tipp City Partnership on **May 15, 2007** by the following Board Members:

**Ruth Safreed**, President and Tipp City Chamber Representative  
**Reed Spencer**, Vice President and Economic Development Chairman  
**Sue Rambeau**, Treasurer  
**Greg Enslen**, Secretary and Promotions Chairman  
**Adam Blake**, Design Chairman  
**Dave Collinworth**, City Government Representative  
**Tim Evans**, Organization Chairman and City Council Representative  
**Mark Mabelitini**, Events Committee Co-chairman  
**Kathy Taylor**, Tipp-Monroe Community Services Representative and Events Committee Co-chairman