

EXHIBIT "A"

MAIN STREET GAINESVILLE ADVISORY BOARD

ARTICLE 1 – GENERAL

PURPOSE. The purpose of the Main Street Gainesville Advisory Board shall be to work with the Main Street Manager to provide a broad-based non-profit membership organization which can promote the civic, social, and economic welfare of the City of Gainesville and its members; providing a forum for the exchange of ideas; lending guidance in improved business standards and uniform practices; serving as a vehicle for joint promotions; encouraging long-term reinvestment, preservation and restoration of downtown's heritage; engaging in active board-led fundraising; creating a better understanding and appreciation for the importance of downtown to the community; continuously seeking to develop downtown as a center of government, service, professional, retail, cultural and religious activity. The efforts and funds of Main Street Gainesville are to be directed toward these purposes.

DEFINITIONS.

- 1) "Board" means the Advisory Board of Main Street Gainesville.
- 2) "Director" means a member of the Advisory Board of Main Street Gainesville.
- 3) "Governing Body" means the Mayor and City Council of the City of Gainesville.

AREA & LOCATION. The Board shall focus on the downtown/midtown area of the City of Gainesville. The Board may also focus on other areas of the City of Gainesville as designated by the Governing Body. The office shall be situated within its service area. The Governing Body may authorize a change in the office location.

FISCAL YEAR. The fiscal year of the Board shall coincide with the fiscal year of the City of Gainesville.

ARTICLE II – MEMBERSHIP

CREATION. The Main Street Gainesville Program is a membership organization. The purpose of the membership is to serve on committees and work with the Board and the Main Street Manager to achieve the goals of the Main Street Gainesville Program. Membership in Main Street Gainesville Program does not make a person or entity a member of the Advisory Board.

ELIGIBILITY. Any individual, nonprofit organization, business, or property owner having an interest in the purposes of Main Street Gainesville shall be eligible to be a member.

FEES. Members of Main Street Gainesville will receive specialized services that are in addition to the fundamental services provided by local government. For this purpose, a membership fee is required to join the Main Street Gainesville Program. Membership fees shall be at such a rate or schedule as prescribed by the Governing Body with recommendation by the Board, payable in advance.

RESIGNATION, REMOVAL & SUSPENSION. A member may resign by written resignation. A member may be removed by a two-thirds vote of the Board, or by the Governing Body, for conduct prejudicial to Main Street Gainesville's program and aims.

ORIENTATION. An orientation of purposes and activities of the Main Street Gainesville Program shall be conducted annually for new members, directors and officers.

LIMITATION. Main Street Gainesville Program shall be nonprofit, nonpartisan, nonsectarian, and nonpolitical; but this shall not limit its right to express an opinion on issues related to its purpose.

ARTICLE III – MEETINGS

ANNUAL MEETINGS. An annual meeting of the membership and an annual meeting of the Board shall be held on the date and at the time and place established by the Board.

MEETINGS. Regular meetings of the Board and of the membership shall be at such times and dates as determined by the Board. The Board shall meet a minimum of six (6) times per year. Special meetings of the Board and of the membership may be called by the Chairman, the Main Street Manager, or any (3) Directors.

NOTICE OF MEETING. Notice stating the place, day and hour of the meeting (and for special meetings-the purpose) shall be provided not less than two nor more than 30 days before the date. Notice may be provided via US Mail, electronic mail or via a phone call to the member or Director.

QUORUM. A majority of the Board shall constitute a quorum for Board meetings. A majority of the membership shall constitute a quorum for membership meetings.

ARTICLE IV – THE ADVISORY BOARD

COMPOSITION. The Board shall consist of no more than seven (7) Directors, plus two (2) ex-officio members who shall be a member from the Governing Body and the Gainesville City Manager, or his designee. The Board shall include, but not be limited to, appropriate representatives from the downtown/midtown merchants and property owners. All Directors shall assume their office and duties in July of each year, except for the first Board which shall assume their office when appointed by the Governing Body.

APPOINTMENT. The Governing Body will appoint the seven (7) individuals to serve as the Board. For the first Board appointed in 2010, the Council shall appoint three (3) individuals to serve until June 30, 2011 and four (4) individuals to serve until June 30, 2012. Appointments thereafter shall be for a term of two (2) years. An individual may be appointed to successive terms and shall continue to serve if their term expires until a successor is appointed.

AUTHORITY. The Board shall work with the Main Street Manager and the membership to achieve the stated purpose of Main Street Gainesville. The Board shall serve as leaders for the Main Street program, actively promote and advocate the program to the community and lead fundraising events. The Board shall guide the establishment of an annual work plan and may also review annual operating budgets and other operational aspects of the Main Street program; however, the Board shall have no role in personnel matters of the Main Street Manager, but may be consulted. Members of the Board shall also serve as the chairperson for the Main Street program committees and shall also have such other powers, duties or responsibilities as assigned to it by the Governing Body.

COMPENSATION. No Director shall receive compensation for services rendered, but may be reimbursed for direct expenses incurred in the performance of duties upon approval of the City Manager and in accordance with the Governing Body financial policies.

VACANCIES. In the event of death, resignation, or removal of a Director, the Governing Body shall appoint a successor to serve the unexpired term of his predecessor.

REMOVAL OF DIRECTORS. An individual may be removed from the Board by a majority vote of the Governing Body for cause, absenteeism at three (3) successive called or regular meetings or absenteeism at four (4) such meetings in a year, or for other reasons the Governing Body may deem appropriate.

ARTICLE V – OFFICERS AND COMMITTEES

OFFICERS. The Board shall elect a Chairman, Vice Chairman, Secretary/Treasurer.

COMMITTEES. The membership shall have committees that actively implement the Main Street program's work plan and stated purpose. Committees may consist of a Promotions Committee, Design Committee, Economic Restructuring Committee, and other such committees as deemed appropriate by the membership or Board. A member of the Board will serve as the chairperson of each committee. The Promotion Committee shall be responsible for marketing the downtown area's unique characteristics to shoppers, investors, new businesses, tourists and others. The committee shall help promote a positive image of the downtown through retail promotional activity, special events, and ongoing programs to build positive perceptions of the district. The Design Committee shall be responsible for improving the downtown area's image by enhancing its physical appearance, not just buildings, but also of street lights, window displays, parking areas, signs, sidewalks, promotional materials, and all other elements that convey a visual message about what the downtown is and what it has to offer. The Economic Restructuring Committee's responsibility shall be to strengthen the existing economic base of the downtown while diversifying it. Economic restructuring activities shall include helping existing downtown businesses expand, recruiting new businesses to provide a balanced mix, converting unused space into productive property, and sharpening the competitiveness of downtown businesses.

CHAIRMAN. The Chairman shall be a voting member and preside at meetings; and perform other duties relative to this office and to promote the organization's usefulness and objectives.

VICE CHAIRMAN. The Vice Chairman shall be a voting member and perform duties of the Chairman in his or her absence.

SECRETARY/TREASURER. The Secretary/Treasurer shall record the votes and keep minutes of meetings and proceedings; shall keep appropriate current records, showing the members and their addresses; shall keep and maintain the official correspondence; and perform other duties as may be required. This person shall also coordinate with the Main Street Manager on the funds that have been raised through membership fees and fund raising efforts and are outside of the general operating budget of the Main Street program that is funded by the City of Gainesville. The Secretary/Treasurer shall provide for a monthly financial report to the Board.

ARTICLE VI – CONTRACTS, GIFTS AND EXPENDITURE OF FUNDS

CONTRACTS & GIFTS. Neither a member of the Board, nor any member of the Main Street Gainesville Program may enter into a contract or execute and deliver any instrument in the name of, or on behalf of the Board. All contracts shall be executed by the City of Gainesville. The Board may accept gifts, contributions, or bequests for the general purposes or for any special purpose of the Main Street Gainesville Program.

EXPENDITURE OF FUNDS. The Board will advise on the expenditure of funds that have been raised through membership fees and fund raising efforts and are outside of the general operating budget of the Main Street program that is funded by the City of Gainesville. The Board shall use these funds to accomplish the objectives and purposes specified herein, and no part of said funds shall be distributed to its members. The Main Street Manager will be responsible for overseeing the expenditure of these funds.

ARTICLE VII – DISSOLUTION

PROCEDURE. The Board may be dissolved by a majority vote of the Governing Body. On dissolution of this Board, any funds remaining shall be distributed to the City of Gainesville.

ARTICLE VIII– AMENDMENTS

These bylaws may be amended by a majority vote of the Governing Body.