

Bylaws
of
Farmington Downtown
Committee

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For proposed change in
appointment terms.**

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Mission Statement: [See Attached].

Article 1. - Name

The name of The Committee shall be Farmington Downtown Committee hereinafter "The Committee".

Article 2. - Authority

The Committee derives its authority from the Town of Farmington Board of Selectmen and Town of Farmington Ordinances and Regulations. Nothing in these By-Laws is intended to conflict with either of these instruments.

Article 3. - Principle Place of Business

The principal place of business of the Committee shall be at Farmington in the County of Strafford and State of New Hampshire, hereinafter called "Town". The mailing address is 39 North Main Street, Farmington, NH.

Article 4. - Purpose

The purpose of The Committee is to study, preserve and enhance the function, public safety and livability of the downtown.

Article 5. - Duties and Functions Relative to Purpose

The Committee shall have the following duties and perform the following functions:

- **Promotion**, create a positive image for downtown by promoting downtown as an exciting place to live, shop and invest and enjoy;
- **Design**, improve the ability of the downtown to function as a center for economic and social activity in a manner that is aesthetically pleasing and consistent with the town's heritage;
- **Economic Development**, strengthen and expand the economic base of the downtown, especially by supporting locally owned, independent businesses which operate in a fashion consistent with these purposes;
- **Advisory Action**, consult with the Board of Selectmen and other town boards and committees on issues of importance to the downtown;
- **Funding**, locate funding mechanisms for downtown projects.

Management, to administer and distribute funds in connection with any activities related to the above purposes, as authorized by the Board of Selectmen or the legislative body of the Town.

No part of the earnings of The Committee shall inure to the benefit of any of its members; and The Committee shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

Article 6. - Real Property Interests

The Committee is not authorized to hold property in the name of the Town, whether by gift or purchase.

Article 7. - Publications and Advertisements

The Committee may advertise, prepare, print and distribute books, maps, charts, plans and pamphlets, which in its judgment it deems necessary for its work and for which approved funds are available.

Article 8. - Finances

Section 1. Administrative Expenditures

The Committee shall limit its administrative expenditures, including compensation for agents, to appropriations so designated by the Town. Any unexpended balance from such appropriations shall lapse in accordance with Town budget procedures.

Section 2. Acquisition and Disbursement of Other Funds

The acquisition of non-administrative funds acquired through the actions of The Committee shall be conducted in accordance with state law governing the Town's receipt of property and shall be disbursed by the Board of Selectmen upon the consent of The Committee.

Except as the Board of Selectmen may generally or in particular cases authorize the execution thereof in some other matter, all checks, drafts and other instruments for the payment of money and all instruments of transfer of securities shall be signed on behalf of The Committee consistent with the fiscal policies of the Town of Farmington and in accordance with the laws of the State of New Hampshire.

Article 9. - Membership

Section 1. Any individual interested in supporting the purposes of The Committee may become a member by filing an application in such form as the Board of Selectmen shall prescribe, and receiving an appointment by said Board.

Section 2. Any member may resign from membership in The Committee upon giving written notice thereof to the Board of Selectmen.

Section 3. Each person, shall be entitled to one vote on each matter submitted to a vote of the members.

Section 4. The Committee shall consist of no less than five nor more than eleven members, one of which shall be a member of the Board of Selectmen who shall have full voting rights. ***The terms of the initial members shall be staggered so that approximately 1/3 serve a 3-year term, 1/3 serve a 2-year term and the remaining 1/3 serve a 1-year term. All appointments thereafter shall be for 3 years.***

Section 5. Any member who has three consecutive, unexcused absences shall be considered as having resigned from the Farmington Downtown Committee.

Article 10. - Membership Meetings

Section 1. Holding Meetings

Meetings for the membership shall be held at any time and place as may be designated in the notice of said meeting, upon the call of the Chairman or the Board of Selectmen either at their own request or upon written petition by at least three active members.

Section 2. Notification of Meetings

Written notice of every meeting of the membership, stating the place, date and hour of the meeting shall be given either personally or by mail to each member no less than three days before the date of the meeting. If mailed, such notice shall be deemed delivered when deposited in the United States mail with postage thereon prepaid, addressed to the members at their addresses as they appear on The Committee record of membership. Notice of all meetings shall be posted in at least two public places.

Section 3. Quorum

A majority of the voting members shall constitute a quorum for the

transaction of business at all meetings of the membership. If a quorum is not present or represented at any meeting of the membership, no normal business may be transacted and the meeting shall be for informational purpose only and may be adjourned until a later date. If the adjournment is for more than 30 days, a notice of the adjourned meeting shall be given to each member.

Section 4. Voting

When a quorum is present at any meeting, the vote of the majority of the active members present in person shall decide any questions brought before such meetings.

Section 5. Conduct of Meetings

All meetings shall be conducted pursuant to authority of the chairman.

All agenda items shall be identified by title or subject matter both on the written notice of each meeting and prior to consideration at any meeting. All requests for items to be included on the agenda shall be filed with the Chairperson on or before five o'clock p.m. seven (7) days preceding the meeting. Any matter not requiring prior legal notice may be placed on the agenda at any meeting by a majority vote of the members present.

In all cases, opportunity for public comment shall be made for each agenda item and prior to all votes by the Committee at the discretion of the Chairman.

Section 6. Conflict of Interest

No member of the Committee shall introduce, speak on or vote on any resolution or issue in which that member has a personal or pecuniary interest, direct or indirect. All such members with a conflict of interest may submit comments in writing to the Committee.

Section 7. Proxies

Members may not vote by written proxy.

Section 8. Right to Know

All meetings of the Committee shall be held in accordance with the provisions of New Hampshire RSA, Chapter 91-A, as amended, relating to meetings open to the public and executive sessions.

Article 11. - Subcommittees

Section 1. The Committee may designate or appoint one or more ad hoc or standing subcommittees. The designation and appointment of any such subcommittees and the delegation thereto of authority shall not operate to relieve The Committee of any responsibility imposed upon them by these Bylaws or the regulations of the Town.

Section 2. Each subcommittee chairperson shall be appointed annually by the Chairman.

Article 12. - Officers

Section 1. The officers of The Committee shall be elected annually from and by the members of The Committee and shall consist of a Chairman, Vice Chairman, and a Corresponding Secretary and such other officers as may be deemed necessary. No member of the Board of Selectmen may serve as an officer.

Section 2. Except as hereinafter provided, the officers of The Committee shall each have such powers and duties as generally pertains to their respective offices, as well as those that from time to time may be conferred by the membership or the Board of Selectmen.

A. Chairman - The Chairman shall preside at all business meetings. In the event that the Chairman is not present, the Vice Chairman shall preside. The Chairman shall be an ex-officio member of all subcommittees and shall perform such duties as are usually incumbent upon that officer and such as may be directed by resolution of the Board of Selectmen. The term for the office of Chairman shall be for one year and no more than three consecutive terms.

B. Vice Chairman - The Vice Chairman shall have such duties and responsibilities as the Chairman or the Board of Selectmen may from time to time prescribe. In the absence of the Chairman, the Vice Chairman shall assume all duties and functions of the Chairman. The term for the office of Vice Chairman shall be for one year and no more than three consecutive terms.

C. Corresponding Secretary - The Corresponding Secretary shall correspond with persons and institutions with which The Committee has business, shall assemble documents created by subcommittees, and shall file copies of such correspondence and documentation with the Secretary. The Corresponding Secretary shall serve no

more than three consecutive terms of one year each.

D. Temporary Officers - In case of the absence or disability of any officer of The Committee and of any person authorized to act in their place during such periods of absence or disability, the Chairman may from time to time delegate the powers and duties of such officer to any other officer or any other member.

Article 13. - Staff Support

Secretary The Secretary shall record and maintain in good order Minutes of all meetings and all records and correspondence of The Committee, and shall receive and maintain in good order such documents as may be submitted by the Corresponding Secretary. The Secretary shall also have such other duties as may be assigned by the membership or the Board of Selectmen.

Article 14. - Amendments

The membership shall have the power to alter, amend or repeal the Bylaws or adopt new Bylaws by vote of two-thirds of the full membership at any duly called meeting. Notice of intent to amend the Bylaws shall be required prior to the vote.

Article 15. - Program Area

The program area of The Committee shall be that geographic area indicated on the attached map {Exhibit A}.

