



Town of Clayton
Downtown Development Association Advisory Board Agenda
Monday, August 12, 2019 @ 6:00 PM
Council Chambers
Clayton Town Hall

1. CALL TO ORDER

2. ADJUSTMENT OF THE AGENDA

3. REPORTS

4. APPROVAL OF MINUTES

a. Draft Minutes

- May 13, 2019

[May 13, 2019 DRAFT Minutes](#)

POTENTIAL ACTION: Adoption of Minutes

5. OLD BUSINESS

6. NEW BUSINESS

a. Presentation of Information Regarding the CDDA and the CDDA 501(c)3

Presenter: Jessica Lloyd

[CDDA Corporation-Association Comparison](#)

POTENTIAL ACTION: None - Informational Only

b. Nomination / Election of CDDA Officers

Presenter: Tony Johnson

- Chair
- Vice Chair

POTENTIAL ACTION: Election of Chair

POTENTIAL ACTION: Election of Vice Chair

c. Nomination / Election of CDDA 501(c)3 Officers

Presenter: Tony Johnson

- President
- Vice President

POTENTIAL ACTION: Election of President

POTENTIAL ACTION: Election of Vice President

- d. Review of Proposed/Updated CDDA By-Laws
Presenter: Tony Johnson
[CDDA Association Proposed By-Laws](#)

POTENTIAL ACTION: Recommend Updated By-Laws to Town Council for Final Approval
- e. Review of Proposed/Updated CDDA 501(c)3 By-Laws
Presenter: Tony Johnson
[CDDA Corporation 501C3 Proposed By-Laws](#)

POTENTIAL ACTION: Recommend Updated By-Laws to Town Council for Final Approval
- f. Re-Defining "Downtown Clayton"
Presenter: Dave DeYoung, Economic Development Director
[Downtown District with Downtown Overlay REVISED 07252019](#)

POTENTIAL ACTION: Adoption of New "Downtown District" Map
- g. Committee Review and Director Assignments
Presenter: Jessica Lloyd
[CDDA Committees and Assignments](#)

POTENTIAL ACTION: None - Informational Only

7. OTHER BUSINESS

8. ADJOURN

- a. Adjourn the Meeting

POTENTIAL ACTION: Motion to Adjourn



Town of Clayton
Downtown Development Association Advisory Board Minutes
Monday, May 13, 2019 @ 6:00 PM
Wooten Room- Clayton Town Hall

BOARD MEMBERS PRESENT:

Kim Lawter
Neal Stancil
Alison Kilpatrick
Betsy Grannis
Heidi Peach
Jessica Lloyd
Tony Johnson

STAFF PRESENT:

Bobby Bunn, Council Member
David DeYoung, Economic Development Director
Kimberly Moffett, Town Clerk
Stacy Beard, Public Information Officer

MEMBERS ABSENT:

Linda Edwards
Laurie Partlo
Scott Hadding
James Lipscomb

GUESTS PRESENT:

Maria Bunn, Clayton Chamber of Commerce

1 CALL TO ORDER

- a) Ms. Lawter called the meeting to order at 6:05 p.m. Mr. Lipscomb was not present at the meeting but joined the meeting via conference call.

2 ADJUSTMENT OF THE AGENDA

3 APPROVAL OF MINUTES

- a) Draft Minutes
• April 8, 2019

ACTION: Adoption of Minutes

Motion: Board Member Grannis
Second: Board Member Peach
Vote: Unanimous

4 REPORTS

- a) Finance Report
Presenter: Jessica Lloyd

Ms. Lloyd reported everything is track and there are two concerts remaining. Additional revenues and expense will be forthcoming for both of those concerts. Ms. Lloyd further

stated sponsorship funds are on track.

- b) Façade Grant Status
Presenter: Heidi Peach

Ms. Peach reported there were a total of two outstanding invoices; Purna Yoga is now paid The Woman's Club, remains outstanding.

- c) Promotions Update
Presenter: Kim Lawter, Chair

Ms. Lawter reported the first concert of the season would be held on Thursday, May 16 and any assistance would be appreciated. She stated all signage and tents were ready to do. She further stated that some large games had been purchased by the DDA and they would be added to the Kids Corner at the concerns. She stated all was going very well with all concert plans.

5 OLD BUSINESS

- a) CDDA Restructure Discussion
Presenter: Kim Lawter, Chair

Ms. Lawter provided background and proposed moving forward with taking the DDA as a private 501c3, disbanding the advisory board and forming new by-laws. There was lengthy discussion regarding the funding of the 501c3 and further the town does not currently fund 501c3's. Ms. Beard stated staff believed that the council deeply valued the events currently handled by the DDA. There was lengthy discussion regarding what would occur should the town decide to not continue funding and if the DDA would continue to handle concerts and movie nights. Ms. Lloyd reported that all funds provided by the town are spent directly on these events. She shared additional information regarding amounts funded by the town and sponsorship funds that are raised. If funding from town stopped, the DDA would need to decide what they would do regarding these events. Concerns raised by board members included; raising sponsorship if DDA were not to do concerts, facade grants and availability. Mr. DeYoung stated all this information would need to be shared with council and they would have final decision regarding their desire to have an outside entity/body making decisions about town monies. Ms. Grannis asked for clarification about what brought about this discussion and stated this was the first she had heard of it. Ms. Lawter stated when Ms. Russo left her position with the town it was her thought nothing was being done and felt projects were being killed at staff level. She further stated that she felt the board was left on its own following Ms. Russo's departure. She felt decisions needed to be made about what the DDA wanted to do next and did that mean they wanted to strictly continue to pushing events or assisting downtown in additional ways. She further stated she believed having a stand-alone 501c3 with an executive director would be able to do this. Ms. Beard stated that DDA has always done great events and further reported there is now a full time special event coordinator that would be taking over the logistics of events. Ms. Lawter reported that currently she felt like she was doing all the work for these events. Ms. Beard stated this is the first staff is hearing of this and it is her understanding that when Ms. Russo left her position that all concert contracts and details were in place. Mr. Lipscomb reported that he felt that DDA would contract with the town for certain events and this would allow for a part time executive director to handle other duties. He stated that he felt many projects

had been put on the back burner and he would like to see more energy brought to downtown. There was lengthy discussion about what a different structure would allow. Mr. Stancil stated he would like to see a Block Ambassador Program in place that would open up conversations with downtown business owners. Ms. Grannis shared she didn't feel the town would fund a 501c3 just for a staff person. Ms. Lawter stated she felt this was something that had been thought about for the past 3 years. Mr. Stancil asked if goals of a stand-alone would be to do the same thing. Ms. Lawter stated that was not plan. Mr. DeYoung stated he believed the town would continue to fund concert series and the town would be a partner. Mr. Stancil asked what then would change. Ms. Lawter stated currently both she and Ms. Lloyd handle the day to day operations. Mr. Stancil asked again where the funding would come from for this staff person. Ms. Lloyd stated she did not believe funding for concerts was ever in question but she thought the town could contract with the town for a staff person. Ms. Lawter stated she would like to see a contract with the town and have dedicated funds for downtown. She stated the stand-alone would look to partner with town. Ms. Lawter shared example of harvest festival. Mr. DeYoung shared information about the new staff person coming on board and shared details about this employee would interact with the DDA. He also provided history regarding the amount of time that Ms. Russo spent on the physical set-up and breakdown of events. Further with the new special event planner and Parks & Recreation staff, that would no longer be the case. All event set- up and breakdown would be handled by that staff. He reminded the DDA is an advisory board of volunteers who want to do things. He further stated the new town staff person would serve as economic development contact and liaison to the board and would not be taking on new initiatives of the newly proposed 501c3. Ms. Lawter again stated that ultimately council needs to approve and the board needed to make decision regarding the direction to move/ Council Member Bunn stated it was important to take the time necessary to decide on what was the best direction to head. Ms. Grannis suggested a retreat would be extremely helpful. Ms. Lloyd agreed a retreat would be extremely helpful. Mr. Stancil stated members are willing step up to assist the promotions committee and assist with duties that are causing the most stress. Ms. Lawter stated that members of the board need to take an initiative in this area. Ms. Lloyd stated that having a staff person would not fix the problem of un-involvement. Mr. DeYoung also stated a topic to be discussed at the retreat should how the Economic Development Office could best assist. Ms. Beard reminded a mission would be needed for council to get behind. All staff involvement needs to be included in proposal. Ms. Lawter reminded that we are still down a full staff person. Council Member Bunn reminded the board that all events currently handled by the DDA are funded through next year and stated to be sure everything is well prepared if and when this was presented to council. Mr. Johnson would like to know if a breakdown of what staff currently does for DDA special events could be provided. He would like to see staff time quantified regarding special events. Discussion continued and included sponsorships and history as well as amount of time to book bands etc. Mr. Johnston stated he wanted to understand what staff currently does and further he felt the DDA needed to do more than special events and that the DDA needed to be more relevant to downtown businesses. Ms. Beard suggested the Main Street Center could provide additional information about 501c3's and other downtown associations. Ms. Beard further stated that partnerships are very important and we all have the same goal of wanted the best quality of life for our residents.

There was consensus that holding a retreat would be extremely beneficial. Suggested date of Saturday, June 29, 2019 with location and details to be determined. It was further

agreed that the June 10, 2019 meeting of the DDA would be cancelled.

- b) Facade Grant Update
Presenter: Kim Lawter, Chair

6 NEW BUSINESS

7 OTHER BUSINESS

8 ADJOURN

- a) Adjournment of Meeting

With there being nothing further the meeting was adjourned at 7:34 p.m.

ACTION: Motion to Adjourn

Motion: Board Member Johnson

Second: Board Member Peach

Vote: Unanimous

Tony Johnson
Chair

ATTEST:

Clerk to the Board

Organization Name	Clayton Downtown Development Association, Inc.	Clayton Downtown Development
Tax Status:	501 C 3	N/A
Fiscal Year	July to June	July to June
Can accept donations?	YES	NO
Prepares a budget?	YES	NO
Meeting Time	As Needed	Monthly: 2nd Monday 6pm
Minutes taken by	Secretary	Town Staff
Positions	Officers	Members
Terms	1 year	3 years
Members	President Vice President Secretary Treasurer Immediate Past President	Chair & Vice Chair (Proposed 2 Co-Chair option) + 9 Members + Planning Staff + Ex officio of Town Council
Appointed or Elected?	Nominated by Board of Directors Resolution submitted to Town Council	Appointed by Town Council

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 (hereinafter referred to as the "CDDA").
- B. The purpose of the CDDA shall be to support the Clayton Downtown Development Association, Inc., a 501-c-3 not-for-profit. This includes: preserving **and enhancing** the character of **Clayton's Downtown District**; ~~to~~ protecting the historic significance of the buildings, facilities, and spaces within **the Downtown District**; educating citizens and business people about the value of **the Downtown District**; promoting **the Downtown District** as a place to **visit and invest** for the preservation and promotion of historic quality, unique features and historic landmarks; serving as a review and advisory committee to the Town of Clayton; and implementing projects that enhance and protect **the Downtown District**
- C. With the purposes noted above, the CDDA shall serve as the operations unit for the Clayton Downtown Development Association, Inc. The Clayton Downtown Development Association, Inc. shall serve to accept funds on behalf of, distribute funds in support of, and solicit funds and donations in accordance with the common purposes of the two groups. In the event some purpose or program of the CDDA shall be inconsistent with the purposes, rules, laws, by-laws, or procedures of the Clayton Downtown Development Association, Inc. the two shall act independently without reliance or involvement by the other.

Article II- Nature of the Organization.

- A. The nature of the CDDA 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 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, Selection and Appointment, and of Directors.

- A. Members **of the Clayton Downtown Development Association** may be residents of the Town of Clayton, business persons 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.
- B. **Proposed Members shall be selected from applications submitted to the Town of Clayton. Interviews of the proposed Members will be conducted by**

the Economic Development Director and/or their designee, designated Town Staff and at least one Director of the CDDA. Eligible Nominees shall be nominated and shall be appointed Members upon approval by resolution of the Clayton Town Council.

- C. Membership shall consist of eleven (11) regular members which will make up the Board of Directors. 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. The Town of Clayton's Economic Development Director or their designee shall serve as the primary liaison between the Town and the CDDA.
- D. Terms of membership shall be for three years beginning on July 1st and expiring on June 30th of each year. Membership may be renewed by Town Council after the initial term. When filling of vacancies caused by the expiration of the terms of an existing member, the Town Council may appoint certain members for less than three years to complete the term, and the terms of all members shall not expire at the same time.

Article IV- CDDA Officers-

- A. The Board of Directors shall select CDDA Officers annually at its August meeting, ~~or their first official meeting of the calendar year. Officers shall be elected by the CDDA's Board of Directors.~~ The following Officers shall be appointed upon majority vote of the membership present at an official meeting: Chair, and Vice-Chair. At the discretion of the Board of Directors, Co-Chairs may be appointed rather than a Chair and Vice-Chair. The Co-Chairs shall fulfill the Duties of Officers listed below. Nominations may be made from the floor by any director.
- B. Duties of Officers.
1. Chair. The Chair shall preside at meetings and shall retain full voting rights. The Chair shall make appointments to special and standing committees of the Association. The Chair may call a special meeting with a minimum of forty-eight hours written notice to the membership. The Chair shall serve as ex-officio member of all standing committees.
 2. Vice-Chair. The Vice-Chair shall preside at meetings in the Chair's absence. Should the Chair resign or otherwise become unable to fulfill the duties of office during an elected term, the Vice-Chair shall assume the post.

Article V- Changes to By-laws.

1. These By-laws may be amended or repealed and new By-laws may be adopted by an affirmative vote of a majority of the Directors then holding office at any regular or special meeting of the Board of Directors and by resolution of a majority of the Clayton Town Council.

Article VI- 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 directors 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 VII- Organization.

- A. Committees. The CDDA shall be organized into the following standing committees with the purposes as noted:

- 1) Organization Committee. The purpose of the Organization Committee is to foster the **Downtown District** as the Town's center of activity, and to ensure its economic stability through historic preservation, communication, education, promotion, and economic revitalization. The Organization Committee provides the stability necessary to build and maintain a downtown program that is well structured, well-funded and committed to the future of the heart of Clayton. The Organization Committee is responsible for managing the financial and logistical aspects of the Corporation.

- 2) Design Committee. The purpose of the Design Committee is to evaluate the downtown environment and recommend physical improvements to buildings, businesses and other public infrastructure. This activity often requires consensus among independent business owners and property owners to bring about positive aesthetic change. These improvements shape the physical image of downtown to create a place that is attractive to shoppers, investors, business owners, and visitors. Much of this work occurs in partnership with the **Economic Development Director or their designee** and in one-on-one relationships with members of the downtown community, property owners, business managers, Town staff, and elected officials.

- 3) Promotion Committee. The purpose of the Promotions Committee is to promote **the Downtown District** as the center of activity, commerce, culture, and community for both residents and visitors. Developing and maintaining an image campaign, educating retailers about and encouraging joint retail promotions, and special events help achieve the goals of this committee.

4) Economic **Vitality** Committee. **Maintaining** the economic vitality the **Downtown District** is the purpose of the Economic **Vitality** Committee. The committee members develop a thorough understanding of the economic condition in **the Downtown District** and use that understanding to gain both public and private sector support and involvement. Utilizing the unique skills and resources of each sector, the committee implements a well-planned and comprehensive strategy to gradually improve downtown's economic foundation.

B. All Directors are required to serve on at least one Committee in addition to the Organization Committee. The **Chair** shall appoint, with the advice and consent of the Board of Directors, additional committees as may be deemed advisable from time to time. The **Chair** shall be an ex officio member of all committees.

C. The Chair 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 _____ day of _____ while in regular session.

ATTEST:

Jody L. McLeod,
Mayor

Kimberly Moffett, MMC
Town Clerk

**BY-LAWS
OF
Clayton Downtown Development Association, Inc.**

ARTICLE 1- NAME

The name of the Corporation is the "Clayton Downtown Development Association, Inc." (hereinafter referred to as the "Corporation").
[formerly named the Clayton Area Development Foundation, Inc.]

ARTICLE 2 - PRINCIPAL OFFICE

The principal office of the Corporation shall be located at such place as the Officers of the Corporation may from time to time designate.

ARTICLE 3 –TAX STATUS &PURPOSES

The Corporation is organized to operate exclusively for charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law), and more specifically:

- A. To promote Clayton's **Downtown District**, including that area's commercial enterprises and residences;
- B. To take remedial actions to eliminate the physical, economic and social deterioration of Clayton's **Downtown District** and thereby promote Clayton's historic preservation, contribute to its community betterment and enhance the social welfare while lessening the burdens of Clayton's government;
- C. To disseminate information of and promote interest in the preservation, history, culture, architecture and public use of Clayton's **Downtown District**;
- D. To hold meetings, seminars, and other activities for the instruction of the general public in those activities such as building rehabilitation and design, economic restructuring, and planning and management that foster the preservation of Clayton's appreciation of its history, culture and architecture;
- E. To aid, work with, and participate in the activities of other organizations, individuals, and public and private entities located within and outside of Clayton engaged in similar purposes;
- F. To solicit and receive and administer funds for educational and charitable purposes and to that end to take and hold bequest, devise, give, grant, purchase, lease or otherwise, either absolutely or jointly with any other person or corporation, any property, real, personal, tangible, or intangible, or any undivided interest therein, without limitation as to amount of value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in

such a manner as, in the judgment of the Corporation's Officers, will best promote the purposes of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which the property is received, the By-Laws of the Corporation, or any laws applicable thereto.

- G. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation except as an insubstantial part of its activities.
- H. The Corporation shall not in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office; nor shall it engage in any "prohibited transaction" as identified in section 503 (b) of the Internal Revenue Service Code of 1986.
- I. The Corporation shall not engage in any transaction or permit any act or omission which shall operate to deprive it of its tax exempt status under section 501 (c) (3) of the Code.
- J. In the event of dissolution or liquidation of the Corporation, any assets then remaining shall be distributed among other organizations as shall qualify at the time as an exempt organization described in Code Section 501 (c) used for purposes consistent with those described in ARTICLE 3 and subparagraphs A through F.

ARTICLE 4 - MEMBERS

The Corporation shall have no members.

ARTICLE 5 - MANAGEMENT OF THE 501 (C) (3)

- A. Management. The management of the Corporation shall be vested in the Officers.
- B. Clayton Downtown Development Association. The Clayton Downtown Development Association (hereinafter referred to as the "CDDA") is a volunteer board appointed by Town Council to assist the Corporation.
- C. Election of Officers. Eligible nominees shall be nominated by the CDDA Board of Directors, and shall become Officers upon approval by resolution of the Clayton Town Council.
- D. Eligibility. Officers are generally selected from the CDDA Board of Directors, but may be residents of the Town of Clayton, business persons with interests in the Downtown Clayton area, property owners within the **Downtown District**, or other persons with knowledge or abilities deemed beneficial to the purpose of the CDDA.
- E. Town of Clayton Representation. The Town Manager, Planning Director, and the Mayor or other appointed member of the Town Council shall serve as Ex-officio Officers of the Corporation. Ex-Officio Officers shall have no voting rights. The Town of Clayton's **Economic Development Director or their designee** shall serve as the primary liaison between the Town and the Corporation.

- F. Officers. The Officers of the Corporation shall be a President, Vice President, Secretary, Treasurer and the Immediate Past President (or additional Officer if there is no Immediate Past President.) With the exception of the Immediate Past President, the Officers shall be nominated by the CDDA's Board of Directors at their August meeting, or their first official meeting of the fiscal year.
1. The Executive Committee of the Corporation shall consist of all Officers.
 2. All Officers have voting rights (except Ex-Officio Officers).
 3. Officers shall act by true majority vote.
 4. The Officers may approve corporate expenditures.
 5. The Officers may meet at such times and places as they may choose and may, as a body, make recommendations and proposals to the CDDA.
- G. Vacancies. Consistent with Paragraph C hereof, when an Officer position is vacant, the CDDA Board of Directors shall nominate persons to fill the vacancy. Approval of an Officer to fill the vacancy shall be made by the Clayton Town Council from among such nominees.
- H. Term. Each officer shall serve for a one year term, or until his/her successor is elected and qualifies.
- I. Resignation of an Officer. Any Officer may resign at any time by giving written notice to any other Officer of the Corporation. Such resignation shall take effect at the time specified therein, or if no time is specified, at such time as the resignation is received by such Officer. Unless specified in the Officer's notice of resignation, the acceptance of such resignation is not necessary for it to be effective.
- J. Removal of Officers. An Officer may be removed upon recommendation of a ¾ majority of the CDDA's Board of Directors, and upon approval by the Clayton Town Council.
- K. Compensation of Officers. No part of the net earnings of the Corporation shall inure to the benefit of any Officer of the Corporation or other private individual except that the Corporation shall be authorized to pay reasonable compensation for services rendered herein. None of the property of the Corporation shall be distributed directly or indirectly to any Officer of the Corporation except in fulfillment of its charitable and educational purposes enumerated herein.

ARTICLE 6 – OFFICER DUTIES

- A. President. The President shall be the principal Executive Officer of the Corporation, and, subject to the control of the Board of Directors, shall supervise and control the management of the Corporation in accordance with these By-laws.

The President shall, when present, preside at all meetings of the Corporation. He/she shall sign, with any other proper officer, deeds, mortgages, bonds, contracts, or other instruments which may be lawfully executed on behalf of the Corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be delegated by the Officers to some other officer or agent; and, in general, he/she shall perform all duties incident to the

office of President and such other duties as may be prescribed by the Officers from time to time. The President shall not vote as an Officer except for the purpose of breaking a tie vote.

- E. Vice President. The Vice President, unless otherwise determined by the Officers, shall, in the absence or disability of the President, perform the duties and exercise the powers of that office. In addition, he/she shall perform such other duties and have such other powers as the Officers shall prescribe.
- F. Secretary. The Secretary shall keep accurate records of the acts and proceeds of all meetings of the Corporation. He/she shall give all notices required by law and by these By-laws. He/she shall have general charge of the corporate books and records and of the Corporate Seal, and he/she shall affix the Corporate Seal to any lawfully executed instrument requiring it. He/she shall sign such instruments as may require a signature, and, in general, shall perform all duties incident to the office of Secretary and such other duties as may be assigned from time to time by the President or by the Officers.
- G. Treasurer. The Treasurer shall have custody of all funds and securities belonging to the Corporation and shall receive, deposit or disburse the same under the direction of the Officers. He/she shall keep full and accurate accounts of the finances of the Corporation in books especially provided for that purpose; and he/she shall cause a true statement of its assets and liabilities as of the close of each fiscal year and of the results of its operations to be made and filed at the registered or principal office of the Corporation within four months after the end of such fiscal year. The Treasurer shall, in general, perform all duties incident to his/her office and such other duties as may be assigned from time to time by the President or by the Officers.
- H. Immediate Past President or additional Officer. The Immediate Past President provides continuity and the serves as a resource for the President, if asked. The duties and responsibilities expected of all Officers are also expected of the Immediate Past President or additional Officer. This includes preparing for and attending meetings, serving on or chairing committees, serving as a committee liaison, and generally participating in Corporation governance activities.

ARTICLE 7 - MEETINGS

- A. Meetings. Meetings of the Corporation shall be held no less than quarterly. Meetings shall be called by the President upon two (2) days prior notice or upon call of a majority of the Officers. Notice of a meeting need not state the purpose thereof, and such notice shall be directed to each Officer at his/her residence or usual place of business by mail, telephone, e-mail, or may be delivered personally. The presence of an Officer at a meeting shall constitute a waiver of notice of that meeting, except only when such Officer attends the meeting solely for the purpose of objecting to the transaction of any business at such meeting on the ground that the meeting has not been lawfully called and does not otherwise participate in the meeting.
- B. Waiver of Notice. Whenever any notice is required to be given by any Officer under the provisions of the North Carolina Nonprofit Corporation Act, or under the provisions of the Articles of Incorporation of this Corporation or of these By-laws, a waiver thereof in

writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

- | **C.** Quorum. At any meeting of the Officers of the Corporation, a majority of the Officers of the corporation shall constitute a quorum. A quorum shall be present at a meeting of the Officers for business transacted thereat to constitute action of the Officers.
- | **D.** Robert's Rules of Order. Robert's Rules of Order shall be the rules of order for all meetings, except as may be otherwise provided in these Bylaws.
- | **E.** Informal Action of Directors. Action taken by the Officers without a meeting shall constitute action of the Corporation if written consent to the action in question is signed by all the Officers and filed with the minutes of the proceedings of the Corporation, whether done before or after the action so taken.

ARTICLE 9 - FISCAL YEAR

| Unless otherwise fixed by the Officers, the fiscal year of the Corporation shall end on June 30.

ARTICLE 10 - BONDING

The Officers may require and/or procure such bonds on its Board, Officers, Employees or Agents, as it may deem appropriate.

ARTICLE 11 – INDEMNITY

- A. Any person who at any time serves or has served as a director, officer, employee or agent of the corporation, or in such capacity at the request of the corporation for any other corporation, partnership, joint venture, trust or other enterprise, shall have a right to be indemnified by the corporation to the fullest extent permitted by law against (a) reasonable expenses, including attorneys' fees, actually and necessarily incurred in connection with any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative, and whether or not brought by or on behalf of the corporation, seeking to hold him/her liable by reason of the fact that he/she is or was acting in such capacity, and (b) reasonable payments made by him/her in satisfaction of any judgment, money decree, fine, penalty or settlement for which he/her may have become liable in any such action, suit or proceeding.
- B. The Officers of the Corporation shall take all such action as may be necessary and appropriate to authorize the Corporation to pay the indemnification required by this by-law, including without limitation, to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due and giving notice to, and obtaining approval by, the President of the Corporation.
- C. Any person who at any time after the adoption of this by-law serves or has served in any of the aforesaid capacities for or on behalf of the Corporation shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of

indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provision of this bylaw.

ARTICLE 12 - CONTRACTS, LOANS, AND DEPOSITS

- A. The Officers may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.
- B. Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Officers. Such authority may be general or confined to specific instances.
- C. Checks and Drafts. All checks, drafts or other orders for the payment of money, issued in the name of the Corporation, shall be signed by two such officers or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Officers.
- D. Purchasing Card. The cardholder shall act as an agent of the Corporation and shall comply with all applicable purchasing regulations. The Cardholder shall maintain appropriate transaction documentation and provide copies to the Treasurer.
- DE. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such depositories as the Officers may select.

ARTICLE X – AMENDMENTS

- A. Except as otherwise provided herein, these by-laws may be amended or repealed and new by-laws may be adopted by the affirmative vote of a majority of the Officers then holding office at any regular or special meeting of the Officers and by resolution of a majority of the Clayton Town Council.
- B. No by-law adopted or amended by the officers shall be amended or repealed by the Officers, except to the extent that such bylaw expressly authorizes its amendment or repeal by the Officers or by resolution of the Clayton Town Council.

ARTICLE X – CORPORATE EARNINGS

No , officer, employee, or other person or entity associated with the Corporation shall receive at any time any of the earnings or pecuniary profit from the operations of the corporation, except as provided in Article 13, Chapter 55A of the North Carolina General Statutes, as amended from time to time.

In the event of dissolution or liquidation of the Corporation, any assets then remaining shall be distributed among other organizations as shall qualify at the time as exempt organization described in Code Section 501 (c) used for purposes consistent with those described in ARTICLE 3 and subparagraphs A through F or exclusively to charitable, religious, scientific,

literary, or educational organizations that qualify under the applicable provisions of the Internal Revenue Code and its regulations promulgated there under, as amended, relating to qualification as a "charitable organization."

The undersigned certifies that the foregoing Bylaws have been adopted as the amended Bylaws of the Corporation in accordance with the requirements of the Corporation Law.

Adopted, ratified, and approved this _____ day of _____, 20____.

| _____
Tony Johnson, President

| _____
Heidi Lee Peach, Secretary

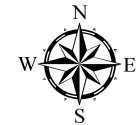


Downtown Economic Development District with Downtown Overlay

Legend

Economic Development Districts

- Advanced Manufacturing
- Business Central District
- Covered Bridge District
- Downtown District
- East Bridge District
- Future Growth
- Gateway District
- Health District
- Downtown Overlay
- Clayton Town Limits
- Extra Territorial Jurisdiction
- Parcels
- Railroad



0 250 500 1,000 1,500 2,000 Feet

The Town of Clayton Planning Department shall not be held liable for any errors concerning content or positional accuracy of this mapped information. Use of these data for any purpose should be with the acknowledgement of the limitations of the data, including the fact that the data changes regularly. Please contact the Town of Clayton Planning Department for the most current data.
Path: O:\PLANNING\GIS Maps\2019\Economic Development Downtown District with Downtown Overlay 07262019.mxd
Printed Date: July 26, 2019

2019-2020 CDDA Committee Structure

1) **Organization Committee.** The purpose of the Organization Committee is to foster Downtown Clayton as the Town's center of activity, and to ensure its economic stability through historic preservation, communication, education, promotion, and economic revitalization. The Organization Committee provides the stability necessary to build and maintain a downtown program that is well structured, well-funded and committed to the future of the heart of Clayton. The Organization Committee is responsible for managing the financial and logistical aspects of the Corporation and the Town's Main Street Program.

Meeting Date and Time: Monthly, 4th Tuesday 9-10am, Morning Glory Inn

CDDA Board Members: Betsy Grannis, Judy Ryan and Jessica Lloyd

Finance and Fundraising (sub)

Communication on organization needs with Town Staff/Board meeting
New Board Member Orientation/Training
Volunteer List
Committee & Business Communication

2) **Design Committee.** The purpose of the Design Committee is to evaluate the downtown environment and recommend physical improvements to buildings, businesses and other public infrastructure. This activity often requires consensus among independent business owners and property owners to bring about positive aesthetic change. These improvements shape the physical image of downtown to create a place that is attractive to shoppers, investors, business owners, and visitors. Much of this work occurs in partnership with the Downtown Development Coordinator and in one-on-one relationships with members of the downtown community, property owners, business managers, Town staff, and elected officials.

Meeting Date and Time: Monthly, 4th Tuesday 6-7pm, Tony Johnson's office

CDDA Board Members: Heidi-Lee Peach, David Millican, and Tony Johnson

Building Improvement inventory
Coordination with Town Staff on Streetscape
[Historical Association \(sub\)](#)
Work with Town Staff on Facade Grants
[Organzie Awards and plan Annual Awards Dinner \(sub\)](#)

3) **Promotion Committee.** The purpose of the Promotions Committee is to promote Downtown Clayton as the center of activity, commerce, culture, and community for both residents and visitors. Developing and maintaining an image campaign, educating retailers about and encouraging joint retail promotions, and special events help achieve the goals of this committee.

Meeting Date and Time: Monthly, 4th Tuesday 10-11am, BLVD

CDDA Board Members: Alison Kilpatrick, Erin Belcher and Jessica Lloyd

[Movie Night Committee \(sub\)](#)

[Concert Committee \(sub\)](#)

[Christmas Tree Lighting Committee \(sub\)](#)

Overall promotion, such as brochures, posters for both events and the organization

Work with other organizations to help promote/get volunteers for other events downtown

4) **Economic Vitality Committee.** Maintaining the economic vitality of Downtown Clayton is the purpose of the Economic Vitality Committee. The committee members develop a thorough understanding of the economic conditions in Downtown Clayton and use that understanding to gain both public and private sector support and involvement. Utilizing the unique skills and resources of each sector, the committee implements a well-planned and comprehensive strategy to gradually improve downtown's economic foundation.

Meeting Date and Time: Monthly, 4th Tuesday 7-8pm, Tony Johnson's office

CDDA Board Members: Neal Stancil, Laura Johnson, James Lipscomb and Tony Johnson

[Business engagement \(IE block ambassadors, networking events\) \(sub\)](#)

Liaison with Town of Clayton for issues and other groups/clubs in town

Contact for our downtown schools

- All Committees will meet Monthly.
- Reports from committee is due to Town Staff by - **12pm 1st Friday of the Month**
- Subcommittees will meet as necessary.
 - (IE Tree lighting meets weekly near event time)