BYLAWS OF MARYSVILLE OHIO REVITALIZATION EFFORT
dba TEAM MARYSVILLE

ARTICLE ONE: NAME AND OBJECTIVE

Section 1.0 - Name

The name of this organization shall be *Marysville Ohio Revitalization Effort* (MORE), dba *Team Marysville.*

Section 1.1 - Authority

MORE is a division of the Union County Community Improvement Corporation (CIC), an Ohio not-for-profit organization governed by the Code of Regulations adopted by and for the CIC. The CIC is the Lead Economic Development Organization (LEDO) for the City of Marysville and Union County in accordance with Section 1724.02 and 1724.10 of the Ohio Revised Code

Section 1.2 - Purpose

The purpose of MORE shall be to stimulate and restore the viability of Marysville's historic Uptown District. MORE serves in an advisory capacity to the Union County CIC and the City of Marysville on issues related to the revitalization of Uptown Marysville.

Section 1.3 – Vision

The Uptown District is a welcoming community for residents, businesses, families, and visitors to enjoy a vibrant, inviting and walkable neighborhood.

Section 1.4 – Mission

Team Marysville's mission is to preserve, enhance and promote Marysville's Uptown District to create an economically sustainable community for its residents, businesses, and property owners.

Section 1.5 – Office

The principal office of MORE shall be located within the Union County Community Improvement Corporation building at 227 East Fifth Street, Marysville, Ohio 43040.

ARTICLE TWO: BOARD OF TRUSTEES

Section 2.0 – Board Trustees

a) A Board of Trustees shall be established to provide guidance and advice on matters relating to the purpose(s) of MORE.

b) The Board of Trustees, hereinafter referred to as the "Board", shall be comprised of at least seven (7) members, but no more than thirteen (13) members. A majority (51%) of the Board must be comprised of representatives of businesses, organizations and individuals residing or operating within the City of Marysville with a preference to those within the Marysville Historical District as defined by the City of Marysville.

c) It is expected that each Board Trustee will actively participate in completing the goals and objectives set forth by MORE.

d) Board Trustees must always strive to exercise good judgment, care, and consideration in service for MORE and in all personal and professional conduct.

Section 2.1 – Terms & Limitations

a) Board Trustees shall serve for a three (3) year term and shall not serve more than two (2) consecutive terms.

b) The Board, by a majority vote, may add to the number of Board of Trustees not to exceed thirteen (13) total members. The Board may also appoint ex-officio Trustees.

c) Any Board Trustee may resign by filing a written resignation with the Secretary.

d) Any trustee, officer, committee member, or committee chair may be removed with or without cause, by a majority vote of the Board of Trustees.

e) Board Trustees receive no compensation.

Section 2.2 – Officers (Leadership Team)

a) The Leadership Team shall consist of the following officers: Chair, Vice-Chair, Treasurer, and Secretary. Officers shall be elected at the annual Organizational Meeting and shall serve a two (2) year term.

b) For the first Board seated under these bylaws, the terms of the President and Secretary shall expire on December 31, 2018 and the terms of the Vice-Chair and Treasurer shall expire on December 31, 2019.

c) An Officer elected to fill a vacancy shall serve the unexpired term of his/her predecessor. This term shall not be counted toward a two (2) year term in the event the Officer wishes to be re-elected to his/her position.

Section 2.3 – Officer Duties

a) The Chair shall preside at all meetings of the Board and may designate the date, time, and place of Board meetings.

b) The Vice-Chair shall preside in the absence of the Chair. Additional responsibilities of the Vice-Chair may be assigned.

c) The Treasurer shall maintain in good order all financial records and have such other duties as may be assigned. On the expiration of his/her term, the Treasurer shall turn over to the successor all property, records, and documents of MORE.

d) The Secretary shall preserve records and maintain minutes of all Board meetings. Additional responsibilities of the Secretary may be assigned.

Section 2.4 - Officer Resignation & Replacement

a) Any officer may resign by filing a written resignation with the Secretary.

b) In the event of the removal or resignation of the Chair, the Vice-Chair shall assume the position of Chair for the balance of the unexpired term and shall be deemed to have resigned the position of Vice-Chair.

c) In the event of the removal, or resignation of an officer (excluding the Chair if a Vice-Chair is in office), the Board shall elect a successor for the balance of the unexpired term of such officer.

Section 2.5 – Trustee, Officer & Committee Chair Nomination

The Chair shall call for the creation of an ad-hoc Nomination Committee to oversee nominations for Board of Trustee members, officers, and committee chairs. The Chair shall provide a report and slate to the Board for its consideration at the Organizational Meeting each December.

ARTICLE THREE: BOARD MEETINGS

Section 3.0 – Board Meetings

Regular meetings of the Board shall be held on the second Tuesday of each February, April, June, August, October, and December, or another date as determined by the Chair.

Section 3.1 – Special Meetings

Special meetings of the Board may be called by the Chair or Executive Director of the Union County Community Improvement Corporation or CIC designee. At least two (2) days prior notice of each special meeting shall be given to each Board Trustee.

Section 3.2 – Organizational Meeting

An annual Organizational Meeting shall be held on the second Tuesday of December in each calendar year, or such other date as determined by the Chair for the purpose of organization, appointment of Board Trustees, election of officers, appointment of committee chairs, and transaction of any other business that may come before the Board. At this meeting, the Board shall elect a Chair, Vice-Chair, Treasurer, and Secretary; as well as appoint committee chairs.

Section 3.3 – Board Quorum

The Board may decide any question coming before it during any Board meeting at which a quorum (51%) is present. Meetings shall be conducted in compliance with these bylaws and with Robert's Rules of Order.

Section 3.4 – Absenteeism

If any Board Trustee shall miss three (3) consecutive meetings, or a total of four (4) meetings in a calendar year, the Board may elect to remove said Trustee by a sixty-percent (60%) majority vote. If a Trustee is to be absent for an extended period of time or is ill, he/she may be excused by a majority vote of the Board.

Section 3.5 – Absentee Voting

Board Trustees may participate in meetings via telephone or video conferencing. However, there shall be no proxy or absentee (including electronic) voting permitted.

ARTICLE FOUR: COMMITTEES

Section 4.0 – Committees

The Board, by majority vote, may establish or disband ad-hoc and/or permanent committees and may assign or relegate such duties and tasks as it seems appropriate.

MORE currently maintains the following committees:

a) Leadership Team – The Leadership Team shall be responsible for overseeing the general operation of the Board and shall meet monthly. The Leadership Team shall be comprised of the Chair, Vice-Chair, Treasurer, Secretary, and the Chairs of each committee. The Leadership Team shall be responsible for assisting with fundraising and the development of an annual action plan, budget, and annual report.

b) Attract - The Attract Committee is responsible for identifying new uses for vacant or underutilized buildings and sites, strategically recruiting new businesses, and assisting with site selection and permitting processes.

c) Civic Infrastructure - The Civic Infrastructure Committee, working closely with the City of Marysville and other stakeholders, ensures that the public infrastructure of the Uptown District meets the current and future needs of Uptown businesses, residents, and property owners.

d) Business Enhancement – The Business Enhancement Committee helps to remove barriers faced by Uptown merchants by developing programs, events, and outreach opportunities. The Business Enhancement Committee works closely with local partners, including the Marysville Entrepreneurial Center and the Union County Chamber of Commerce.

e) Fundraising – The Fundraising Committee plans for, orchestrates, and tracks the success of fundraising events and activities that fund the special project needs of the organization.

f) Historical Asset – The Historical Assets Committee advocates for the protection and restoration of historical structures within the Uptown District by undertaking activities and marketing efforts that raise public awareness.

g) Merchant Outreach – The Merchant Outreach Committee orchestrates cooperative marketing campaigns, retail activities, neighborhood events, and networking opportunities to strengthen and improve the success of Uptown District merchants.

h) Social Outreach – The Social Outreach Committee works with local and regional media outlets and other news resources, including social media, to share Uptown Marysville's story with the rest of the world.

Section 4.1 – Committee Members

Each committee is permitted to add ad-hoc members to their respective committees in order to perform duties and responsibilities.

Section 4.2 – Committee Chairs

Each committee will appoint one non ad-hoc member to serve as Committee Chair. The formal approval of the appointed Committee Chairs will occur by the Board during each annual Organization Meeting. Committee Chairs will serve a term of one (1) year.

Section 4.3 – Committee Meetings

Each committee is required to meet monthly at a date, time, and location selected by the Committee Chair.

Section 4.4 – Committee Reports

Each Committee Chair shall provide written or verbal progress reports at the regular Board meetings.

ARTICLE FIVE: OPERATIONS

Section 5.0 - Annual Budget

On or before September 15 of each calendar year, the Leadership Team shall develop a tentative budget for the ensuing year with input from CIC staff. Upon review of the tentative budget, a formal budget proposal will be developed by the Executive Director of the Union County Community Improvement Corporation or CIC designee. The budget proposal will then be submitted to the Union County Community Improvement Corporation Board of Trustees for review and final approval.

Section 5.1 – Funding Limitations

The scope of the Board's activities will be dependent upon the funding it receives from the Union County Community Improvement Corporation and private sector sources.

Section 5.2 – Private Sector Funding

MORE will have the ability to raise funds to help finance its activities. This shall be done in conjunction with the Union County Community Improvement Corporation (CIC).

Section 5.3 – Financial Procedures

The Board shall comply with Union County Community Improvement Corporation (CIC) Budgetary, Purchasing, and Financial Reporting Controls Policy (Policy # 2014-2). Prior to ordering expenditures, a member of the Leadership Team must request a Purchase Order from the Executive Director of the CIC or CIC designee and receive approval. Only after being approved can the expenditure occur. Invoices for approved expenditures must be provided to the Executive Director of the CIC or CIC designee immediately upon receipt.

Section 5.4 - Action Plan

On or before September 15 of each calendar year, each committee shall generate a list of goals and objectives for the ensuing year with the input of CIC staff. The Leadership Team shall then be responsible for developing and approving a formal action plan for the ensuing year.

Section 5.5 – Implementation of Action Plan & Budget

The Board is responsible for implementing the approved action plan and following the approved budget for each calendar year.

Section 5.6 – Personnel

a) The professional management of the organization shall be referred to collectively as "staff" and shall be selected by the Executive Director of the Union County Community Improvement Corporation (CIC). The Executive Director of the CIC shall be responsible for the employment of staff and shall designate and direct their duties and have general supervision of their work.

b) Upon the consultation and approval of the Executive Director of the CIC, the Board may enter into a contractual agreement for special project staff, which may include a Downtown Manager.

ARTICLE SIX: MISCELLANEOUS

Section 6.0 – Amendments

These bylaws may be amended or repealed and new bylaws may be adopted at any meeting of the Board at which a quorum is present by affirmative vote of a majority (51%) of the Board Trustees present, provided seven (7) days' notice has been provided to all Board members.

ARTICLE SEVEN: APPROVAL AND ADOPTION

These bylaws were approved and adopted by the Leadership Team of the Marysville Ohio Revitalization Effort on December 13, 2016.

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Chair Date

_____ _____

Vice-Chair Date

Drafted: August 31, 2016; REV 10/03/16; 12/12/16