

By-Laws  
Of  
**MAIN STREET WINCHESTER**

ARTICLE 1 - GENERAL

Section 1: The name of this corporation shall be MAIN STREET WINCHESTER, a Kentucky Main Street program (hereinafter referred to as MAIN STREET WINCHESTER). The principal officers shall be appointed by the Mayor of Winchester.

ARTICLE 2- PURPOSE

Section 1: Purpose

The purposes for which this corporation is organized are to stimulate downtown economic development in Winchester through organization (encouraging cooperation and building leadership in the business community); promotion (creating a positive image for downtown by promoting the downtown as an exciting place to live, shop and invest); design (improving the appearance of the downtown); and to receive, administer and distribute funds in connection with any activities related to the above purposes.

Section 2: It is the intent of MAIN STREET WINCHESTER to be a department of the City of Winchester with a separate bank account so that the MAIN STREET WINCHESTER BOARD can raise funds. No part of the net earnings of MAIN STREET WINCHESTER shall inure to the benefit of any of its members or any other individual; and MAIN STREET WINCHESTER shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

ARTICLE 3-PROGRAM AREA

Section 1: The program area shall be that geographic area indicated on the attached map (exhibit A).

ARTICLE 4 – BOARD OF DIRECTORS

Section 1: MAIN STREET WINCHESTER shall be governed by a board of 11 Directors appointed by the Mayor of the City of Winchester, 4 will be Ex-Officio members. Directors shall serve appointed terms: (4) appointments for a one year term; (4) appointments for a two year term; and (3) appointments for a three year term. Subsequent terms shall serve three years. Members may serve an unlimited number of consecutive and non-consecutive terms. Every August, nominations to the Board may be made by the Nominations Committee appointed by the President and may be given to the Mayor of the City of Winchester. Each Director shall hold office for the term for which he or she is appointed and until his or her successor shall have been appointed and qualified.

Section 2: The Board of Directors shall also include Ex-Officio Directors composed of the County Judge-Executive and the Mayor, the Representative of the Tourism Commission, the Representative of the Chamber of Commerce, a Representative of the Fiscal Court and Representative of the Industrial Authority or their designated representative. These Ex-Officio Directors shall be voting members of the Board with the exception of the Mayor and Judge Executive who shall be non-voting members.

Section 3: Any vacancy occurring in the Board of Directors (other than a vacancy resulting from the normal expiration of a term of office) will be filled by the Mayor appointed designee. A Director appointed to fill a vacancy shall be appointed for the unexpired term of his or her predecessor in office. Any Director may be removed from office at anytime by the Mayor following a vote of two-thirds of the Directors in office.

Section 4: The executive director of MAIN STREET WINCHESTER shall be a nonvoting member of the Board of Directors and shall be present at all meetings of the Board of Directors. The executive director shall be selected and hired by the City of Winchester as an employee of the City.

Section 5: The Board of Directors of MAIN STREET WINCHESTER may hold regular and special meetings. Regular meetings shall be held monthly. Special meetings of the Board may be called by the President or by the Executive Committee or by four or more Committee Chairs. Written notice of the time, place and agenda for regular full board meetings shall be given to each Director in person or by mail, phone, e-mail or fax at least five days before the meeting. Any member of the Board of Directors who is absent from three regular meetings per year of the full board without just cause, by written notification 24 hours in advance; i.e. letter or e-mail or an emergency situation determined in a case by case basis, for such absence may be removed as a member of the Board of Directors.

Section 6: At all regular meetings of the Board, a majority of the voting Board of directors thereof shall constitute a quorum for the transaction of business. If a quorum shall not be present, the Directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 7: Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting, if all members of the Board consent thereto in writing setting forth the action so taken, and the writing or writings are filed with the minutes of the proceedings. Such consent shall have the same force and effect as a unanimous vote of the Board.

Section 8: All members of the Board shall participate in an orientation program familiarizing them with the goals and objectives of MAIN STREET WINCHESTER and with their responsibilities.

Section 9: Each and every MAIN STREET WINCHESTER board member agrees to complete a minimum of 20 hours of volunteer time each year for the benefit of Downtown and will notify the Executive Director of the time they serve.

## ARTICLE 5 – COMMITTEES

Section 1: MAIN STREET WINCHESTER shall have four committees, which shall be entitled Promotion, Design, Economic Restructuring and Organization. Each committee shall have a chairperson who is a member of the Board who shall be responsible for coordinating the affairs of the committee.

Section 2: The Board may appoint additional committees to the above-named standing committees. Each committee shall consist of one or more Directors. The designation and appointment of any such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon them by law.

## ARTICLE 6 – OFFICERS

Section 1: The officers of MAIN STREET WINCHESTER shall be elected at each October meeting for a one (1) year term. Officers shall consist of a President, a Vice President and a Secretary/Treasurer.

Section 2: Duties of the officers are as follows:

**PRESIDENT:** The President shall preside at all meetings of the executive committee and Board of Directors. The President shall appoint such committees and such other action necessary to accomplish organization objectives. The President shall be a director in good standing and elected by the Board of Directors.

**VICE-PRESIDENT:** The Vice-President shall in the absence of the President perform all duties of that office. The Vice-President shall be a director in good standing and elected by the Board of Directors.

**SECRETARY/TREASURER:** The Secretary/Treasurer shall perform such duties as directed by the board to include submission of monthly financial report and participate in preparation of yearly budget.

## ARTICLE 7 - EXECUTIVE DIRECTOR

Section 1: The executive director of MAIN STREET WINCHESTER shall manage the daily operations of the program. The executive director shall be responsible for coordinating the implementation of MAIN STREET WINCHESTERS policies and projects and such other duties as the Board of Directors may require.

## ARTICLE 8 – FINANCES

Section 1: The Board of Directors may accept on behalf of MAIN STREET WINCHESTER any contribution, gift, bequest or device for the general purposes of or any special purpose of MAIN STREET WINCHESTER. All checks must be made payable to the City of Winchester.

Section 2: By January of each year, MAIN STREET WINCHESTER shall prepare budget and present same to the City for review and approval. The Main Street Winchester budget shall be part of the City budget and once adopted by the City, all funds expended on behalf of Main Street Winchester shall be expended in accordance with normal City policies and practices.

Section 3: Any expenditure above \$300 that is not in the current budget needs prior approval from one member of the Executive Committee.

## ARTICLE 9 – GENERAL PROVISIONS

Section 1: The fiscal year of MAIN STREET WINCHESTER shall begin on the first day of July and end on the last day of June in each year.

Section 2: Not later than three months after the close of each fiscal year, MAIN STREET WINCHESTER shall prepare:

- a. A balance sheet showing in reasonable detail the financial condition of the program at the close of the fiscal year;
- b. A statement of the source and application of funds showing the results of the operation of the program during the fiscal year.

## ARTICLE 10 – AMENDMENTS

Section 1: The Board of Directors shall have the power to alter, amend or repeal the Bylaws or adopt new Bylaws by a two-thirds vote of the Directors present at any duly called meeting of the Board after a first reading of changes by same two-thirds of Board of Directors. No such action shall be taken if it would in any way adversely affect the program's qualifications under federal, state or local law.

2/27/07 approved  
2/10/09 approved  
8/11/09 approved