

CUMBERLAND
DOWNTOWN DEVELOPMENT COMMISSION
A Main Street Maryland Community

**BYLAWS OF THE DOWNTOWN DEVELOPMENT COMMISSION OF
CUMBERLAND, MARYLAND**

ARTICLE I

- 1. Offices:** The principal office of the Downtown Development Commission (hereinafter known as the DDC) shall be located somewhere in the special taxing district.
- 2. Purpose:** The purpose of the DDC is to provide for the operation, maintenance, improvement and promotion of the downtown mall as defined and determined by the City of Cumberland Charter Amendment Resolution No. 80 passed by the Mayor and City Council on March 10, 1981, and which became effective on April 30, 1981.
- 3. Limitations of Operations:** Limitations of Operations shall be as set forth in Amendment Resolutions 69 and 80, as set forth in the City of Cumberland Charter.

ARTICLE II

- 1. Members.** The members of the DDC shall consist of 13 persons appointed by the Mayor and City Council. Not less than nine members shall be from among those property owners and businesses which are located within the Primary Taxing District, at least one of which shall be a representative of one of the financial institutions located within that District. Not less than three members shall be appointed from among the property owners and businesses located in the Secondary Taxing District. The additional member shall be appointed from the general population of the City of Cumberland and must be a resident thereof but may be a property owner in the special taxing district.
- 2. Terms of all thirteen shall be three years with staggered terms.**
- 3. Replacement of Absentee Members:** Upon a determination that a member's attendance at meetings of the DDC is less than 70% of all meetings in a 12 month period and for which absences the member gave no prior notification, the DDC may notify the Mayor and City Council and request a replacement. The secretary shall keep a record of attendance and notify the President any members who have absences and described above.
- 4. Compensation:** DDC members shall serve without compensation.

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ARTICLE III

1. **Officers:** There shall be a Chair, Vice-Chair, Secretary, and Treasurer to be elected by the members at their annual meeting and until their successors stand qualified to assume office. Assistants to the officers may be appointed by the President. Each officer shall have a three year term.
 - (a) **Presiding Officer.** The Chair shall preside over the meetings of the DDC and shall not have a vote except in the event of tie. In the absence of the Chair, the Vice-Chair shall preside.
 - (b) **The Vice-Chair.** The Vice-Chair shall be responsible for assuming the duties of the Chair upon the latter's inability to serve. The Vice-Chair shall also have such other duties as the Chair or Commission may assign.
 - (c) **Secretary:** The Secretary shall issue all notices demanded by law or these by-laws. The secretary shall keep the minutes of all DDC proceedings
 - (d) **Treasurer:** The treasurer shall serve as Chair of the Budget and Finance committee. The treasurer shall review the records of the DDC which shall include revenues, expenditures, assets and liabilities of the DDC.
3. **Meetings:** The DDC shall meet at dates, times and locations as agreed upon by its members.
4. **Quorum:** A quorum shall consist of 7 members. An action or resolution shall be determined by a majority vote of those members present at a meeting at which there is a quorum.
6. **Conduct of Meetings:** Robert's Rules of Order shall apply to and govern the conduct of all DDC meetings.
7. **Annual Meeting:** The annual meeting of the DDC shall be the first meeting held in July of each year.
8. **Special Meetings:** In addition to regular meetings, the Chair may call Special Meetings either upon written or electronic notice when one is needed in the opinion of the Chair or a majority of the members of the Commission submit a request in writing for such meeting. The Special Meeting shall be limited to the purposes specified in the notice unless by unanimous consent of the members present.

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ARTICLE IV


1. Executive Committee. The Executive Committee shall consist of the Chair, Vice-Chair, Secretary, Treasurer and most recent former Chair of the Commission. The Executive Committee shall be empowered to act for the full Commission only on matters specifically delegated to it by the full Commission.
2. Standing Committees. There shall be the following standing committees: Budget, Promotions and Events, Design and Economic Restructuring Committee. Each Standing committee must include at least three actual Commission members, but may include other members who are not members. The Chair shall appoint all Committee members each year at the annual meeting or at such times as vacancies exist.
 - (a) The Budget Committee shall meet each year to develop the budget and shall be responsible for monitoring the actual budget during the fiscal year.
 - (b) The Promotions and Events Committee shall be responsible for planning and implementing, along with the Commission's Promotions Director, events and promotions in the Special Taxing District to increase foot traffic, retail sales and awareness of the Downtown. This committee shall also work with other organizations to coordinate activities downtown. They will assist in developing and implementing a marketing campaign including print, radio and internet to promote the Special Taxing District.
 - (c) The Design Committee shall be responsible for working to get Downtown Cumberland into top physical shape and creating a safe, inviting environment for shoppers, workers and visitors. This includes instilling good maintenance procedures, enhancing the physical appearance and encouraging business and property owners about design quality and maintenance. The committee shall work together with other groups such as the City of Cumberland Historic Preservation Committee, Let's Beautify Cumberland, the Shade Tree Commission and other groups to improve the streetscape and landscape of the Special Taxing District.
 - (d) The Economic Restructuring Committee shall work to strengthen the community's existing economic assets while trying to diversify its economic base. It will work to retain and expand existing businesses, sharpen marketing and merchandising skills of business owners and attract new businesses. It will assist in marketing available space and buildings to potential occupants.

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ARTICLE V

1. Amendment of Bylaws. These Bylaws may be amended or repealed and new Bylaws adopted, upon approval by a majority of members present at a meeting in which a quorum is present.

THESE BYLAWS WERE ENACTED PURSUANT TO A RESOLUTION OF THE DDC ADOPTED ON THE 11th DAY OF September 2014 DURING A REGULARLY SCHEDULED MEETING OF THE DDC.

 Date: Sept 11, 2014

Sandra Saville, Chair of the Downtown Development Commission of the City of Cumberland, Maryland