

**Village of Saranac Lake
DOWNTOWN ADVISORY BOARD
BY-LAWS**

I - NAME

The name of the advisory board shall be the Downtown Advisory Board, hereinafter referred to as the “Advisory Board.”

II - PURPOSE

The purpose of the Advisory Board is to make recommendations to the Saranac Lake Village Board of Trustees regarding policies and undertake actions that support the following mission statement:

“Improve economic vitality by enhancing the experience, image and lifestyle of Downtown Saranac Lake.”

To accomplish this purpose and mission, the Advisory Board shall adopt the four points and eight guiding principles of the National Trust of Historic Preservation Main Street Four-Point Approach as listed below:

Four Points

- Organization
- Promotion
- Design
- Economic Restructuring

Eight Guiding Principles

- Comprehensive
- Incremental
- Self-help
- Partnerships
- Identifying and capitalizing on existing assets
- Quality
- Change
- Implementation

III - DUTIES

The Advisory Board shall have the power and be required to:

- 1) Act in advisory capacity in matters pertaining to issues, policies, actions that affect Downtown Saranac Lake.
- 2) Assist in the planning and implementation of downtown events, promotions, beautification, fundraising, infrastructure improvements, and stimulate public interest therein; and seek cooperation of public and private entities.
- 3) Act as a liaison between Downtown stakeholders and the Board of Trustees.

- 4) Advocate for the implementation of adopted plans and policies related to Downtown Saranac Lake.

IV - MEMBERSHIP

The Board of Trustees for the Village of Saranac Lake shall appoint an Advisory Board of no more than nine (9) voting members each serving two-year, staggered terms; who shall not be paid officers or employees of the village; and who shall serve without compensation. Appointments shall be made in an effort to represent a variety of Downtown Saranac Lake stakeholders as well as diversity with respect to age, ability, race and gender. There shall also be one (1) ex-officio member who shall be a member of the Village Board of Trustees who shall act as a liaison between the Advisory Board and the Village Board of Trustees. The Village Board may remove any member of the Advisory Board for misconduct or neglect of duty. Vacancies on the Advisory Board occasioned by removal, resignation or for any other cause shall be filled for the remainder of the term by the Village Board of Trustees upon recommendation of the Advisory Board.

Any voting member appointed to the Advisory Board is automatically removed from the Board upon filing with the Clerk of the Village of Saranac Lake, the official roster indicating failure to comply with the attendance policy for advisory boards.

Voting Member Qualifications: Members must be a downtown resident, downtown property owner, downtown business owner, or downtown event representative.

Downtown Boundaries: For the purposes of this Advisory Board, Downtown Saranac Lake is defined as the area defined in Exhibit 'A'.

Department/Staff Liaison: Village of Saranac Lake Community Development Director

V - OFFICERS

Officers of the Board shall consist of a Chairperson, a Vice-Chairperson and a Secretary. The term of office shall be one year beginning January 1st through December 31st.

The nomination of the Advisory Board's Chairperson, Vice-Chairperson and Secretary shall come from the floor in either a voice or paper ballot. Appointment of the nomination will be decided by a simple majority vote.

The Chairperson shall lead the meetings and is responsible for developing the Board agendas and notices. The Chairperson is also responsible for developing the Advisory Board Annual Workplan.

The Vice-chair shall assist the Chair in leading the meetings. If the Chair cannot attend a meeting, the Vice-chair shall lead the meeting.

The Secretary will be responsible for taking and developing meeting minutes. Staff/ interns to the Board shall assist in the development of the Board's Annual Workplan, meetings, agendas, minutes and notices. The Secretary shall take attendance at all meetings.

VI - MEETINGS

1) By-Laws

The Advisory Board shall conduct an organizational meeting to determine its bylaws, including, but not limited to: a regular meeting schedule; protocols for quorum or consensus; attendance policy; unscheduled absences and the appointment of officers. Meeting minutes shall be posted to the Village website following each meeting.

Regular Meetings

The Downtown Advisory Board is an advisory committee to the Board of Trustees of the Village of Saranac Lake. Public notice of all Advisory Board meetings shall be posted at least 24 hours in advance. All Board meetings are open to the public unless written explanation for closing is provided on the Village's website, where the minutes are published. Special meetings by phone and other media are permitted. Individuals and organizations wishing to speak before the Advisory Board shall adhere to rules set forth by the Advisory Board in its bylaws.

The Advisory Board shall meet as often as necessary in order to meet its responsibilities. However, regular Board meetings shall be held once each month. There shall be in place a mandatory attendance policy. All Advisory Board members must be present at a minimum of ten (10) of the regularly scheduled monthly Board meetings. Special meetings may be called by the Chairman or a majority of the Board with two (2) days advance written notice to members.

An Advisory Board member is considered in attendance at a regular Board meeting when said member is present for at least two-thirds of the total length of the meeting. Board members can attend by telephone/video conferencing.

At all meetings of the Advisory Board, the presence in person of one more than half of the Advisory Board voting members shall constitute a quorum for the transaction of business. In the absence of a quorum, those present may, without notice other than by announcement at the meeting, recess the meeting from time to time, until a quorum shall be present. At any such recessed meeting any business may be transacted which might have been transacted at the meeting as originally called.

At all meetings of the Advisory Board at which a quorum is present, all matters, except as otherwise expressly required by law or these By-laws, shall be decided by the vote of a majority of the members of the Board present.

All voting Advisory Board members, including the Chair of the Board, must vote on all official actions taken by the Board unless when there appears to be a possible conflict of interest with a member or members of the Board.

2) Conflict of Interest

Advisory Board Members will immediately disclose any known conflicts of interest prior to board discussion of the item. No Board Member will be permitted to vote on any specific issue in which he or she has a conflict of interest. The balance of the Advisory Board will vote on whether the Board Member disclosing a potential conflict of interest will be allowed to be present for discussion of the issue.

VII - STAFF/ INTERNS

The Board will rely on staff provided by the Village of Saranac Lake. Staff shall assist the Officers of the Advisory Board and Board-designated Committees in fulfilling their duties and responsibilities.

VIII - COMMITTEES

Committees may be designated by the Chairperson as necessary to investigate and report on specific subject areas of interest to the Advisory Board.

IX - CONDUCT OF BUSINESS

The Advisory Board and committees serving the Board shall conduct business in accordance with Robert's Rules of Order, latest revised edition except when in conflict with these By-laws.

X - PUBLIC INPUT

Individuals/organizations wishing to address the board should contact the Community Development Department at least one week prior to the meeting to be placed on the agenda. As time permits, the board will set aside 10 minutes immediately following the chair's call to order for those individuals/organizations wishing to comment that are not on the official agenda. Written comments may be submitted at any time and will be duly noted in the minutes of the next regular meeting.

XI- ADOPTION AND AMENDMENT

These By-laws shall be adopted by a majority vote of the Board members present at a regular meeting provided they have been distributed to each member at least seven (7) days prior to the date of the meeting.

These By-laws may be amended by a majority vote of the Board members at a regular meeting provided that the proposed amendments have been distributed to each member at least seven (7) days prior to the day of the meeting.

Exhibit 'A'

