

AMENDED AND RESTATED
BYLAWS
OF
DOWNTOWN MEMPHIS COMMISSION
(These Amended & Restated Bylaws restate the initial bylaws to reflect the amendments adopted by
the Board of Directors June 25, 2020)

ARTICLE I
NAME

Section 1. The name of the organization is: Downtown Memphis Commission (the "Commission").

ARTICLE II
DEFINITIONS

Section 1. As used in these bylaws, the following terms shall have the following meanings:

Center City Area shall mean within the following boundaries, as defined in Sec. 2-84-1 of the Code of Ordinances of the City of Memphis:

That area bounded generally by the Tennessee state line on the west to the Interstate 55 bridge on the south, thence east along the Interstate 55 bridge, thence south along the shoreline of the Mississippi River to a line extended from the ICC Railroad tracks to the Mississippi River, thence following the railroad tracks to 1-55, thence north along the center of 1-55 to Crump Avenue, thence following Crump Avenue to Danny Thomas, thence along Danny Thomas to Linden Avenue, thence east along Linden Avenue to Watkins Street, thence north generally along Watkins Street to Poplar Avenue, thence generally west along Poplar Avenue to Danny Thomas, thence north along Danny Thomas to the Wolf River, thence along the Wolf River to the point where it turns south, thence along the centerline of the Wolf River Riverfront Channel and following such line to the Tennessee state line.

(Code 1985, § 7-87; Ord. No. 4468, § 2, 1-7-1997)

Council shall mean the City Council of the City of Memphis.

County Commission shall mean the Shelby County Board of Commissioners.

CBID shall mean Central Business Improvement District No. II created by Section 12-44-1 of the Code of Ordinances of the City of Memphis.

(Code 1985, § 7-86; Ord. No. 4468, § 2, 1-7-1997)

Mall or common mall shall mean the Main Street Mall.

**ARTICLE III
PURPOSES**

Section 1. The Commission shall represent an official partnership between city and county government and the private business community, and shall:

1. Manage and coordinate the comprehensive and coordinated redevelopment of the Center City Area as the economic, cultural, and governmental heart of Memphis and Shelby County through consultation with public agencies and private interests within the Center City Area.
2. Advise the City Council and the County Commission, together with the mayors of both the city and county and all other interested public officials, as to all steps which are necessary and proper in the administration, promotion and redevelopment of the Center City Area, including any central business improvement district, and to see that all public activities in connection with the implementation of the plans for the creation of the district are properly coordinated.
3. Develop and present an annual operating budget for the consideration and approval of the city and county.
4. Employ a salaried staff, including without limitation a President and Chief Executive Officer.
5. Maintain close liaison with all city and county divisions, including, but not limited to, public works, public service, general services, police services, fire services, budget, finance and administration, executive office, community development department, and the Memphis and Shelby County Office of Planning and Development.
6. Conduct the business necessary for the management and operation of the Main Street Mall, including, but not limited to, promotions, maintenance, security, transportation and parking coordination, special events, and any other functions in connection with the operation of the Main Street Mall.
7. Coordinate planning studies in the Center City Area.
8. Determine priorities for improvement projects within the Center City Area.
9. Develop implementation strategies for specific projects, such as, but not limited to:
 - (a) Promenade Gateway;

- (b) New public/private transportation modes for the Center City Area;
 - (c) New housing districts, services and amenities for the Center City Area;
 - (d) New hotel/motel facilities, parking facilities and office buildings in the Center City Area;
 - (e) New pedestrian systems in the Center City Area.
10. Prepare the feasibility and marketing data necessary for development of first priority projects.
 11. Study and recommend, in concert with the financial agencies of the city and county administration, innovations in public/private financing for center city renewal and secure appropriate financial commitments from public/private sectors to implement first-priority projects.
 12. Study and recommend necessary legislative authority to implement first- priority projects, such as, but not limited to:
 - (a) Tax incentives; and
 - (b) Revision of building and zoning codes.
 13. Develop an implementation tracking system for improvements monitoring.
 14. Determine the specific development plan's critical path system for the first priority projects.
 15. Coordinate with private developers to expedite first-priority projects.
 16. Develop an evaluation system to measure economic, social and environmental impacts and the effectiveness of completed projects.
 17. Provide for an audit and annual report to the official agencies and private interests contributing to the Commission.
 18. The Commission shall act as the district management corporation for the CBID. The Commission shall act as a vacant property review Commission for the Center City Area pursuant to Tennessee Code Annotated § 13-21-201 et seq. The Commission shall perform such other duties and functions as shall be delegated to it from time to time.

ARTICLE IV
MEMBERSHIP

Section 1.

(a) The Commission shall be composed of sixteen (16) voting members.

(b) Five (5) members representing the private sector shall be appointed on recommendation of the mayor of the city with approval by the City Council. Five (5) members representing the private sector shall be appointed on recommendation of the mayor of the county, with approval by the County Commission. All ten (10) such appointed members shall hold office for a term of three (3) calendar years and thereafter until their successors are appointed and qualified. A term shall commence on January 1 following the date of approval of such appointee by either the City Council or County Commission. No member shall serve more than two (2) consecutive three-year terms as a member of the Center City Commission Board of Directors, the ex-officio members excepted. Under special circumstances, either Mayor may appoint a member to a third term. In the event of a vacancy on the board, service of a partial, unexpired term shall not be considered a "term" for purposes of the preceding sentence. All such members shall serve without salary.

(c) The mayor of the city or his designee, the mayor of the county or his designee, one (1) member of the City Council appointed by the chairman thereof and one (1) member of the County Commission appointed by the chairman thereof shall serve as ex-officio members of the Commission with benefit of vote. The chairman of the Council and the chairman of the County Commission shall serve as ex-officio members of the Commission without vote.

(d) The speakers of the senate and the house of representatives of Tennessee shall each appoint one (1) member of the general assembly from their respective house in accordance with the provision of Tennessee Code Annotated §7-84-519, as amended from time to time, to serve as ex-officio members of the Commission with the benefit of vote.

(e) All ex-officio members shall serve for the terms of their office.

Section 2. Board members are expected to be committed to the Commission's mission and vision. This includes regular attendance at board meetings and compliance with the Board's Conflict of Interest provisions as the Board may officially adopt or amend by resolution, etc.

Section 3. In the event of a vacancy in such appointed members, whether by reason of resignation, death or other cause, the Commission may recommend a successor to the appropriate appointing authority.

Section 4. The existence of one or more vacancies in the membership of the Commission, or any delay in the appointment of a successor for any one or more members of the Commission whose term

has expired, shall not affect the due organization or existence of the Commission or invalidate any action of the Commission; and the members of the Commission remaining in office shall, pending election of any such replacement or successor, be the duly constituted Commission.

ARTICLE V MEETINGS

Section 1. The Commission shall conduct regular meetings at such time and place as the Commission may fix by resolution. Such meetings will be open to the public with proper public notification being given to members and to the public in advance of the meeting. The regular meeting of the Commission held in June of each year shall be considered the annual meeting of the Commission. If no regular meeting is held in June, the next regularly scheduled meeting following the month of June shall be considered the Commission's official annual meeting.

Section 2. Special meetings may be called from time to time by the chairman. Such meetings will be open to the public with proper notification being given to members and to the public at least twenty-four (24) hours in advance of special meetings. The Commission shall cause a proper record to be kept of the proceedings.

Section 3. Eight (8) of the voting members of the Commission, including ex-officio members with the benefit of vote, shall constitute a quorum for the transaction of business at all official meetings, regular and special, of the Center City Commission's Board of Directors. A simple majority of the appointed members of an official committee of the Board, ad hoc or standing, shall constitute a quorum at meetings of Commission committees. In the event that all twenty (20) voting members of the Commission are present and voting on an item, the President of the Commission shall cast a tie-breaking vote, if necessary.

Section 4. The Chairman shall preside, call the meetings, and serve as the Liaison Officer with public and private agencies. The Vice-Chairman will serve in the absence of the Chairman, with all the rights and privileges, and shall in such event assume all of the duties of the Chairman. All members may submit items for the agenda of any regular meeting or any specially called meeting, but such items must be in the hands of the President at least three (3) days prior to a meeting date. The affirmative vote of a majority of members of the Commission present at a regular or special meeting is an act of the Commission, provided a quorum is present at the time of the vote. The affirmative vote of a majority of the appointed members of official committees, ad hoc or standing, present at regular or special meetings of committees is an act of the Committee, provided a quorum is present at the time of the vote.

Section 5. Subject to compliance with applicable laws relating to meetings of public bodies, any or all members of the Commission may participate in either a regular or special meeting by, or conduct a meeting through the use of, any means of communication by which all members of the Commission

participating may simultaneously hear each other during the meeting. A member of the Commission participating in a meeting by such means is deemed to be present in person at the meeting.

ARTICLE VI OFFICERS

Section 1. The Officers of the Commission shall consist of a Chairman, a Vice -Chairman, a Secretary and a Treasurer, President and Chief Executive Officer and may include an Assistant Secretary or such other officers designated by the Commission.

Section 2.

(a) The officers, with the exception of the President and Chief Executive Officer, shall be elected at each annual meeting of the Commission and shall hold office for a term until the next annual meeting of the Commission and thereafter until their respective successors have been duly elected and qualified. No Board member, with the exception of the President and Chief Executive Officer, shall serve for more than two consecutive one-year terms in the same officer position. Each year, at least two weeks in advance of the Commission's annual meeting, the current Chair of the Commission will nominate, and the Board will elect, a Nominating Committee composed of three members of the Board. The purpose of the Nominating Committee will be to select, and recommend to the full Board at its annual meeting, individual nominees to serve as officers of the Board for the next year. If the annual meeting of the Commission is not held at the time specified in these bylaws, or if any officer is not elected at an annual meeting, such failure shall not affect the due organization and existence of the Commission or the validity of any action of the Commission, but the person or persons holding the office of the officer or officers not so elected shall hold over until their successors are elected.

(b) The President and Chief Executive Officer shall be employed by the Center City Commission's Board of Directors, shall serve at the will and pleasure of the Board, such being defined by a written employment agreement between the Board and the President and Chief Executive Officer, and approved by the Board. The President and Chief Executive Officer of the Commission shall perform the duties of said office as prescribed in the Commission's bylaws, and for the term of his or her employment by the Board. The President and Chief Executive Officer's term shall not be subject to the annual election of officers provisions as otherwise described in Article VI, herein.

Section 3. The Chairman shall preside at all meetings of the Commission. At each meeting, the Chairman shall submit such recommendations and information, as he may consider proper concerning the business affairs and policies of the Commission. The Chairman shall be a member of the Commission.

Section 4. The Vice Chairman shall perform the duties of the Chairman in the absence or incapacity of the Chairman; and in the case of the resignation, removal or death of the Chairman, the Vice Chairman shall perform such duties as are imposed on the Chairman until such time as a new Chairman shall be selected. The Vice -Chairman shall be a member of the Commission.

Section 5. The President shall be the Chief Executive Officer of the Commission and shall be charged with the active management and administration of the affairs of the Commission. The President shall have the power to make all contracts in the conduct of the regular and ordinary business of the Commission and may appoint and discharge agents and employees of the Commission and fix their compensation, subject to the general supervision of the Chairman of the Commission and the Commission. The President shall do and perform such other duties as from time to time may be assigned to him by the Commission.

Section 6. The Secretary, with the assistance of the staff of the Commission, shall keep the records of meetings of the Commission, including records of all votes and other proceedings of the Commission, and shall perform all duties incidental to such office. The Secretary shall be a member of the Commission.

Section 7. The Treasurer, with such assistance from the President and Chief Executive Officer and the Chief Financial Officer of the Commission as he or she may deem proper, shall have the care and custody of all funds of the Commission and shall deposit the same in the name of the Commission in such bank or banks as the Commission may select.

Section 8. The Assistant Secretary, if any, may perform any of the functions of the Secretary in the absence or incapacity of the Secretary; and in the case of the resignation, removal or death of the Secretary, the Assistant Secretary shall perform such duties as are imposed upon the Secretary until such time as a new Secretary is elected. The Assistant Secretary need not be a member of the Commission.

Section 9. Any person may hold more than one office.

Section 10. This Commission shall have such other officers as shall be designated from time to time by the Commission. Such other officers need not be members of the Commission.

Section 11. The officers of the Commission shall perform such other duties and functions as may from time to time be required by the Commission or bylaws or rules and regulations of the Commission.

Section 12. Any officer may resign by written notice to the Commission. Any officer may be removed by majority vote of all members of the Commission present and voting. Any vacancy in any office shall be filled by the Commission. The existence of any such vacancy or any delay in filling such vacancy shall not affect the due organization or existence of the Commission or the validity of any action of the Commission.

ARTICLE VII COMMITTEES

Section 1. The Chairman shall annually appoint such committees, both ad hoc and standing, as shall be necessary to implement the programs of the Commission. The membership of such committees may

include Commission members as well as other persons interested in the Center City Area, but each committee other than the Design Review Board shall be chaired by a member of the Commission. Such annual appointment of standing committees shall include: (1) a Budget & Finance Committee, the membership of which shall be made up of the elected Treasurers of the Center City Commission (CCC) Board of Directors, the Center City Development Corporation (CCDC) Board of Directors, the Center City Revenue Finance Corporation (CCRFC) Board of Directors, and the Parking Authority of the City of Memphis & County of Shelby, Tennessee (DPA), and (2) a separate Audit Committee, the membership of which shall be made up of the Chairs of the CCC, CCDC, CCRFC, and DPA. The duties and responsibilities of the Budget & Finance Committee and the Audit Committee shall be described in a Budget & Finance Committee Charter and an Audit Committee Charter, both Charters to be approved by the Commission's Board of Directors. Committees may make recommendations to the Commission on matters of policy, but only the Commission as a whole shall have the power to establish its policies or to commit it to specific actions or positions. The exact responsibilities of each committee shall be determined by the Chairman with the concurrence of the Commission. All meetings of all committees, ad hoc or standing, shall be open to the public, and committee members and the public shall be properly notified at least three (3) days in advance of such meetings.

ARTICLE VIII CONFLICT OF INTEREST

Section 1. All members of the Center City Commission Board of Directors, including ex-officio members and voting and non-voting members, shall be subject to and governed by such Conflict of Interest provisions as the Board may adopt or amend by resolution.

ARTICLE IX ROBERT'S RULES OF ORDER

Section 1. The procedural rules and guidelines contained in the Commission's bylaws shall officially prescribe the conduct of all of the Commission's meetings. In the absence of guidance from within the bylaws, the Commission will conduct its business according to Robert's Rules of Order.

ARTICLE X AMENDMENT TO BYLAWS

Section 1. These bylaws may be amended or repealed by a majority of the Commission present at a duly constituted meeting, except that any amendment must be consistent with all governing laws and ordinances, including Chapter 7, Code of Ordinance, City of Memphis.

_____, Secretary

Adopted: _____, 2020