

**BY-LAWS OF  
Brick-By-Brick On Main**

**ARTICLE I  
Mission and Vision Statements**

***Mission Statement***

Tell City Main Street is a committee of people dedicated to promote and assist the development of Tell City by seeking input from the community, identifying actions to meet those needs and participating where necessary to implement actions while fostering economic vitality. (see attached map with area outlined in blue – from the alley east of 9th Street west to the Ohio River extending from the northern city boundary to the southern city boundary)

***Vision Statement***

Tell City Main Street works to ensure that Tell City will be one of the most unique and vibrant riverfront communities, welcoming a diverse population of residents and visitors for experiences that span the spectrum from the arts, unique shopping and dining to outdoor recreation, all while enhancing sustainability of the economic environment.

## **ARTICLE II** **Structure**

The group is organized exclusively for those purposes within the meaning and purview of Section 501 (c) (3) of the Internal Revenue Code and in furtherance thereof to organize and assist in the development and revitalization of the corporation area.

No part of the net earnings of the corporation shall inure to the benefit, or be distributable to, its members, trustees, officers or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

No substantial part of the activities of the corporation shall be the distribution or production of propaganda or otherwise attempting to influence legislation and the corporation shall not participate in or intervene in, including the publishing or distribution of statements, any political campaign on behalf of any candidate or public office.

Notwithstanding any other provisions of these activities, the corporation shall not carry on any other activities not permitted a corporation exempt from Federal Income Tax under Section 501 (c) of the Internal Revenue Code or corresponding provisions of any subsequence to the United States Internal Revenue Law or Code or by a corporation, contributions which are deductible under Section 170 (c) (2) of the Internal Revenue code or any subsequent United States Internal Revenue Code.

**ARTICLE III**  
**Identification of Members and Term Limits**

This committee shall initially consist of eight members but can be increased to no more than eleven members at the discretion of the Mayor of Tell City and the Common Council of Tell City.

Two members shall be members of the Tell City Common Council, another member shall be a representative from the Perry County Chamber of Commerce, another member shall be a representative from the Perry County Convention and Visitor's Bureau, another member shall be a representative from the Tell City Historical Society, another member shall be a representative from the Perry County Development Corporation, another member shall be a representative from the Tell City Economic Development Commission, and another member shall be a representative from the Mayor's Office of the City of Tell City appointed by the Mayor.

If the Common Council determines that the committee shall increase to more than eight members, any such member shall be appointed by the Common Council and any such member shall be a Tell City resident with an interest in and a desire to participate in the growth and development of downtown Tell City. All the above appointments must be approved by the Common Council of the City of Tell City before any such appointment is effective.

Members will serve one year terms and may be reappointed by their designated organization until they so choose to not accept an appointment or their membership has been terminated.

**ARTICLE IV**  
**Election of Officers**

This Committee shall have a Chairman, Vice Chairman and Secretary each of whom shall serve for no more than two years and each of which shall be elected by simple majority vote of the entire membership of this Committee.

There shall be the following subcommittees:

- Promotion
- Economic Restructuring
- Design, Heritage and Preservation

The Chairman of each of these three subcommittees shall be elected by simple majority of the entire membership of the Brick-By-Brick Committee with the Promotion subcommittee to promote the downtown as the center of commerce, culture and community life to all residents and visitors. The Economic Restructuring subcommittee shall assist in strengthening the district's economic base while finding ways to meet new opportunities. The Design, Heritage and Preservation subcommittee shall be responsible for promoting and attracting a physical image of Main Street for shoppers, potential investors, business owners and visitors, while maintaining the historic nature of the downtown district. These subcommittee chairmen shall serve for no longer than four years. Each of the officers of this Committee and each of the chairmen of each subcommittee shall be subject to an annual retention vote by the full committee for the term of their respective positions.

Election of officers shall be held between the dates of March 1 and April 1 of each year. Election of subcommittee chairmen shall be held during the same meeting directly after election of officers. Appointment of subcommittee members shall be appointed by the Brick-By-Brick Chairman upon committee recommendation.

**ARTICLE V**  
**Meetings**

The Committee shall meet on the third Wednesday of every month at 5 p.m. or as needed. Physical absence from three consecutive Committee meetings without a valid excuse as so deemed and recorded by the entire membership of the Committee shall create an automatic vacancy which will be filled by the same process as the original appointment was made.

Quorum of meetings shall include the following:

- Three(3) members of the Brick-By-Brick organization shall be present at the designated meeting time and location
- Items on the agenda of a designated meeting may pass with a majority vote of the present committee members

**ARTICLE VI**  
**Dedication of Assets**

If the Corporation is dissolved, all of its property remaining after payment and discharge of its obligations shall be transferred and conveyed, subject to any contractual or legal requirement to one or more other organizations that have been selected by the Board of Directors, that are organized and operated for purposes substantially the same as those of the Corporation, and that are described in Section 501 c (3) of the code.

## **Article VII** **Conflict of Interest Policy**

### ***Article 7.1 – Purpose***

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### ***Article 7.2 – Definitions***

#### **1. Interested Person**

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

#### **2. Financial Interest**

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiation a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

### ***Article 7.3 – Procedures***

#### **1. Duty to Disclose**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

#### **2. Determining Whether a Conflict of Interest Exists**

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

### **3. Procedures for Addressing the Conflict of Interest**

- a. An interested person may make a presentation at the governing board of committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

### **4. Violation of the Conflicts of Interest Policy**

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member or the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

### ***Article 7.4 – Records of Proceedings***

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including an alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

### ***Article 7.5 – Compensation***

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

#### ***Article 7.6 – Annual Statements***

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement with affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

#### ***Article 7.7 – Periodic Reviews***

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

#### ***Article 7.8 – Use of Outside Experts***

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.



**Article VIII**  
**Personnel Policies and Procedures**

Brick by Brick, on Main at the time of creation does not have any employees. The committee deemed it not necessary to have a personal policy in place. We do not currently have any employees. If in the near future it is decided that we wish to hire an employee, we will adopt a personnel policy.

**Article IX**  
**Travel Expenses**

Brick by Brick, on Main will not reimbursement any of its board members or constituents for traveling to and from any event and/or meeting. Traveling can consist of the following.

1. Mileage
2. Lodging
3. Meals and entertainment
4. Other Expenditures related to traveling

**Article X**  
**Accounting Procedures**

Committee Members

1. Reviews and approves all claims
  2. Reviews monthly financial statements and information
  3. Determines whether the organization should have an audit and, if so, chooses and contracts with the auditor
- **Disbursements & Expense Allocations**

Disbursements are generally made for:

1. Payments to vendors for goods and services
2. Taxes/license fees
3. Meeting expenses
4. Marketing/promotional materials

Checks are processed on an as needed basis. Invoices should be submitted to the treasurer.

Requests for disbursements are submitted to the treasurer.

1. Original invoice

- **Financial Reports**

The treasurer will prepare the monthly reports for distribution to the board. The reports will include: balance sheet, statement of income, expenses, and any other requested reports.

- **Bank Account Reconciliations**

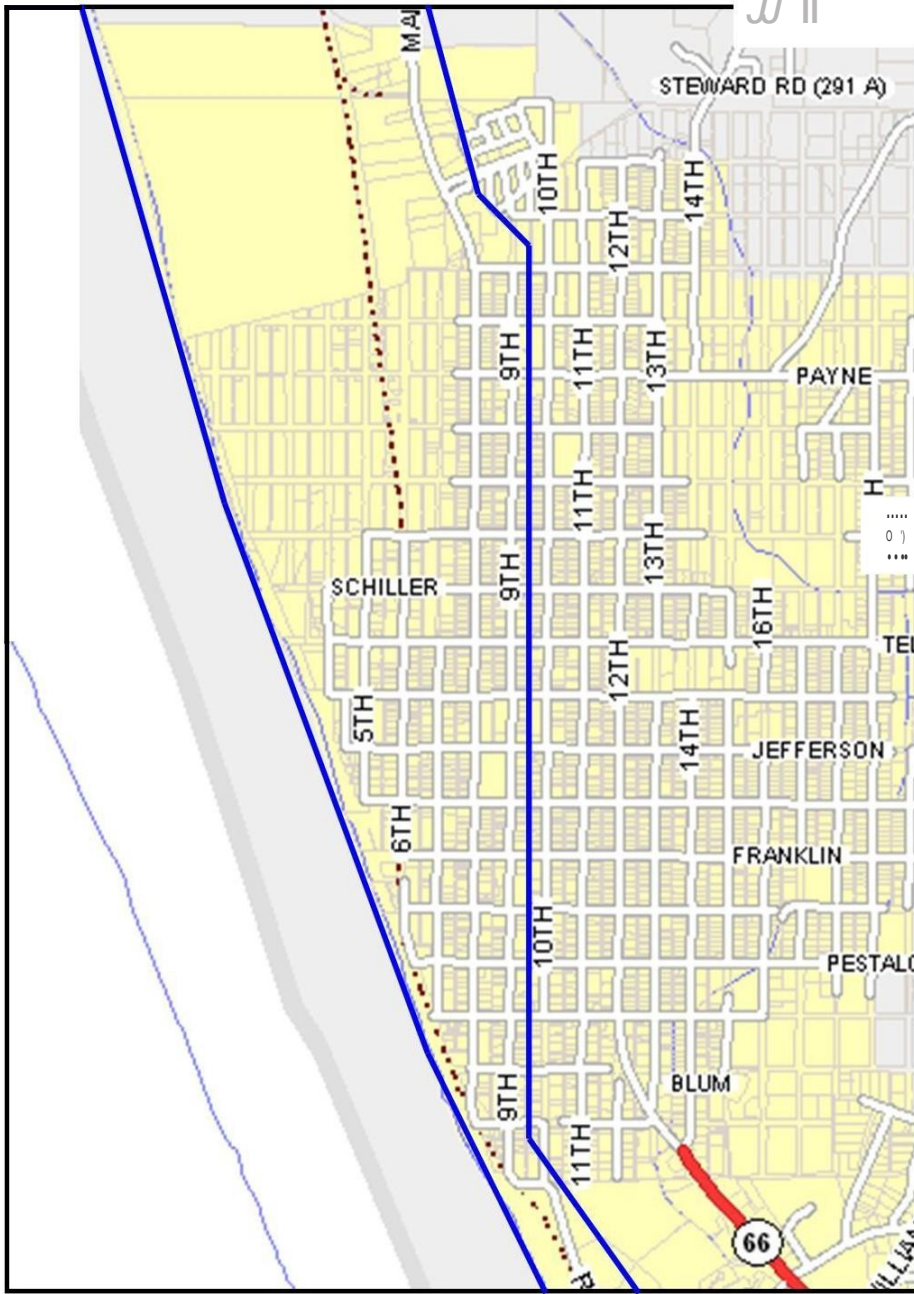
1. All bank statements are held by the treasurer and available for review at monthly meetings.
2. The treasurer will verify that voided checks, if returned, are appropriately defaced and filed.
3. The treasurer will investigate any checks that are outstanding over six months.
4. The treasurer will attach the completed bank reconciliation to the applicable bank statement, along with all documentation.

- **Credit/Debit-Check Card Policy and Charges**

Only the treasurer is authorized to carry the credit/debit card will be held personally responsible in the event that any charge is deemed personal or unauthorized. Unauthorized use of the credit card includes: personal expenditures of any kind; expenditures which have not been properly authorized; meals, entertainment, gifts, or other expenditures which are prohibited by budgets, laws, and regulations, and the entities from which (Organization) receives funds.

All receipts for all credit/debit card charges will be given to the President along with proper documentation. The board will verify all credit/debit card charges with the monthly statements.

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# Brick-By-Brick On Main Committee Structure

