

# Bylaws of the Downtown Development Commission of the City of Cumberland, Maryland

## Article I

1. **Offices.** The principal executive office of the Downtown Development Commission of the City of Cumberland, Maryland (hereafter referred to as the " DDC ") shall be in the Department of Community Development, 35 Frederick Street, Cumberland, Maryland and the DDC may have offices at other locations as the DDC may from time to time designate.

2. **Purpose.** The purpose of the DDC is to provide for the operation, maintenance, improvement and promotion of the "Cumberland Mall" as defined and determined by the City of Cumberland Charter Amendment Resolution No. 80 (hereafter referred to as "Res. 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.** The DDC shall observe all local, state and federal laws that are applicable to special Taxing Districts within municipalities created pursuant to Article 23A, Section 44 of the Annotated Code of Maryland (1996 Edition).

## Article II

1. **Members.** The members of the DDC shall consist of 13 persons appointed by the Mayor and City Council.

2. **Appointees.** The DDC shall recommend appointees to the Mayor and City Council upon the following bases:

(a) Not less than 9 members shall be from among those property owners and businesses, which are located within the Primary Benefit District, within the Special Taxing District as defined by City Charter Resolution No. 69, as amended. At least one of these members shall be a representative of one of the financial institutions located within the Primary Benefit District.

(b) Not less than 3 members shall be appointed from among the property owners and businesses located in the Secondary Benefit District as defined and determined by Charter Amendment Resolution No. 69.

(c) The additional member shall be appointed from the general population of the City and must be a resident, provided however, that the additional member may be a property owner within the Special Taxing District.

3. Terms. Terms of the initial appointees were established in a staggered manner pursuant to Section (d) of Res. No. 80. Thereafter, the 13 successor appointees shall serve terms of 3 years each.

4. Vacancies. The Mayor and City Council shall fill vacancies upon recommendations by the DDC.

5. Replacement of Absentee Members. Upon a determination that a member's attendance at meetings of the DDC is less than 70% of all meetings for a period of one year from the member's appointment, and, for which absences the member gave no prior notification, the DDC may notify the Mayor and City Council of such absences and request that the member be replaced with a recommendation of a substitute member by DDC.

(a) It shall be the responsibility of the Secretary to maintain a record of the attendance of members at meetings and report to the Chairperson any members who have been absent as prescribed above.

6. Compensation. DDC members shall serve without compensation.

### Article III

1. Officers. There shall be a Chairperson, Vice-Chairperson, Secretary and Treasurer to be elected by the members at the Annual Meeting of the DDC and they shall serve until the next Annual Meeting and until their successors stand qualified to assume office. Assistants to the officers may be appointed by the Chairperson with the consent of the DDC and need not be DDC members.

(a) Presiding Officer. The Chairperson shall preside over the meetings of the DDC and shall not have a vote except in the event of a tie vote. In the absence of the Chairperson, the Vice-Chairperson shall preside.

(b) The Vice-Chairperson. The Vice-Chairperson shall be responsible for assuming the duties of the Chairperson upon the latter's inability to serve. The Vice-Chairperson shall also have such other duties as the Chairperson or Commission may assign.

(c) **The Secretary.** The Secretary shall issue all notices demanded by the law or these Bylaws and shall keep the minutes of all DDC proceedings. The Secretary shall also have such other duties as the Chairperson or DDC may determine. The Chairperson may appoint an Assistant Secretary with the consent of the members to take minutes when the Secretary is unable to do so and to undertake other duties as may be assigned. The Assistant Secretary is not required to be a DDC member.

(d) **The Treasurer.** The Treasurer shall serve as Chairperson of the Finance Committee. The Treasurer shall review records of the DDC, which shall include revenues, expenditures, assets and liabilities of the DDC. The Treasurer shall also have such other duties as the Chairperson or the Commission may determine.

3. **Meetings.** The DDC shall meet twice monthly at dates, times and locations agreed upon by the members.

4. **Quorum.** A quorum shall constitute 5 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. At any meeting at which a quorum is present, the members may transact business after a member or members withdraw from the meeting, if the vote for approval of an action constitutes a majority of the required quorum originally present for that meeting.

5. **Order of Business.** At all meetings, the order of business shall be as follows:

- (a) Roll Call.
- (b) Approval of minutes of previous meeting.
- (c) Coordinator's Report.
- (d) Committee Reports.
- (e) Bills and Communications.
- (f) Unfinished Business.
- (g) New Business.
- (h) Adjournment.

*For all meetings, there shall be a prepared written agenda and written minutes of the prior meeting.*

6. **Conduct of the Meetings.** Robert's Rules of Order shall apply to and govern the conduct of DDC meetings.

7. **Annual Meeting.** The Annual Meeting of the DDC shall be the first meeting held in July of each year.

*Handwritten signature*

8. **Special Meetings.** In addition to the regular meetings, the Chairperson may call Special Meetings either upon written notice or an oral notice delivered in person or by telephone to each member, when in the opinion of the Chairperson, DDC business may require such meeting. Written or oral notices shall specify the purposes of the meeting and the Special Meeting shall be limited to such purposes, unless, by unanimous consent of the members present, it is agreed to conduct other business. Upon written request of a majority of the members, the Chairperson shall call for a Special Meeting. The request shall set forth the purpose or purposes of such meeting. Actions taken at any meeting of the DDC, no matter how called, or noticed, and wherever held, are as valid as if taken at a regularly noticed and called meeting, if a quorum is present. If a member attends a meeting and fails to object at the beginning to the holding of the meeting because it was not lawfully called, then such an appearance is a waiver of notice to that member. Such attendance is not a waiver of the right to object at the meeting to the consideration of matters required by law or these Bylaws to be included in the notice but not so included.

## Article IV

1. **Executive Committee.** There shall be an Executive Committee, which shall consist of the Chairperson, Vice-Chairperson, Secretary and Treasurer. The Executive Committee shall be empowered to act for the full Commission only upon those items of business specifically assigned to it. The Chairperson may call a meeting of the Executive Committee for its consideration and recommendations to the full Commission or to act upon an item assigned to it by the full Commission. For the purposes of these By-laws the term "full Commission" shall mean a meeting at which a quorum of the Commission is present.

2. **Standing Committees.** There shall be the following standing Committees of the DDC: A Maintenance Committee, a Traffic and Parking Committee, a Finance Committee and a Promotions Activities Committee. Each Standing Committee shall consist of at least three members. Nonmembers may be invited to advise or assist the Standing Committees, but shall have no voting rights. The Maintenance Committee shall be responsible for monitoring the maintenance and operations of the Cumberland Mall and for recommending Rules and Regulations for the Cumberland Mall to be promulgated by the DDC. [Any Rules or Regulations, the violation of which would constitute a criminal offense or municipal infraction shall be submitted to the Mayor and City Council for its approval and adoption, and shall not be deemed effective until so approved and adopted.] The Finance Committee shall be responsible for reviewing the preparation of the quarterly statements required and the

certified audit due on October 1st of each year for the preceding fiscal year (as required by Section 5 (b) of Res. No. 80), and for reviewing the proposed budget for the succeeding fiscal year which must be approved by the DDC and submitted no later than March 1st of each year to the Mayor and City Council (as required by section 5 (c) of Res. No. 80). The Promotions Activities Committee shall be responsible for overseeing the studies and reports called for in Section 3 (e) of Res. No. 80, in so far as activities and promotions of the Mall are concerned. It shall also assist the Maintenance Committee with Mall Rules and Regulations relating to promotional activities or special events on the Cumberland Mall.

3. Services within the Special Taxing District. Section 4 of Res. No. 80 provides that the Mayor and City Council shall maintain normal municipal services within the area of the Special Taxing District, including fire and police protection, street lighting, trash collection, street maintenance, and snow removal from those streets passing through the Special Taxing District open to vehicular traffic. Accordingly, DDC shall provide maintenance in addition to that normally required to be performed by City or State authorities, such as care of plants and trees, decorative lighting, the sound system, fountains, and snow removal from bricks and sidewalks in the Cumberland Mall as prescribed and defined by Section 4 of Res. No. 80.

## Article V

1. Authority. Subject to the provisions and limitations of the City Charter, state, local and federal laws, and more specifically Charter Amendments Nos. 69 and 80, DDC may exercise the power and authority granted under Section 3 of Res. No. 80, to hire employees and enter into contracts. DDC shall make it clear to all persons whom it employs or engages in contracts that the City is not a party to the employment or contract and is in no way liable or responsible for the payment of funds to such parties or the conduct of DDC, its officers employees or agents.

2. Reports to the Mayor and City Council. Section 3 (e) of Res. No. 80 also provides that the DDC shall conduct studies and submit reports containing specific recommendations to the Mayor and City Council with respect to vehicular and pedestrian traffic, parking and special activities and events within or on the Cumberland Mall. The Traffic and Parking Committee shall have the primary responsibility for initiating and following through on such studies together with the assistance of the Promotions Activities Committee

2. Execution of Instruments. The DDC may by resolution determine those officers and agents that may execute any DDC instruments or document, or to sign the DDC name, within the law, and such execution

and signing shall be binding on the Commission.

**3. DDC Records and Reports.**

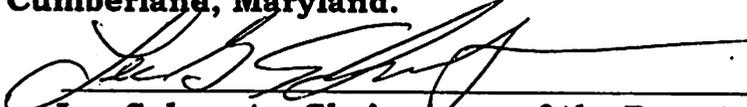
(a) The DDC shall obtain relevant reports from the City and review books and records of its assets and liabilities.

(b) The books and records of assets and liabilities, correspondence and the minutes of meetings and all other proceedings shall be open for inspection by any DDC member upon request. Each and every member shall have the unqualified right to, at reasonable times, inspect and copy all DDC documents of any kind, and to inspect all DDC properties and holdings.

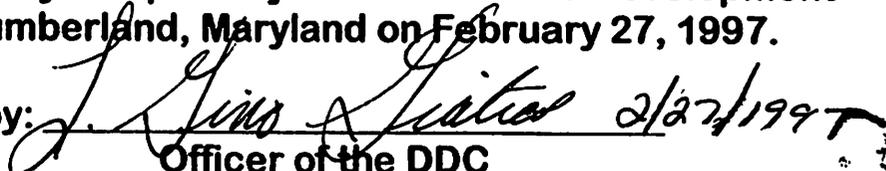
**Article VI**

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 this Twenty-Seventh Day of February 1997 at the Office of the Department of Community Development, 35 Fredrick Street, in Cumberland, Maryland.

 2/27/97  
Lee Schwartz, Chairperson of the Downtown Development  
Commission of the City of Cumberland, Maryland

I certify that I am an authorized Officer of the DDC and the foregoing attached Bylaws consisting of six pages and signed by the Chairperson and initialed by him on each page in my presence, were duly adopted by the Downtown Development Commission of Cumberland, Maryland on February 27, 1997.

Signed by:  2/27/1997  
Officer of the DDC

The Interim DDC Coordinator, Bernard M. Beerman, prepared these bylaws. This final revision was drafted on February 26, 1997.

These Bylaws were prepared by the Interim Coordinator of the DDC, Bernard M. Beerman, consisting of 6