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**BYLAWS OF THE
Downtown Commission**

ARTICLE 1. NAME.

The name of the board is the Downtown Commission.

ARTICLE 2. PURPOSE AND DUTIES.

The purpose and duties of the board are as follows:

The Downtown Commission shall advise the City Council and city staff regarding policies and projects impacting downtown Austin; serve as stewards for the Downtown Austin Plan and, as such: serve as a sounding board for the City Council and staff on the implementation of the Downtown Austin Plan and offer recommendations on amendments to the Downtown Austin Plan as needed; maintain liaison relationships with city staff and other boards and commissions; and perform other activities as directed by City Council. For purposes of this section, the downtown area is the area bounded by Martin Luther King, Jr. Boulevard, Interstate Highway 35, Lady Bird Lake and Lamar Boulevard.

ARTICLE 3. MEMBERSHIP.

- (A) The board is composed of eleven members appointed by the city council.
- (B) A member serves at the pleasure of the city council.
- (C) Board members serve for a term of four years beginning March 1st on the year of appointment.
- (D) An individual board member may not act in an official capacity or speak on behalf of the board except through the action of a majority of the board in which the board identifies who is authorized to speak and identifies the actions the individual board member is authorized to take or topics on which the individual board member is entitled to speak.
- (E) A board member who is absent for three consecutive regular meetings or one-third of all regular meetings in a “rolling” twelve month timeframe automatically vacates the member’s position subject to the holdover provisions in Section 2-1-27 of the City Code. This does not apply to an absence due to illness or injury of the board member, an illness or injury of a board member’s immediate family member, active military service, or the birth or adoption of the board member’s child for 90 days after the event. The board member must notify the staff liaison of the reason for the absence not later than the date of the next regular meeting of the board. Failure to notify the liaison before the next regular meeting of the board will result in an unexcused absence.
- (F) At each meeting, each board member shall sign an attendance sheet (or if participating virtually via videoconference, send an email as provided by City Code Section 2-1-24(D)) which indicates that

1 the member does not have a conflict of interest with any item on that agenda, or identifies each
2 agenda item on which the member has a conflict of interest. Failure to sign the sheet results in the
3 member being counted as absent and his/her votes are not counted.
4

- 5 (G) A member who seeks to resign from the board shall submit a written resignation to the chair of the
6 board, the staff liaison, or the city clerk's office. If possible, the resignation should allow for a
7 thirty day notice so the city council can appoint a replacement.
8

9 **ARTICLE 4. OFFICERS.**

- 10
11 (A) The officers of the board shall consist of a chair and a vice-chair.
12
13 (B) Officers shall be elected annually by a majority vote of the board at the first regular meeting after
14 April 1st. In the event a current officer becomes ineligible to serve as an officer, the board may hold
15 an emergency election as needed.
16
17 (C) The term of office shall be one year, beginning May 1st and ending April 30th. An officer may
18 continue to serve until a successor is elected. A person may not serve as an officer in a designated
19 position of a board for more than four consecutive one-year terms. A person who has served as an
20 officer in a designated position of a board for four consecutive terms is not eligible for re-election
21 to that designated office until the expiration of two years after the last date of the person's service in
22 that office. The board may override the term limit provision for an officer by an affirmative vote of
23 two-thirds of the authorized board members.
24
25 (D) A member may not hold more than one office at a time.
26
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28 **ARTICLE 5. DUTIES OF OFFICERS.**

- 29
30 (A) The chair shall preside at board meetings, appoint all committees, represent the board at ceremonial
31 functions and approve each final meeting agenda as provided in Article 6(A).
32
33 (B) In the absence of the chair, the vice-chair shall perform all duties of the chair.
34
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36 **ARTICLE 6. AGENDAS.**

- 37
38 (A) Two or more board members may place an item on the agenda by oral or written request to the staff
39 liaison at least seven business days before the meeting. After first consulting with and receiving
40 input from the staff liaison, the chair shall approve each final meeting agenda prior to posting,
41 except that posting language may be adjusted in order to ensure compliance with Government Code
42 Chapter 551 (Open Meetings Act).
43
44 (B) The board liaison shall submit the meeting agenda through the online agenda posting system for
45 each meeting not less than the 4th business day before the scheduled meeting date.
46
47 (C) Posting of the agenda must comply with Texas Government Code Chapter 551 (Texas Open
48 Meetings Act).

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3 **ARTICLE 7. MEETINGS.**
4

- 5 (A) The board meetings shall comply with Texas Government Code Chapter 551 (Texas Open
6 Meetings Act).
7
- 8 (B) Board meetings shall be governed by Robert's Rules of Order.
9
- 10 (C) The board may not conduct a closed meeting without the approval of the city attorney.
11
- 12 (D) The board shall meet monthly. In November of each year, the board shall adopt a schedule of the
13 meetings for the upcoming year, including makeup meeting dates for the holidays and cancelled
14 meetings.
15
- 16 (E) The chair may call a special meeting, and the chair shall call a special meeting if requested by three
17 or more members. The call shall state the purpose of the meeting. A board may not call a meeting
18 in addition to its regular scheduled meetings as identified in its adopted meeting schedule, more
19 often than once a quarter, unless the meeting is required to comply with a statutory deadline or a
20 deadline established by Council.
21
- 22 (F) Six members constitute a quorum.
23
- 24 (G) If a quorum for a meeting does not convene within one-half hour of the posted time for the meeting,
25 then the meeting may not be held.
26
- 27 (H) To be effective, a board action must be adopted by an affirmative vote of the number of members
28 necessary to provide a quorum.
29
- 30 (I) The chair has the same voting privilege as any other member.
31
- 32 (J) The board shall allow members of the public to address the board on agenda items and during a
33 period of time set aside for public communications on non-agenda items. The chair shall allow a
34 speaker to speak for no less than two minutes per agenda item and for three minutes on a non-
35 agenda item.
36
- 37 (K) The staff liaison shall prepare the board minutes. The minutes of each board meeting must include
38 the vote of each member on each item before the board and indicate whether a member is absent or
39 failed to vote on an item.
40
- 41 (L) The city clerk shall retain agendas, approved minutes, internal review reports and bylaws. The City
42 Clerk's Office shall retain all other board documents. The documents are public records under
43 Texas Local Government Code Chapter 552 (Texas Public Information Act).
44
- 45 (M) The chair shall adjourn a meeting not later than 10 p.m., unless the board votes to continue the
46 meeting.
47

1 (N) Each person and board member attending a board meeting should observe decorum pursuant to
2 Section 2-1-48 of the City Code.
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5 **ARTICLE 8. COMMITTEES/WORKING GROUPS.**

6 **COMMITTEES**

- 7
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9 (A) Each committee must be established by an affirmative vote of the board. A committee cannot meet
10 until its creation is approved by the Council Audit and Finance Committee. Each committee shall
11 consist of at least three board members appointed by the chair. A staff member shall be assigned to
12 each committee by the director of the Economic Development Department.
13
14 (B) The board chair shall appoint a board member as the committee chair, with the member's consent.
15
16 (C) A majority of the total number of appointed committee members constitutes a quorum.
17
18 (D) Each committee shall meet on a regularly scheduled basis at least quarterly.
19
20 (E) Each committee shall make an annual report to the board at the January board meeting.
21
22 (F) Committee meetings must be posted in accordance with Texas Government Code Chapter 551
23 (Texas Open Meetings Act).
24
25 (G) At each committee meeting, a committee member shall sign in on a sheet provided (or if
26 participating virtually via videoconference, send an email as provided by City Code Section 2-1-
27 24(D)) and shall indicate that the member has no conflict of interest with any item on the committee
28 meeting agenda, or identify each agenda item on which the member has a conflict of interest.
29
30 (H) The Downtown Commission currently has no committees.
31

32 **WORKING GROUPS**

- 33
34 (A) The board can determine the size of a working group but the number of board members serving on
35 the working group must be less than a quorum of the board.
36
37 (B) A working group may designate a chair, with the member's consent, but is not required to do so.
38
39 (C) Quorum requirements do not apply to working groups.
40
41 (D) Staff support will not be provided for working groups.
42
43 (E) Working groups are not required to post their meetings in accordance with the Texas Government
44 Code Chapter 551 (Texas Open Meetings Act).
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47 **ARTICLE 9. PARLIAMENTARY AUTHORITY.**

48

1 The rules contained in the current edition of Robert’s Rules of Order shall govern the board in all
2 cases to which they are applicable, except when inconsistent with these bylaws or with special rules of
3 procedure which the board or city council may adopt.
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5 **ARTICLE 10. AMENDMENT OF BYLAWS.**
6

7 A bylaw amendment is not effective unless approved by Council after review by the Council Audit
8 and Finance Committee.
9

10 The bylaws were approved by the Austin City Council at their meeting held on June 9, 2016.
11

12 The bylaws were revised in accordance with Resolution 20220217-033 on March 13, 2024.
13

14 The bylaws were revised in accordance with Ordinance 20251120-008 on January 20, 2026.
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18 *Christi Vitela*
19 Staff liaison
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