



DOWNTOWN BRENTWOOD COALITION

MISSION STATEMENT

The mission of the Downtown Brentwood Coalition is to enhance economic growth of the downtown area by focusing on education, promotion and development of the business community, and those areas of the community affecting business. Our primary goals are to strengthen our local economy, to promote the community, provide networking opportunities, represent the interest of business with government, and develop community leaders.

The Downtown Brentwood Coalition was formed by the many businesses in the downtown area with the intent to create an atmosphere of warm family fun and a welcome attitude to the residents of Brentwood, as well as surrounding communities.

The synergy created by business owners has blossomed into a plan for a year-long schedule of activities and events. The plan encompasses a wide range of ages, genders, and socio-economic backgrounds with an even wider range of activities that will bring residents to the downtown area and introduce them to the varieties and depth of the businesses. It is vital to the overall health of the city to have the businesses in the downtown area thriving. This is our Mission.

BYLAWS

1. The name of the organization is Downtown Brentwood Coalition.
2. The organization has not been formed for the making of any profit, or personal financial gain.
3. The assets and income of the organization shall not be distributable to, or benefit the trustees, directors, or officers or other individuals.
4. The assets and income shall only be used to promote corporate purposes as described above.
5. Nothing shall prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the organization.
6. This organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax.
7. The organization shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office.
8. The organization is organized exclusively for purposes subsequent to section 501(c)(6) of the Internal Revenue Code.

ARTICLE I

GENERAL MEMBERSHIP

Section 1. Definition of Membership. The DBC membership is open to any Business or property owner, as defined as having a legitimate business license from the City of Brentwood, within the boundaries of the Downtown limits as defined by DBC corridor map (attached).

Section 2. Fiscal Calendar.

The DBC Fiscal Calendar begins on July 1 to coincide with the City of Brentwood Fiscal Calendar, as they currently support the DBC with Economic Development Grants. Copies of the DBC financial profit & loss statements are available upon request.

Section 3. Benefits of Membership.

1. The DBC Board will serve as an advocate and liaison with regards to City of Brentwood matters relating to exposure and non-exposure of the downtown community
2. Exclusive business rights during DBC sponsored events
3. Discounted participation fees for DBC events
4. Event Notices and Member Newsletters
5. Your business featured and linked on the Brentwood Downtown website and Downtown Brentwood Social Media
6. The DBC will represent your interests with the City of Brentwood and the Brentwood Chamber of Commerce
7. Eligible for DBC Directorship

Section 4. General Members Meetings. Six General Member meetings will be held annually. They will be posted on the website, and in membership email notifications. Meetings are generally held on the FIRST Tuesday of the month, with location TBD. Meeting notices will be sent to all members of record prior to the meeting, including a list of agenda items for discussion. All attendees at the DBC General Meetings shall sign in for proof of attendance. Meeting Minutes will be recorded and distributed via email to the members and posted on the website after the meeting.

Section 5. Obligation of Members.

1. Volunteer for DBC events and earn rebate on membership dues
2. Confidentiality (when requested)
3. Integrity
4. Attendance at monthly meetings by Member or a Member representative
5. Positive support of the DBC, its Members and its objective
6. Membership fees must be current

If for any reason, a Member does not meet the obligations listed above, the Board of Directors will have the authority to provide written notice to the Member regarding their obligations or lack thereof and should the obligations continue to not be met, the Board will have the authority to vote to revoke the membership of Member.

Section 6. Managing Disagreements.

Members who have a concern regarding a DBC Matter or another Member's actions, in relation to the Downtown Brentwood Coalition is required to submit their concern in writing and presented to any Director within 30 days. The Board will review the concern as a group and provide a response to the concern within 30 days of receipt. Should an investigation be required, the Board will have 60 days to conduct the investigation and provide a response as to the outcome of the investigation.

ARTICLE 2

AFFILIATE MEMBERSHIPS

Affiliate memberships are needed in order to financially support the DBC organization and its purpose.

The DBC currently receives assistance from the City of Brentwood with grants to host their events, however, the ultimate goal is for the DBC to become self-sustaining in regards to their purpose, should the grants currently provided by the City of Brentwood not be awarded or available.

As it is the mission of the DBC to enhance the economic growth and development of the surrounding community, Affiliate Memberships will be taken into consideration by the Board. Affiliate members must be addressed within a 2 mile radius of the DBC Corridor. Affiliate members may participate in DBC sponsored events for a fee, but will not receive any the premium benefits that are allocated to the Members that reside in the DBC downtown corridor limits.

ARTICLE 3

BOARD OF DIRECTORS

Section 1. Number of Directors. The organization shall be managed by a Board of Directors consisting of an odd number of positions (currently nine are held). Board can determine upon the necessity to reduce or increase this number.

VOTING MEMBERS	6 Business Owners/Management/Executive 2 Property Owners 1 Civic Group Member
NON-VOTING MEMBERS	1 Executive Director 1 City Liaison

- President Term - 2 Years
- Vice President Term - 2 Year then Presidential Term for 2 Years
- Treasurer - 1-year Term
- Secretary - 1-year Term
- Directors Terms - 2 Years. No more than 2 consecutive Terms.
- After 2 Terms and a 1-year break can reapply for reappointment to BOD

Section 2. Nomination and Term of President. A president will be nominated and appointed for a TWO (2) year term starting July 1 (Fiscal Year). Qualifications for Presidency include experience as a DBC Director for minimum of 2 years, and the ability to represent the DBC to other organizations.

Section 3. Nomination and Term of Directorship. Any vacancy that occurs on the Board of Directors, whether by death, resignation, removal or any other cause, may be filled by the remaining directors, or by a quorum of members, as may be deemed necessary by quorum vote. Applications for new openings will be accepted by the Board of Directors. Applicants will review the of Description of Board Responsibilities and submit a Statement of Intent. The Board of Directors will select the applicant by quorum vote.

Section 3. Removal or Vacancy. The Board of Directors shall have the power to remove a director or agent of the corporation. Any vacancy that occurs for any reason may be filled by the Board of Directors. A director shall be subject to removal, with or without cause, at a meeting called for that purpose.

Section 4. Quorum. A majority of directors shall constitute a quorum.

Section 5. Procedures. The vote of a majority of the directors present at a properly called meeting at which a quorum is present shall be the act of the Board of Directors. The majority of matters subject to vote will be decided by the Board of Directors, in the best interest of the general membership. On

occasion, the Board may decide an issue is subject the general membership vote. In this case, the matter will be put forth in writing to the members with a response requirement, also specifying the outcome results of non-response. The Board shall keep written minutes of its proceedings in its permanent records.

Section 6. Adverse Interest. In the determination of a quorum of the directors, or in voting, the disclosed adverse interest of a director shall not disqualify the director or invalidate his or her vote.

Section 7. Committees. To the extent permitted by law, the Board of Directors may appoint from its members a committee or committees, temporary or permanent, and designate the duties, powers and authorities of such committees.

Section 8. Annual Directors Meeting. An annual meeting shall be held once each fiscal year for the purpose of reviewing financial status, grant proposal, event schedule and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held at the time and place designated by the Board of Directors.

Section 9. Special Directors Meetings. Special meetings may be requested by any member of the Board of Directors.

Section 10. Informal Action. Any action required to be taken, or which may be taken, at a meeting, may be taken without a meeting and without prior notice if consent in writing, setting forth the action so taken, is signed by the directors with respect to the subject matter of the vote.

Section 11. Phone / Email Poll. In the event of an emergency, should a vote be necessary, the vote may be performed via email, phone/text, or mail.

ARTICLE 4

STAFF POSITIONS

Current Staff: Executive Director:

Job Description:

Brentwood Main Street/Downtown Brentwood Coalition Executive Director Job Description

The Executive Director reports directly to the Brentwood Main Street/Downtown Business Coalition (DBC) Board of Directors, and is responsible for the implementation of downtown projects, programs and special events. The Executive Director will support these efforts utilizing the CA Main Street and National Main Street's philosophy (Four Point Approach) as the foundation for a successful and vibrant downtown. The Executive Director will serve as the central liaison and advocate for the downtown, and will work closely with the CA Main Street Association, National Main Street Association, City of Brentwood, Brentwood Chamber of Commerce, civic groups, downtown stakeholders, as well as the community, in order to facilitate the completion of annual goals and activities set by the DBC Board and the City of Brentwood. The position will also require skills in marketing downtown Brentwood as a tourism destination to stimulate a positive economic impact for the community. Additionally, the candidate will oversee the day-to-day operations of the joint DBC office and Welcome/Tourism Center, located in downtown Brentwood.

Essential Functions

- Develops and maintains effective relationships with downtown business owners, downtown property owners, community groups, public officials, city staff and the public while doing so with dignity, integrity and in the spirit of cooperation
- Responds to and resolves sensitive inquiries within the downtown
- Makes presentations to a variety of community groups, thereby promoting downtown programs and events and developing and strengthening relationships with various organizations
- Develops and maintains social media efforts including media announcement and marketing initiatives
- Attends monthly DBC meetings and reports directly to the DBC Board of Directors
- Reports to the City of Brentwood City Council, semiannually with updates related to Scope of Work (Exhibit A)
- Attends training sessions/workshops/webinars related to CA Main Street Alliance and National Main Street, some of which will require out of town travel
- Oversees and administers complete oversight of special events and activities in the downtown including coordinating a volunteer workforce and evaluating the work of assigned volunteers
- Prepares, negotiates, reviews and administers contracts and grants for program operations; ensures that grant and budgetary guidelines are followed; coordinates with grant agencies to provide compliance reporting
- Member advocacy and promotion/membership expansion
- Possesses a financial understanding of Accounts Payable and Receivables, membership dues and billing

- Contributes to the overall effectiveness of the DBC by developing and coordinating work teams/committees, and by reviewing, recommending and implementing improved policies and procedures
- Provides support to the DBC Board, Committees, Sub-Committees and other groups as deemed necessary
- Conducts analytical studies within the downtown; develops and reviews reports and findings; keeps well maintained and accurate records and files for the DBC
- Maintains downtown property and business database
- Ensures compliance with CA Main Street and the National Main Street Associations' continued requirements for accreditation
- Works as the “eyes and ears” of the downtown and addresses any issues that arise by working professionally with downtown business owners, downtown property owners, residents, vendors, or city staff in order to resolve concerns
- Has knowledge and an understanding of Downtown Specific Plan guidelines along with an understanding of zoning, signage and permitted uses within the Downtown boundaries, thereby working with businesses and city staff on compliance issues
- Revenue generation through event sales etc.
- Knowledge of special downtown districts (CBD/PBID/BID)

Qualifications

The Executive Director must be able to perform each essential duty satisfactorily. The requirements listed below are representative of the knowledge, skill or ability required.

Education and Experience

Bachelor's Degree in business administration, marketing, or a field related to the work; AND four (4) years of experience in program management and promotion OR an equivalent combination of education, training and experience. A basic understanding of CA Main Street or National Main Street is desired.

Required Knowledge and Skills

Knowledge of:

- Administrative practices and principles, including goal setting, program development, implementation, and evaluation
- Event management and planning
- Principles and practices of developing teams, motivating volunteers and managing in a team environment
- Principles and practices of grant management
- Marketing and public relations
- Computer applications related to the work
- Applicable laws, codes, and regulations related to the work
- Community needs assessment

Proficient in:

- Communicating effectively in oral and written form
- Website management
- Strong interpersonal skills and conflict resolution

- Strong social media platform knowledge (Facebook, Instagram, Twitter, and Next Door)
- Strong Leadership management skills
- Strong Financial Software Skills (QuickBooks)
- Creating high-quality marketing materials and advertising
- Being self-motivated, requiring little or no daily supervision
- Planning, organizing, supervising, and evaluating potential staff and volunteers
- Training others in policies and procedures related to the work
- Creating, planning, implementing and managing a wide range of programs
- Development and implementing goals, objectives, policies, procedures, and work standards
- Interpreting, applying and explaining state and local laws, ordinances, regulations and policies
- Developing and making presentations to small and large groups
- Preparing clear and concise reports, correspondence and other written materials
- Using initiative and independent judgement within established policy guidelines
- Database management

Required Certificates, Licenses and Registrations

- California Class C Driver's License and insurance

Physical Demands and Working Environment

The physical demands described herein are representative of those that must be met by an employee to successfully perform the essential functions of the job. Reasonable accommodations may be made to enable individuals with disabilities to perform the essential functions.

Strength and mobility to work in a typical office setting; stamina to remain seated for extended periods of time; strength to lift and maneuver materials and equipment weighing up to 40 pounds; vision to read printed materials; and hearing and speech to communicate in person, over the phone or radio. Ability to walk the downtown to meet with property and business owners as well as vendors and City staff.

The availability to travel to conferences and training a few times annually for a span of 3-6 days.

The availability to attend evening meetings as deemed necessary by the DBC Board (DBC Board meetings, DBC General meetings, Planning Commission and City Council meetings as related to downtown projects).

Most duties will generally be performed in the office during normal business hours (35-40 hours per week), but at times the duties of this position may include weekends, holidays, and evenings for specific events which may result in more than 40 hours per week.

Conditions of Employment

- Employment is contingent upon successful completion of an application, interview, background/screening including fingerprinting by the City of Brentwood Police Department.
- Continued employment is contingent upon all required licenses and certificates being maintained in active status without suspension or revocation.
- Continued employment will be based on an annual review process, available funding, and the ability to meet and/or exceed all required performance measures as set forth by the Board of Directors and Scope of Work. The Scope or Work will be evaluated and can be amended jointly by City staff and the DBC Board of Directors, on an annual basis.

Exhibit A Scope of Work

The Brentwood Main Street/Downtown Business Coalition shall work towards the completion of the following activities for fiscal year 2022-2023:

Assisting City staff on:

Liaison

1. Organization of downtown special events
2. Marketing and development of business retention and recruitment programs
3. Business outreach for special activities, programs and as necessary during construction projects
4. Assist City staff to facilitate a vibrant downtown in accordance with the Downtown Specific Plan (DTNSP) and Economic Development endeavors
5. Work with businesses on permitting and compliance issues (zoning, permitted uses, etc.)

Organization

1. Manage a potential tourism bureau office within Downtown Brentwood
2. Provide ongoing tenant and property owner outreach and interaction to inform businesses of City processes and protocols
3. Maintain property owner and tenant database – including parcel numbers, addresses, contact information, etc.
4. Prepare, publish and distribute monthly e-Newsletter
5. Work with Chamber of Commerce, SBDC and Los Medanos College on business education programs with focus on marketing, customer service, and business management

Economic Restructuring

1. Maintain inventory of vacant, available properties and work with local brokers and property owners to fill vacancies in accordance with DTNSP
2. Survey number and types of jobs in downtown

3. Assist the Economic Development Department in promoting and implementing Downtown Incentive Programs and special events
4. Maintain a Downtown Program website
5. Maintain and submit an annual Reinvestment Statistics report to Main Street America (FT jobs created, PT jobs created, new businesses created, rehab projects completed, public improvement projects completed, new construction completed, private investment projects, and volunteer hours contributed)
6. Explore short and long term revenue strategies

Design/Enforcement

1. Inform Community Enrichment Division of possible nuisances and zoning code violations
2. Work with City staff to develop Downtown programs, such as Wi-Fi in the downtown, holiday decorating, and beautification programs
3. Collaborate with City staff to explore and develop additional programs to assist with the vibrancy of the downtown

Promotion

1. Work collaboratively with the Brentwood Chamber of Commerce, Harvest Time in Brentwood, Pacific Coast Farmers' Market, and Regional and State level organizations to market Brentwood as a destination
2. Act as the liaison to external organizations in the downtown industry such as CA Main Street, California Downtown Association, National Main Street, California Association of Festival Producers, and California Tourism Bureau
3. Partner with City staff to identify and promote regional and city assets
4. Develop and coordinate a variety of social media efforts that promote the interests of the city and the downtown

ARTICLE 5

CORPORATE SEAL, EXECUTION OF INSTRUMENTS

The organization shall not have a corporate seal. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the Board of Directors.

ARTICLE 6

AMENDMENT TO BYLAWS

The bylaws may be amended, altered, or repealed by the Board of Directors by a majority of a quorum vote at any regular or special meeting.

ARTICLE 7

DISSOLUTION

The organization may be dissolved only with authorization of its Board of Directors given at a special meeting called for that purpose, and with the subsequent approval by no less than two-thirds (2/3) vote of the members. All funds are to be allocated upon vote to a Non-Profit Organization in good standing.

CERTIFICATION

We certify that the foregoing is a true and correct copy of the bylaws of the above-named organization, duly adopted by the Board of Directors on April 14th 2022.

Dafne Swisher - Director

Brett Swisher - Director

Becky Bloomfield - Director

Jim Barnett - Director

David Martinez - Director

Dirk Zeigler

Debbie Mendivil - Director

Peter Jacoway - Director