

AMENDED AND RESTATED
BYLAWS
OF
MEMPHIS CENTER CITY DESIGN REVIEW BOARD

ARTICLE I

ESTABLISHMENT/NAME

SECTION 1. A design review board, to be known as the “Memphis Center City Design Review Board,” hereinafter referred to as the “Board,” is hereby created by Memphis Center City Commission (the “Commission”) pursuant to Chapter 7, Section 7-92 of the Code of Ordinances of the City of Memphis.

ARTICLE II

PURPOSES

SECTION 1. The Board is to serve as a design review board to (a) make recommendations to the Commission regarding regulations to be promulgated with respect to the design of building facades and exteriors in public view, signs and other improvements, public or private, located within Central Business District No. II (the “District”), (b) to review applications for and grant approval for public building facades and exteriors in public view and other public improvements, (c) to review and issue approval of facades, exteriors in public view, and site plans including building set backs, landscape plans, automobile access and parking configurations and screening and streetscape amenities such as lighting and fencing, for projects receiving financial incentives from Memphis Center City Revenue Finance Corporation or Memphis Center City Development Corporation, and (d) to review applications for and grant approval for signs within the District.

SECTION 2. Such recommendations shall include, without limitation: (a) design guidelines and criteria, recommended for adoption by the Commission, for (i) special districts, (ii) public rights of way, (iii) landscaping, (iv) linkages (i.e., alleys, streets, walkways and other passageways between buildings or between districts), (v) land uses and (vi) signs; and (b) recommended procedures for initiation and disposition of the design review process by the Board and for appeal of Board decisions for review by the Commission.

SECTION 3. The powers and authority of the Board shall be limited to that set forth in these By-Laws or as otherwise delegated to the Board by the Commission.

ARTICLE III

BOARD MEMBERS

SECTION 1. (a) The Board shall be composed of seven (7) voting members, all appointed by the Commission.

(b) The seven (7) voting members shall include two (2) architects, one (1) landscape architect, urban planner, or related design professional, one (1) member of the Downtown Memphis Commission Board of Directors, one (1) Downtown resident, and one (1) downtown business representative. Each individual voting member of the DRB may simultaneously satisfy up to two (2) of the required categories at any one time.

(c) Initially, one-third of the members of the Board shall be appointed for a term of three (3) years, one-third for a term of two (2) years and one-third for a term of one (1) year. Thereafter, all members of the Board shall be appointed for staggered three (3) year terms. Unless sooner terminated by resignation, removal or death, all members of the Board shall serve for their appointed terms and thereafter until their successors are duly elected and qualified. No member of the Board shall serve more than two (2) consecutive three (3) year terms.

SECTION 2. Any member of the Board may resign at any time by written notice to the Commission and the Board Chairman.

SECTION 3. Members of the Board may be removed at any time, with or without cause, by action of the Commission, cause being defined as, but not limited to, absence from four (4) or more meetings during any twelve (12) month period or violation of the conflict of interest policies adopted by the Commission from time to time.

SECTION 4. In the event of a vacancy in the Board, whether by reason of resignation, removal or death, such vacancy shall be filled by action of the Commission.

SECTION 5. The existence of one or more vacancies in the membership of the Board, or any delay in the appointment of a successor for any one or more members whose term has expired or to fill a vacancy, shall not affect the due organization or existence of the Board or invalidate any action of the Board; and the members of the Board remaining in office shall, pending election of any such replacement or successor, be the duly constituted Board.

SECTION 6. A representative of Memphis Landmarks Commission and a representative of the Memphis and Shelby County Office of Planning and Development shall be invited to attend all meetings of the Board for the purpose of advising the Board. Such advisors shall not be members of the Board.

ARTICLE IV

MEETINGS

SECTION 1. The Board may hold meetings at the office of the Corporation or at such other place or places either within or without the State of Tennessee as the Board may determine.

SECTION 2. Regular meetings of the Board shall be held as the Board may provide by resolution. Such meetings will be open to the public with proper notification being given to members and to the public at least seven (7) days in advance of the meeting.

SECTION 3. Special meetings of the Board may be called by the Chairman of the Board, or by the Chairman at the request of two (2) directors. Such meetings will be open to the public with proper notice being given to directors and to the public at least twenty-four (24) hours before the meeting.

SECTION 4. A quorum shall consist of a majority of the number of voting directors in office at the time (but not less than two (2) directors). A quorum must be present in any vote or action that is taken by the Board. The affirmative vote of a majority of voting directors present is the act of the Board unless these By-Laws or law requires the vote of a greater number of directors. A meeting may be adjourned whether or not there is a quorum present. Notice of an adjourned meeting need not be given if the time and place to which the meeting is adjourned are fixed at the meeting at which the adjournment is taken, and if the period of adjournment does not exceed one (1) month in any one adjournment, provided that Notice of the adjourned meeting, and the date, time, and place of the meeting to which the earlier meeting has been continued, shall be given to all members of the Board not in attendance at the adjourned meeting within two (2) days of the adjournment.

SECTION 5. Subject to compliance with applicable laws relating to meetings of public bodies, any or all members of the Board 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 Board participating may simultaneously hear each other during the meeting. A member of the Board participating in a meeting by such means is deemed to be present in person at the meeting.

ARTICLE V

OFFICERS

SECTION 1. The officers of the Board shall consist of a Chairman appointed by the Commission from the membership of the Board, a President and a Vice Chairman and a Secretary elected by the Board from the membership of the Board. The Board may also elect an Assistant Secretary and such other officers as the Board shall see fit. The officers of the

Corporation, with the exception of the Chairman and President, shall be elected annually at the annual meeting of the Board. All officers shall serve for a term of one (1) year and thereafter until their respective successors have been duly elected and qualified. Any failure or delay in election of any officers shall not affect the due organization and existence of the Board or the validity of any action of the Board. Any person may hold more than one office.

_____SECTION 2. The Chairman shall preside at the meetings of the Board and shall perform such other duties as may be prescribed by the Board, the Commission or these bylaws. The Chairman shall have the power and authority, upon recommendation of the President or any officer of the Commission to approve changes in public building facades and exteriors in public view, signs and other public improvements which are in conformance with guidelines established by the Commission or ordinances of the City of Memphis. The Chairman of the Board shall be, ex-officio, a member of all standing committees.

SECTION 3. The President from time to time of the Commission shall be President of the Board. The President shall be charged with the active management and administration of the business of the Board. The President shall have the power to make any contracts in the conduct of the regular and ordinary business of the Board and may appoint and discharge agents and employees of the Board and fix their compensation, subject to the general supervisory powers of the Chairman of the Commission and the Board of Directors of the Commission. The President shall do and perform such other duties as from time to time may be assigned to him by the Board. The President shall serve as an ex-officio, non-voting member of the Board and as CEO of the Board.

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 appointed by the Commission.

SECTION 5. The Secretary, with such assistance as such officer may deem proper, shall keep the records of the Board, shall act as Secretary of the meetings of the Board and record all votes, shall keep a record of the proceedings of the Board in a journal of proceedings to be kept for such purposes and shall perform all duties incidental to such office.

SECTION 6. 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 by the Board. The Assistant Secretary need not be a member of the Board.

SECTION 7. Any other officers elected by the Board need not be members of the Board and shall perform such duties as the Board may from time to time prescribe.

SECTION 8. The Chairman and President may resign by written notice to the Commission and may be removed by the Commission, with or without cause. Any vacancy in

the office of Chairman or President shall be filled by the Commission. Any other officer may resign by written notice to the Board and may be removed, with or without cause, by majority vote of all voting members of the Board present and voting. Any vacancy in any office other than Chairman shall be filled by the Board. The existence of any vacancy in any office or any delay in filling any such vacancy shall not affect the due organization or existence of the Board or the validity of any action of the Board. Cause shall be as defined in Article III, Section 3 of these By-Laws.

ARTICLE VI

COMMITTEES

SECTION 1. The Chairman shall appoint one or more ad hoc or standing committees as shall be necessary or appropriate to implement the functions of the Board. The voting membership of such committees shall consist of Board members, but other persons interested in the Center City Area may be appointed as nonvoting members of any such committee. All committees shall be chaired by a member of the Board. The exact responsibilities of each committee shall be determined by the Board Chairman with concurrence of the Board; but all such committees shall be advisory or recommending bodies only, subject to approval and action of the Board. All actions taken by committees shall be recorded and kept as a part of the corporate records. The meetings of all committees shall be open to the public, and committee members and the public shall be notified at least three (3) days in advance of such meetings.

ARTICLE VII

APPEALS TO THE COMMISSION

SECTION 1. The Commission shall hear and decide appeals where it is alleged that there is error in any order, requirement, decision, or determination made by the Board in performing its duties as provided herein. Such appeal shall be taken, by filing with the President and CEO of the Commission of a notice of appeal specifying the grounds thereof within five (5) business days of the decision of the Board being appealed. The Board shall forthwith transmit to the Commission all of the papers constituting the record upon which the action appealed from was taken. An appeal shall stay all proceedings in furtherance of the action appealed from unless the President and CEO of the Commission shall certify to the Commission after the notice of appeal shall have been filed, that by reasons of facts stated in the certificate, a stay would, in his or her opinion, cause imminent peril to life and property, in which case proceedings shall not be stayed otherwise than by a restraining order which may be granted by the Commission or by a court of competent jurisdiction, after a notice to the President and CEO of the Commission and on due cause shown. The Commission shall fix a reasonable time for the hearing of the appeal or other matter referred to it, and give due notice thereof to the parties, and decide the same within a reasonable time. Upon the hearing, any party may appeal in person or by agent or by attorney. A member of the Commission staff or a member of the Board shall be present at the hearing on

behalf of the Board. The Commission may reserve or affirm, wholly or in part, or may modify the order, requirement, decision or determination appealed from and shall make such order, requirement, decision or determination as in its opinion ought to be made, and to that end shall have all of the powers of the Board from whom the appeal is taken.

ARTICLE VIII

AMENDMENT TO BY-LAWS

SECTION 1. These By-Laws may be amended or repealed by action of the Commission.

ARTICLE IX

CONFLICT OF INTEREST

SECTION 1. All members of the Board, including ex-officio members and voting and non-voting members, as well as advisors to the Board, shall be subject to and governed by such conflict of interest policies or procedures as the Board of Directors of the Commission may adopt from time.

ARTICLE X

ROBERT'S RULES OF ORDER

SECTION 1. In the absence of guidance from these Bylaws, the Board will conduct its business according to Robert's Rules of Order, except to the extent Robert's Rules of Order conflicts with the provisions of these By-Laws, in which case these By-Laws shall control.

Revised and Adopted: June 27, 2013