

Main Street America
Coordinating Programs Network Leadership Council
Operating Rules and Procedures

Adopted by the Leadership Council on October 28, 2022

1) Introduction

For more than 40 years, the Main Street movement has transformed the way communities think about the revitalization of their historic downtowns and neighborhood commercial districts and helped put historic preservation back in the community revitalization conversation. Cities and towns across the nation have come to see that a vibrant, sustainable community is only as healthy as its core.

We all know where our Main Streets are, but do we know *what* they are and *why* they matter? Whether they are named First Avenue or Water Street or Martin Luther King Boulevard, what they represent is universal. Main Streets are the traditional center for social, cultural, and economic activity for their communities. They are the big stage, the core of the community. Our Main Streets tell us who we are and who we were, and how the past has shaped us. We do not go to bland suburbs or enclosed shopping malls to learn about our past, explore our culture, or discover our identity. Our Main Streets are the places of shared memory where the entire community still comes together to live, work, and play.

The Main Street movement is a complex and varied landscape of individuals, local non-profit organizations and governments, private sector partners and city-wide, county wide, regional and statewide coordinating programs. The Main Street Movement is led at the national level by Main Street America (MSA). As one might imagine, this Movement involves a constantly changing roster of local and statewide program directions and priorities, local, statewide and national personnel changes, the ebb and flow of local and statewide budget and financial matters, and local community and statewide value systems.

Within this context, the process of seeking and processing regional and national consensus on the direction of the Main Street Movement falls primarily on the board and staff of Main Street America, in consultation and partnership with the Coordinating Program's Network. This partnership between the MSA and the Coordinating Program's Network is the primary vehicle connecting the MSA with its local program membership. This partnership involves sharing ideas on program issues, providing networking opportunities to further the Main Street movement and providing advisory recommendations from the Coordinating Program's Network to the MSA.

The effort to craft a consensus of the Coordinating Program's Network on issues of importance to the Main Street movement is based primarily upon the interaction by and among the individual Coordinating Program representatives. The desired outcome of this interaction is a consensus recommendation of the Coordinating Programs that may be conveyed to the board and staff of the MSA. The Leadership Council of the Coordinating Program's Network is responsible for aggregating and formally conveying that consensus to the MSA. In those instances where such consensus may be less apparent, the Chairperson of the Coordinating Program's Network Leadership Council may call for a formal vote of the representatives of the Network. The purpose of these *Operating Roles and Responsibilities* is to provide a defined and detailed framework for fulfilling this advisory function of the Coordinating Program's Network.

2) Definitions

- a) *Coordinating Programs*: State, county, and city-wide Main Street coordinating programs that have a current Main Street America (MSA) coordinator's membership package and who provide participating local Main Street organizations with the training, tools, information, and networking they need to be successful. Structured within government programs or nonprofit organizations, coordinating programs give local Main Street programs professional advice and guidance in using the proven Main Street Four-Point Approach® to start or strengthen their revitalization efforts
- b) *Coordinating Program Network*: The Main Street Coordinating Program Network is that body of associated state, county, and city-wide Main Street coordinating programs that have chosen to interact, through their affiliation with and membership in, the MSA, for the purpose of providing input to the evolution of the concepts and methodologies, and for sharing best practices related to the Main Street Approach and the Main Street movement as espoused by the MSA.
- c) *Coordinating Program Representative*: The individual (i.e. the coordinator or the director) whose name appears on the Coordinating Program Membership Agreement with Main Street America as the Point of Contact between the Coordinating Program and Main Street America.
- d) *Main Street Movement*: Main Street is a national business district revitalization effort that has spanned three decades and taken root in communities across America - a movement that has spurred billions in reinvestment in traditional commercial districts, galvanized thousands of volunteers, and changed the way governments, planners, and developers view preservation. Since its inception, the MSA has overseen the development of a national network of state, county, and city-wide coordinating programs. These coordinating programs help cities, towns, and villages revitalize their downtown and neighborhood business districts. Coordinating program staffs help build the capacity of local Main Street programs, expand the network of Main Street communities, provide resources and technical assistance, and work with the MSA to explore new solutions to revitalization challenges and respond to emerging trends throughout the nation.
- e) *Main Street America*: Established in 1980 as a program of the National Trust for Historic Preservation, Main Street America works with a nationwide network of coordinating programs and local communities to encourage preservation-based community revitalization. On July 1, 2013, Main Street America launched as an independent subsidiary of the National Trust. This transition enables Main Street to build on its three-decade record of success, with new leadership and new resources that will help communities respond to evolving needs and opportunities in the commercial district revitalization field. As a nonprofit organization, Main Street America provides information, offers technical assistance, holds conferences and workshops, and conducts research and advocacy on critical revitalization issues.
- f) *Specialists*: Full-time coordinating program staff who provide specific, focused services in one of the four points of the Main Street Approach® (Organization, Promotion, Design and Economic Vitality) as their primary job duty.

3) Coordinating Programs Network

- a) ***Purpose***: The purpose of the Main Street Coordinating Program Network is to bring together those individuals charged with the day-to-day operation of state-wide, county-wide and/or city-wide Main Street programs for the purpose of advancing the Main Street movement.

- b) **Membership:** Members of the Main Street Coordinating Program Network shall be those state, county or city agencies, and those non-profit organizations, that hold a current membership agreement with the MSA. Each Coordinating Program shall designate one official to serve as its official representative to the Coordinating Program Network. Other individuals from these agencies may attend meetings of the Coordinating Program Network.
- c) **Actions of the Coordinating Program's Network:**
 - i) From time to time, the Coordinating Program Network may find that it is their best interest to vote or otherwise take action on an issue that comes before the Coordinating Program Network. When such official action of the Coordinating Program Network is requested by the Leadership Council Chairperson, or by a majority of the Coordinating Program Network members in attendance at each meeting, a vote of the Coordinating Program Network shall be recorded by the Leadership Council Secretary and passed on the Leadership Council for final action and passage to the MSA. The Coordinating Program Network recognizes that such votes are advisory only and are not binding on any given Coordinating Program or the MSA.
 - ii) On any official action presented to the Coordinating Program Network for a vote, each Coordinating Program shall be entitled to one (1) vote which shall be cast by the designated representative of that Coordinating Program.
 - iii) When requested by the Chair, a roll call vote by individual Coordinating Program may be taken.

4) Leadership Council

- a) **Purpose:** The purpose of the Leadership Council is to:
 - i) Serve as the liaison between the Coordinating Program's Network and the MSA.
 - ii) Support the goals of the MSA.
 - iii) Promote and align with MSA's efforts to center diversity, equity, inclusion and accessibility in the work of the Leadership Council
 - iv) Coordinate and institutionalize the proceedings of the Coordinating Program's Network meetings.
 - v) Formally convey the recommendations of the Coordinating Program's Network to the board and staff of the MSA.
 - vi) Define those regions of the country to which individual Coordinating Programs will be assigned.
 - vii) Recommend those members of the Leadership Council that the will be placed before the board of the MSA for consideration for appointment to the Leadership Council seat on the MSA Board of Directors.
 - viii) Set the agenda for the schedule of meetings and activities to take place at the Coordinating Program's Network meetings.
- b) **Interaction With the Coordinating Program's Network:** The Leadership Council will interact and communicate with the Coordinating Program in the following ways:
 - i) Each Leadership Council member will conduct not-less-than quarterly conference calls with the Coordinating Programs in their respective region, or to a region to which they are assigned by the Leadership Council Chairperson. The purpose of the calls is to gather feedback from each Coordinating Program regarding current initiatives, issues and input for upcoming Coordinating Program Network meeting agendas.
 - ii) Share the minutes of its monthly conference calls with the Coordinating Program's Network by having the minutes posted on the MSA website.
 - iii) Serve as an advocate for the Coordinating Program's Network with MSA.
- c) **Interaction With Main Street America:** The Leadership Council will interact and communicate with MSA in the following ways by:
 - i) Provide formal written, resolutions of the Leadership Council reflecting the input or votes of the Coordinating Program's Network.

- ii) Suggest opportunities for how MSA can provide assistance and partner with the Coordinating Program's Network in further marketing efforts and raising the visibility of the Coordinating Program's Network
- iii) Provide insights into traditional commercial district issues and opportunities as the MSA staff develop and implement programs.
- iv) Serve as a representative body of the Coordinating Program's Network recognized by MSA to provide insight, advice and guidance on the Main Street program and the overall Main Street movement.
- v) Work with MSA Staff to set the agenda for the two (2) annual in-person meetings and up to two (2) virtual meetings of the Coordinating Program's Network

d) Leadership Council Membership

- i) Leadership Council Regions: Leadership Council regions will be determined by the Leadership Council.
- ii) Coordinating Program Members
 - (1) *Number*: There shall be not less than five (5) nor more than ten (10) Coordinating Program member positions on the Leadership Council.
 - (2) *Terms*: Leadership Council members will serve three (3) year terms. No member of the Leadership Council may serve more than two (2) consecutive three year terms. An individual must step down for at least one full calendar year before being eligible for re-election or reappointment to the Leadership Council.
 - (3) *Class*: To maintain an even distribution of expiring Leadership Council seats, terms will expire on a rotating cycle with two or three terms expiring each year. In the event that more than three terms are slated to expire in any one year, the individual appointed to fill a vacant seat will be appointed only until the next election cycle begins.
 - (4) *Qualifying Criteria*: In order to be eligible for election to the Leadership Council, prospective candidates must meet the following criteria:
 - (a) Represent a designated Main Street Coordinating Program and hold a current MSA coordinator's membership package.
 - (b) Be a current coordinator or staff member of a Coordinating Program who works full-time or with a primary focus on providing services to Main Street Communities.
 - (c) Demonstrates an interest in, and actively supports the Main Street philosophy, MSA and the preservation of our nation's traditional commercial districts.
 - (d) Has a reputation for integrity and leadership that will bring credit to MSA, the National Trust for Historic Preservation, the Main Street movement, the preservation movement, the Coordinating Program's Network and the Leadership Council.
 - (e) Have the full support and backing of their agency supervisor if a state or local government coordinating program, or that of his or her board of directors, in the case of a non-profit organization.
 - (f) Be prepared to accept the costs associated with attending the official meetings of the Coordinating Program Network Leadership Council which may include travel, lodging and meals. It shall be the responsibility of the Leadership Council member and her or his respective program to assume this financial commitment.
 - (g) May not be a current staff member of Main Street America serving as the director of a Statewide, Countywide or Citywide Coordinating Program.
- iii) Specialist Members
 - (1) Specialist Member Thresholds:
 - (a) Requirements for Consideration: The Leadership Council will consider adding a specialist position on the Council as a voting position when at least twenty-five percent (25%) of the current coordinating programs have a full-time staff person whose primary duty is focused on one of the following areas – Organization, Design, Promotion or Economic Vitality.

- (b) Approval by the Leadership Council: The Leadership Council must approve adding a specialist position by a two-thirds (2/3) vote.
 - (c) Number: A maximum of two specialist positions will be allowed on the Leadership Council at any given time.
 - (2) Specialist Member Elections: Specialist representatives to the Leadership Council will be elected by the specialists from the Coordinating Programs that have met the threshold requirements as defined in Section 4.4.3.1 of these Operation Rules and Procedures.
 - iv) Emeritus Members: Emeritus members of the Leadership Council provide valuable historic insight for the operation of the Leadership Council. Emeritus members of the Leadership Council are non-voting, ex officio members.
 - (1) *Immediate Past Chair*: If the term of the Immediate Past Chairperson has expired, they are considered an Emeritus member of the leadership Council for one (1) calendar year.
 - (2) *Council Members*: Council members who have successfully completed two consecutive terms on the Leadership Council are considered Emeritus members so long as they maintain a formal, paid professional relationship with a Coordinating program.
 - (3) *Meeting Privileges*: Leadership Council meeting privileges, both in person and telephonically, are extended to Emeritus members for one year only.
 - (4) *Reinstatement as a Voting Member*: Emeritus members who have served for one year are eligible to be re-elected to the Leadership Council after a being off the Leadership Council for one additional year after the end of their Emeritus term. Re-election would take place following the normal election process.
 - (5) *Participation*: At the discretion of the Leadership Council Chairperson, Emeritus members may be appointed to committees, task forces or other assignments. This may require Emeritus members to attend all or part of various meetings.
 - v) Ex Officio Members: If for any reason, Main Street America Board of Directors should select an individual to serve on the Board of MSA that is not a current member of the Leadership Council, that individual shall become an immediate non-voting, ex officio member of the Leadership Council.
- e) Leadership Council Elections
- i) Election Process
 - (1) Requests for candidates to serve on the Leadership Council shall be solicited by the Nominating Committee (see Section 4.10.3).
 - (2) Candidates may nominate themselves, or someone else with the potential nominees permission, providing that they meet the qualifying criteria defined in Section 4.4.2.4.
 - (3) Potential candidates must submit their name, organization, position with the Coordinating Program, the number of years they have served with both current and any previous coordinating programs, and other biographical information as may be relevant.
 - (4) Once candidates have submitted their names, the Nominating Committee shall review each potential candidate to insure that each meets the qualifying criteria defined in Section 4.4.2.4. Upon verification that the candidates meet the qualifying criteria, the Nominating Committee shall prepare slate of candidates to submit to the Leadership Council for its approval.
 - (5) Upon approval of the slate of candidates by the Leadership Council, a ballot shall be distributed via e-mail to each Main Street Coordinating Program holding a current coordinating program membership agreement.
 - (6) Each Coordinating Program holding a current coordinating program membership agreement shall have the opportunity to cast one ballot in accordance with the instructions accompanying that ballot.
 - (7) The Leadership Council may choose to distribute and collect the ballots themselves or have Main Street America distribute and collect the ballots.
 - (8) Ballots shall be distributed via an on-line survey tool posted on the coordinator listserve and/or distributed directly to the designated Coordinating Program representative via e-mail.

- (9) Ballots shall be returned by the prescribed date, normally within two weeks of the ballot being distributed by either the Leadership Council or Main Street America and received in the in-box of the designated representative of the Coordinating Program.
 - (10) Upon closing the elections in accordance with the established date, votes shall be tallied by either the Secretary of the Leadership Council or the designated staff member of Main Street America within one week of the closing date for the submission of ballots.
 - (11) Upon tallying the ballots cast, either the Secretary of the Leadership Council or the staff member of MSA charged with tallying the ballots shall report the results of the election to the Leadership Council Chairperson.
- f) Leadership Council Meetings
- i) Each Leadership Council member shall make every effort to attend the two official, “on-site” Leadership Council meetings per year. These meetings will typically take place before, during or after the 1) Main Street coordinator’s meeting held in conjunction with the annual Main Street Now Conference in the spring; and 2) Main Street Coordinator’s meeting held in the fall with date and location determined by the Leadership Council.
 - ii) Each member shall also make every effort to participate in monthly Leadership Council conference calls which take place in the intervening months between the two official Leadership Council meetings.
 - iii) From time to time the Leadership Council may hold special conference calls and/or additional meetings, which each member shall make every effort to attend.
 - iv) Written notice of each official Leadership Council meeting, stating the date, place and time of the meeting shall be given via electronic or conventional mail to each Leadership Council member not less than thirty (30) days before the date of the meeting. Such notice shall be addressed to the member at her or his e-mail or physical address as it appears on the Main Street coordinating program list maintained by MSA.
 - v) If a Leadership Council member anticipates they will not be able to attend either the official meetings or the monthly teleconference calls, they must notify the Chair, or one of the other officers in advance of the meeting or conference call which they expect to miss.
 - vi) Missing two (2) consecutive official meetings or conference calls will constitute cause for removal by the Leadership Council.
 - vii) Missing more than twenty five percent (25%) of the officially called meetings /conference calls in a three year period will constitute cause for disqualifying an individual from being re-nominated for a subsequent term.
 - viii) Each Leadership Council member bears the responsibility for preparing for Council meetings. In this regard it is important that Leadership Council members read relevant e-mails on a regular basis and provide timely responses or input when requested.
 - ix) It is possible that Leadership Council meetings may disclose information that requires confidentiality. While the Leadership Council strives for ongoing transparency and in its communications with the Coordinating Program Network, discretion with confidential information is critical and failure to exhibit such discretion is cause for removal.
 - x) The Leadership Council shall maintain timely communications with the Coordinating Program Network regarding major decisions, and particularly those with a potential financial impact on Main Street Coordinating Programs by using The Point.
- g) Removal of a Leadership Council Member
- (1) Any individual leadership Council member may be removed for cause upon the affirmative vote of two-thirds or more of the voting members of the Leadership council either in person at an official meeting, or by an e-mail vote specifically called to remove the Leadership Council member from office.
- h) Resignation of a Leadership Council Member

- (1) A Leadership Council member may resign at any time by giving written notice to the Chairperson. A resignation shall take effect at the time specified therein, or if not specified, shall become effective upon delivery. The Leadership Council need not accept such resignation to make it effective unless so specified in the resignation.

i) Leadership Council Officers

- (1) Election and Eligibility: The Leadership Council shall elect its own officers, which shall include a Council Chairperson, a Council Vice –Chairperson and a Council Secretary. To be eligible to be an officer of the Leadership Council, an individual must be a current, voting member of the Leadership Council and retain that status for the duration of their time in office.
- (2) Terms of Leadership Council Officers: Leadership Council Officers shall be elected for two year term, subject to the limitations imposed by Section 4.i)(1).

ii) Council Chairperson: The responsibilities of the Leadership Council Chairperson are to:

- (1) Plan, in cooperation with the other officers, an agenda for each Leadership Council meeting.
- (2) Preside over all Leadership Council meetings.
- (3) Preside over all meetings of the Coordinating Program Network.
- (4) Ensure that written notice of official meetings to Leadership Council members are distributed not less thirty (30) days prior to any meeting.
- (5) Recruit and appoint members to serve on the Nominating Committee and such other special committees and/or task forces as she or he may from time to time deem necessary or as may be requested.
- (6) Provide advice and assistance to MSA staff.
- (7) Garner input from others as may be prudent.
- (8) Ensure that communication is maintained between Main Street coordinating programs and the MSA staff related to the activities of the Leadership Council.
- (9) Be prepared to serve as the Coordinator’s representative to the Board of Directors of the MSA.

iii) Council Vice Chairperson: The responsibilities of the Leadership Council Vice-Chairperson are to:

- (1) Temporarily serve as the Chair in the vent of the Chair’s resignation, disqualification, or inability to continue to serve in that position, until a new Chairperson is elected.
- (2) Arrange for all Leadership Council conference call to discuss the agenda for the spring and fall coordinators meetings and working out the details with the MSA staff.
- (3) Assist the Chair in planning Leadership Council and other related meeting/conference call agendas.
- (4) In the absence, or at the request of the Chair, to temporarily assume the responsibilities of the Chair.
- (5) Record minutes of the meetings and conference calls of the Leadership Council in the absence of the Secretary
- (6) Be prepared to serve as the Coordinator’s representative to the Board of Directors of the MSA.
- (7) Such additional duties a may be requested by the Chair.

iv) Council Secretary: The responsibilities of the Leadership Council Secretary are to:

- (1) Record and prepare for approval by the Leadership Council, any vote, or consensus recommendation taken or agreed to at a Coordinator’s meeting so that such vote or recommendation may institutionalized in the records of the Coordinators Network and passed along to the Board and staff of the MSA.
- (2) Record minutes of the meetings and conference calls of the Leadership Council and to provide these to MSA.
- (3) To insure that all members of the Leadership Council are notified in advance of Leadership Council Meetings.

- (4) Maintain an accurate record of attendance by Leadership council meetings at both the official meetings and the teleconference meetings.
- (5) Report attendance records to the Nominating Committee in considering individuals for re-nomination to Leadership Council for a second term.
- (6) Such additional duties a may be requested by the Chair.

j) Leadership Council Committees

- i) Standing Committees: The Leadership Council shall have no standing committees
- ii) Committees and Task Forces: The Chairperson of the Leadership Council shall be empowered to create such temporary committees and task forces as she or he may deem appropriate
- iii) Nominating Committee: Each year in which elections are necessary, the Chairperson will appoint a temporary Nominating Committee. The responsibilities of the Nominating Committee will be to:
 - (1) Accept nominations
 - (2) Approach potential candidates
 - (3) Coordinate the election process
 - (4) Provide the chair with the results of the election
 - (5) Recommend candidates to fill the unexpired term of any seat left vacant
 - (6) Make recommendations as to a slate of candidates for any expiring officers positions.
 - (7) In preparing a slate of candidates, the Nominating Committee shall consider the following:
 - (a) Geographical balance within the country
 - (b) Tenure of the coordinators being considered so as to achieve a balance of new and experienced members
 - (c) Diversity in all of its forms
 - (d) The balance between state, regional, county, city and non-profit coordinating programs
 - (e) A mix of programs that contract with MSA for services versus those that do not, yet still actively and visibly support MS.

5) Amendments

- a) These Operating Rules and Procedures may be amended from time to time by an affirmative vote of two-thirds or more of the voting members of the Leadership Council, either in person at an official meeting or by e-mail vote. Any proposed amendment to these Operating Rules and Procedures shall be distributed to the members of the Leadership Council at least thirty (30) days in advance of any meeting where such a vote on amendments is schedule to take place.