

EXHIBIT H
of
Port Main Street Inc. By-Laws
Article 7

Section 1. STANDING COMMITTEES –

- a) Design
- b) Economic Revitalization
- c) Governance
- d) Marketing
- e) Organization
- f) Promotion

Section 2. With regards to a, b, e and f above the purpose, responsibilities and guidelines are as set forth in Exhibit B.

Section 3. With regards to c above the purpose responsibilities and guidelines are as follows:

- a) The purpose of the Governance Committee is to ensure that the board fulfills its legal, ethical, and functional responsibilities through adequate governance policy development, recruitment strategies, training programs, monitoring of board activities, evaluation of the board and individual board members' performance. It shall also undertake such other duties as the board from time to time delegates to it.

b) It is the Governance Committee's responsibility to ensure that the Board of Directors is able to govern the Program effectively through:

- a) Creation of governance policies and procedures;
- b) Recruiting and nominating eligible directors and officers;
- c) Providing orientation and training programs;
- d) Evaluating the performance of individual directors and officers and the board as a whole;
- e) Evaluate the Program's Vision and Mission statements;
- f) Evaluating the Programs bylaws annually and recommending any needed changes to the full board.

c) The Governance Committee will ensure that policies are created and periodically reviewed which define:

- a) the roles and responsibilities of the board;
- b) Duties and responsibilities of directors and officers;
- c) Conflict of interest procedures; procedures for nomination, selection, and removal of directors and officers.

d) The Governance Committee will timely recruit and select eligible directors and officers to ensure that:

- a) the board does not fall below the number of directors required by the bylaws;
- b) Directors appointed to the board understanding agree with the mission of the Program and the code of ethics for directors;
- c) Directors appointed to the board understand and agree to the time and participation requirements of board members;
- d) Elections and appointments to the board comply with the bylaws and other legal requirements;
- e) There is a process for vetting the fitness of prospective nominees.

e) The Governance Committee will ensure that the directors and officers are informed as to;

- a) the Programs vision, mission, and strategies
- b) the Programs budget and financial statements;

- c) the roles, responsibilities and duties of the board, committees, individual directors, officers and the Executive Director.
- f) The Governance Committee is accountable to the Board of Directors for the following tasks:
- a) the full board's bi-annual (even year) self evaluation survey report,
 - b) individual director and officer bi-annual (odd year) self evaluation survey report,
 - c) annual analysis of the board's strengths and weaknesses,
 - d) on going retention of eligible directors whose skill sets strengthen the board,
 - e) ongoing recruitment of potentially eligible directors to address weaknesses,
 - f) develop and over see a plan for enhancing board diversity,
 - g) on going training of directors and officers,
 - h) monitoring the attendance of directors at board meetings and committee meetings,
 - i) keeping records of recruitment history: names suggested, who approached, and what happened
 - j) investigate any matter brought to its attention within the scope of its duties and accordingly shall have full access to all books, records as deemed necessary or appropriate to fulfill its responsibilities.

Section 4. With regards to d above the Marketing and Communication Committee is accountable to the Board of Directors for the following tasks and strategies:

- a) To provide a full year's Marketing plan and calendar for use by all other committees and the Board. This plan and calendar will be developed to maximize the messaging and branding of the activities and events that occur in the Program area.
- b) Assist Promotions Committee and individual event coordinators, as well as Executive Director, with the development of the appropriate marketing and messaging for all events that are conducted by the Program.
- c) Annually review the Mission and Vision statement of the Board to determine the relevancy of these statements to what is appropriate for the Program.

- d) Develop a long-term (three year) Marketing and Communication plan which builds a consistent and effective messaging and branding strategy.
- e) Continually provide multi-platform communications to all stakeholders in and out of the Program area. Insure that this messaging matches the branding efforts of the committee.

Section 5. The committees, with the exception of Governance, shall consist of not less than five (5) members and at least one (1) eligible director. They shall hold at least ten (10) meetings per year, on average one (1) per month. The Governance Committee shall consist of not less than five (5) members and at least one non-voting director. They shall hold at least six (6) meetings per year and at the call of the committee chair or President. During the first such meeting in each calendar year a committee chair shall be chosen. At each meeting minutes shall be taken and forwarded to the Executive Committee within ten (10) days of said meeting. Quarterly updated work plans shall be forwarded to the Executive Committee within ten (10) days of said quarterly meeting. At the Annual meeting each committee shall give an oral and written report of their goals established at the beginning of the year, activities during the course of the year to meet those goals and to what extent they achieve those goals by year end. If the committee's goals were not achieved, why were they not? The report shall include the goals established for the subsequent year and related work plans.