

## Bylaws

These Bylaws govern the operations of the Cherryville Main Street Program, a volunteer committee working together with the Cherryville City Government and the Cherryville Chamber of Commerce.

### ARTICLE I

#### **Name and Principal Office of the Committee**

- A. The name of this committee shall be the Cherryville Main Street Program Committee (hereinafter referred to as "The Committee" or as "CMSP"). The principal officer is the Committee Chairman. The Chairman shall be determined from time to time by the Cherryville City Council. All other positions within the Committee shall be determined by the CMSP Board of Directors.
- B. The principal office of the Committee will be located on the second floor of City Hall at 116 South Mountain Street, Cherryville, NC 28021

### ARTICLE II

#### **Purpose**

While not a non-profit agency under Section 501 (c) (3) of the Internal Revenue Code of 1986, the Committee is organized to operate exclusively for charitable and educational purposes and more specifically:

- A. The general purpose of the Committee shall be to promote historic preservation, protection and use of Cherryville's traditional downtown area, including that area's commercial enterprises and residences;
- B. To take remedial actions to eliminate the physical, economic and social deterioration of Cherryville's traditional downtown area and thereby promote Cherryville's historic preservation, contribute to its community betterment and enhance the social welfare while lessening the burdens of Cherryville's government;
- C. To disseminate information of and promote interest in the preservation, history, culture, architecture and public use of Cherryville's downtown area;
- D. To hold meetings, seminars, and other activities for the instruction of the general public in those activities such as building rehabilitation and design, economic restructuring, and planning and management that foster the preservation and appreciation of Cherryville's history, culture and architecture;
- E. To aid, work with, and participate in the activities of other organizations, individuals, and public and private entities located within and outside of Cherryville engaged in similar purposes;
- F. To solicit funds for educational and charitable purposes as well as funds for the common good of the downtown business district. Receipt and administration of all funds will be conducted by the city's Finance Department.
- G. Additionally, the Committee may solicit any property, real, personal, tangible, or intangible, or any undivided interest therein, without limitation as to amount of value. However, the city will take,

hold, bequest, devise, give, grant, purchase, lease or otherwise, either absolutely or jointly with any other person or corporation, said property. Additionally, the city may sell, convey, or otherwise dispose of any such property and invest, reinvest, or deal with the principal or the income thereof in such a manner as, in the judgment of the Committee's Directors, will best promote the purposes of the Committee without limitation, except such limitations, if any, as may be contained in the instrument under which the property is received, the Bylaws of the Committee, or any laws applicable thereto.

The Committee shall not carry on propaganda or otherwise attempt to influence legislation except as an insubstantial part of its activities. The Committee shall not engage in any transaction or permit any act or omission which shall operate to deprive it of applying as a Corporation for a tax exempt status under section 501 (c) (3) of the Code. The Committee shall not in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office; nor shall it engage in any "prohibited transaction" as identified in section 503 (b) of the Internal Revenue Service Code of 1986. In the event of dissolution or liquidation of the Committee, any assets then remaining shall be returned to the local city government of Cherryville.

No part of the net earnings of the Committee shall inure to the benefit of any director of the Committee or other private individual except that the Committee shall be authorized to request payment by the City of Cherryville reasonable compensation for services rendered herein. None of the property of the Committee shall be distributed directly or indirectly to any director of the Committee except in fulfillment of its charitable and educational purposes enumerated herein.

### ARTICLE III

#### **Board of Directors**

The business and affairs of the Committee shall be conducted and controlled by the Board of Directors. The number of directors constituting the Board of Directors shall be no less than seven (7) and no more than twelve (12). Directors shall serve for two (2) year terms and may be re-elected for additional consecutive two (2) year terms. Directors shall be elected as follows:

- A. One director, the Chair, shall be appointed by the City Council of Cherryville
- B. One director shall be the Cherryville City Manager or designate
- C. One director shall be the Economic Development Director of the City of Cherryville or designate
- D. Four (4) to nine (9) directors shall be elected by the Board of Directors:
  - Two (2) to four (4) shall be downtown property or business owners
  - Two (2) to five (5) may be at large, who will also perform the following function:
    - One shall be a liaison to the Historical, Truck, and Rail Road Museums
    - One shall be a liaison to the Community Development Corporation
    - One shall be a liaison to the Chamber of Commerce
- E. The Immediate Past Chair of the Committee having served his/her two year term as a director shall remain a voting member of the Board of Directors

New directors shall be nominated at the Board of Directors meeting prior to June each year. The slate of candidates shall be voted on by the Board of Directors in June.

The Board Chair shall have the power to appoint Directors to fill temporary vacancies in the Board of Directors. The appointment of a successor director by the Chair shall be subject to confirmation by the Board of Directors at the next regular meeting following the date of the appointment.

Any director may resign by submitting written notice of resignation to the Secretary. Any director may be removed from office at any time with or without cause by the affirmative vote of two thirds (2/3) of the Directors in office.

No Director or Officer may participate in a decision directly affecting a corporation, proprietorship or partnership in which such Director or officer is employed or has a financial interest.

#### ARTICLE IV

##### **Meeting of Directors**

- A. The Directors shall hold an annual meeting in June at a time and place affixed by the Board of Directors for the purpose of electing Directors and for transaction of such other business as may come before the meeting.
- B. Regular meetings, other than annual meetings, may be held at such a time and place as shall from time to time be determined by resolution of the Board. In addition to the Annual Meeting, a minimum of three (3) regular meetings will be held each year, generally once per quarter.
- C. Special meetings of the Board of Directors can be called at any time by the Chair or Organization Work Group *or* upon written request of four (4) Directors.
- D. Notice of any meetings, stating the place, the time, and the agenda shall be delivered either personally or by mail or email to each member entitled to a vote at such meeting at least five (5) days before the date of such meeting. In the case of a special meeting, the purpose or purposes for which the meeting is called shall be stated in the notice and no other business other than that so stated shall be transacted.
- E. Five (5) Directors in good standing at the time shall constitute a quorum at any meeting. If a quorum is not present at any meeting of the Directors, a majority of the members present may adjourn the meeting without further notice. Actions other than regular business (i.e. public statements, board resolutions, endorsements etc.) require that a true majority of the Board of Directors consent to the action.
- F. Any action that the Board of Directors is required or permitted to take may be taken without a meeting if a majority of the Board of Directors consent in writing or via email to the action. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

All members of the Board of Directors shall participate in an annual program familiarizing them with the goals and objectives of the Cherryville Main Street Program and with their responsibilities.

#### ARTICLE V

##### **Officers**

- A. The Board of Directors will consist of executive officers as follows: a Chair, a Vice-Chair, a Secretary, a Treasurer and an Immediate Past Chair. Except for the Chair, who is selected by the City Council for a two year term, Officers shall be elected annually by the Board of Directors. Officers shall be nominated prior to the Board of Directors annual meeting in June. Then, the slate of Officers shall be voted on by the Board of Directors at the June session. Any person may hold two (2) or more offices, except the office of Chair.

- B. The Chair shall be the principal executive officer of the Committee and shall in general supervise all of the business and affairs of the Committee. He/she shall preside at all meetings of the Board of Directors. The Chair shall direct all committee activities pertaining to historic preservation, and the elimination of the physical, economic and social deterioration of Cherryville's traditional downtown area. The Chair shall also direct the activities relating to fundraising for projects, negotiate contracts as authorized, and implement all approved plans.
- C. The Vice Chair shall, in the absence or disability of the Chair, perform all the duties of the Chair. In addition he/she shall serve as the public relations officer of the Cherryville Main Street Program. The Vice-Chair also keeps the history of the CMSP.
- D. The Secretary shall have such powers and discharge such duties as the Board may assign to him/her from time to time. He/she shall issue and mail all notices for all meetings, shall have charge of the brand and guidance book and electronic files and shall make such reports as are incident to this office, to include minutes of the Board's periodic meetings.
- E. The Treasurer shall keep an account of all moneys, credits and property accounted for by the city on the Committee's behalf, to include keeping an accurate account of all moneys received and disbursed, and proper vouchers. The Treasurer will render financial and property reports to the Chair and Board of Directors, when requested. The Treasurer may be assigned other such duties as may be assigned by the Board of Directors or the Chair.
- F. The Immediate Past Chair by reason of his/her prior experience shall act as Chair of the Nominations Committee and serve on the Organization Work Group.
- G. In the event of the absence or disability of any officer, the Board of Directors may empower and authorize the performance and discharge of the duties and powers of such officers by such other officer or officers as they may designate.
- F. Vacancy in any office shall be filled by the Directors at any regular or special meeting.
- G. Officers shall hold office for the period of one (1) year or until their successors shall have been elected and qualified. An officer shall be eligible for re-election.

## ARTICLE VI

### **Work Groups**

The Board of Directors may designate one or more work groups for purposes as stated in the resolution creating such work group. The Board will appoint a Chair for each Work Group. Each Chair shall be responsible for directing and coordinating the affairs of the respective work group. Members of each work group shall be appointed by the respective Work Group Chair. With the exception of the Organization Work Group, each work group shall consist of not less than five (5) members or more than eight (8) members. The Organization Work Group may have no less than six (6) or more than eleven (11) members. Terms for the Chair and the work group members shall be for one year commencing with the fiscal year. The Chair and volunteers may serve additional terms at the request of the Board and Work Group Chair. Each Work Group will meet monthly to review the status of tasks and initiatives. Additionally, a CMSP Committee-wide meeting will be held quarterly to update everyone on actions of the entire committee and assist with coordination across work groups.

The Cherryville Main Street Program shall have at least four (4) standing work groups: **1. Organization, 2. Design, 3. Promotion, and 4. Economic Restructuring** with duties as follows:

- ❖ The Organization Work Group is chaired by the Chairman of the Board of Directors. The other members of the Executive Committee also serve on this work group as well as the Chairs and the Deputy Chairs from the other standing work groups. The Organization Work Group receives and reviews options and recommendations from the other work groups. After proper due diligence, the Organization Work Group selects the best option or approves/disapproves/ amends the recommendations from other work groups. Those actions approved by the Organization Work Group shall be presented to the Board of Directors at their next meeting for review and additional guidance. The Organization Work Group conducts such cross-cutting activities that involve multiple Committee work groups rather than a lone work group (e.g. fund raising, budget formulation, etc.). The Organization Work Group stimulates revitalization in the downtown business district through organization by encouraging cooperation and building leadership in the business community.
- ❖ The Design Work Group is concerned with improving the appearance of the downtown. This work group is heavily involved with planning the street scape and monitoring downtown beautification and maintenance. Downtown seating, art work, and decorations are all areas of interest.
- ❖ The Promotion Work Group focuses on creating a positive image for downtown by promoting the downtown as an exciting place to live, shop and invest. This work group manages the Communications and Change Management Plan for the Committee. Additionally, they work with the Chamber of Commerce to promote Cherryville through well planned events to attract visitors and citizens to the downtown.
- ❖ The Economic Restructuring Work Group works to identify new market opportunities for the traditional commercial district. The work group develops new uses for historic commercial buildings, and pursues opportunities for stimulating investment in downtown properties. Other areas of interest include second story residential development and optimizing the mix of downtown businesses.

In addition to the standing work groups described above, the Board of Directors (by resolution adopted by a majority of Directors in office) may designate or appoint one or more work groups to focus on special projects. The designation and appointment of any such work groups and the delegation thereto of authority shall not relieve the Board of Directors, or any individual Director, of any responsibility imposed on them by law.

## ARTICLE VII

### **Fiscal Year**

The Committee shall operate on a fiscal year basis from the first day of July until the last day of June each year.

## ARTICLE VIII

### **The Indemnification of Directors, Officers or Volunteers**

The City of Cherryville shall indemnify each of its Directors, Officers, or volunteers whether or not then in office or then volunteering (and the executors, administrators and heirs), against judgments incurred and amounts paid in settlement actually or reasonably incurred by him/her, in connection with any action, suit or proceedings to which he/she may have been a party because he was a Director, Officer, or volunteer of this Committee to the extent and in the manner permitted by the laws of North Carolina. The Committee shall not, however, indemnify any Director, Officer or volunteer in relation to matters as to which he shall have been adjudged liable for negligence or misconduct in the performance of his/her duties as such

Director, Officer or volunteer in case of settlement unless such shall have been approved by a majority of the Directors of the Committee then in office and other than those involved.

#### ARTICLE IX

##### **Dissolution**

In the event of dissolution or liquidation of the Committee, the assets will be distributed to the local city government for public purpose.

#### ARTICLE X

##### **Amendments**

These Bylaws may be altered or amended by a two-thirds (2/3) vote of the entire Board of Directors at any regular meeting or at any special meeting called for that purpose, provided however, that written notice of the proposed amendment or alteration shall be given to each Director at least five (5) days prior to the date of the meeting.

#### ARTICLE XI

##### **Membership**

The committee shall have no paid members; rather volunteers will serve on a pro bono basis.

#### ARTICLE XII

##### **Attendance Policy**

Each volunteer on the CMSP Committee is required to attend each called meeting to which they are invited. If a volunteer acquires as many as three unexcused absences in one fiscal year, that volunteer will be automatically removed from the Committee. Each Working Group chair shall record attendances and absences of all volunteers. In the event that removal is required under this policy, the respective Work Group Chair will notify the Committee Chair in writing, and will subsequently send a removal email or letter to the volunteer concerned.

#### ARTICLE XIII

##### **Program Area**

The program area shall be the downtown business district of Cherryville, the geographical area indicated on the attached map.

#### ARTICLE XIV

##### **Financial and Administration**

All instruments of transfer of securities designated for CMSP Committee use shall be signed in the name of the City of Cherryville and on behalf of the Committee by the Finance Director. All funds donated to the

Committee shall be given immediately to the City of Cherryville Finance Department for deposit and credit to the CMSP Committee.

Any member of the Board of Directors may accept on behalf of the Committee any contribution gift, bequest or device for the general purpose or for any special purpose of the Committee.

Each year, the Board of Directors shall approve and submit to the City of Cherryville a budget estimate/request for the upcoming fiscal year. The budget estimate will be drafted by the Organization Work Group. The approved budget may be reviewed and revised periodically as necessary.

Not later than three months after the close of each fiscal year, the Committee shall prepare an annual report for the City Council and other stakeholders. The report will contain:

- A. A narrative description of activities during the completed fiscal year.
- B. A narrative description of activities planned for the new fiscal year.
- C. A balance sheet showing in reasonable detail the financial condition of the Committee as of the end of the fiscal year.
- D. A statement of the source and application of funds showing the results of the operation of the Committee during the fiscal year.

#### ARTICLE XV

#### **Effective Date and Review**

These Bylaws are effective July 1, 2015. They will be reviewed annually to ensure they remain relevant and sufficient to meet the Committee's needs.

