

**PRIDE OF
KINSTON**
DOWNTOWN REVITALIZATION
327 NORTH QUEEN STREET | KINSTON, NC 28501

BYLAWS
OF
PRIDE OF KINSTON, INC.

ARTICLE I

Name, Seal and Offices

Section 1. The name of the corporation shall be Pride of Kinston, Inc.

Section 2. The seal of the corporation shall be of such design as approved by the Board of Directors.

Section 3. The principal office of the corporation shall be in the County of Lenoir, City of Kinston. The Corporation may also have offices at such other places as the Board of Directors may from time to time appoint or that the purposes of the corporation may require.

ARTICLE II

Board of Directors

Section 1. Composition. The business and property of the corporation shall be managed and controlled by a Board of Directors consisting of not less than thirteen (13) and not more than fifteen (15) members. The members composing the Board of Directors shall be elected by a majority vote of the incumbent Board of Directors.

Members of the Board of Directors may be elected from the community at large among citizens who have demonstrated interest in the objectives and work of the organization. Nominations for the Board of Directors shall be made by the Organizational Committee, Pride of Kinston, Inc. and be presented for vote at the annual meeting held in June. All members of the Board of Directors shall have equal vote.

- (a) The Board of Directors during its Annual Meeting may elect one or more individuals to a Director Emeritus position to honor individuals who have made significant contributions to the Pride of Kinston, Inc. and/or to the Kinston-Lenoir County community at large.

A Director Emeritus will be invited to attend all meetings and to participate in the deliberations of the Board of Directors as a non-voting member. A Director Emeritus will also be eligible for appointment to a Pride of Kinston, Inc. committee in consultation with the Chairman of the Board of Directors.

A minimum of two members of the Board of Directors shall include Kinston Municipal Service District (MSD) taxpayers or a business owner who's real and/or personal property is located within the geographic area of the MSD. Other members must reside within Lenoir County and have interest in our mission and vision for downtown Kinston.

Six members of the Board of Directors shall serve by virtue of their official associations: (1) City of Kinston Senior Administration (ex-officio) or designee; (2) Elected Member of the City of Kinston City Council (ex officio) or Council's designee; (3) Kinston City Planner; (4) Economic Development Director of Lenoir Community College & Small Business Center (ex-officio) or designee; (5) Lenoir County Government Senior Administration (ex-officio) or designee and (6) President of the Kinston-Lenoir County Chamber of Commerce (ex-officio) or his/her designee. Ex-officio members are non-voting members.

2. Term of Office. Members of the Board of Directors shall be elected to two-year terms. No member shall serve more than three consecutive two-year terms or six consecutive years. Term limitations under this section do not apply to six individuals who serve on the Board of Directors by virtue of their official associations in the community.
3. Resignation. Any Director may resign at any time by giving notice of resignation in writing to the Chairman of the Board of Directors.
4. Vacancies. Any vacancy in the Board of Directors occurring during the year may be filled for the unexpired portion of the term by the incumbent Directors, although less than a quorum, by affirmative vote until the next succeeding annual meeting of the Directors of the corporation or until the election and qualification of his /her successor. Nominations to fill unexpired terms shall be made by the Organizational Committee.
5. Annual Meeting. The Annual Meeting of the Directors of the corporation shall be held at the principal office of the corporation on the fourth Thursday in June for the purpose of the election of Directors and Officers, the approval of the budget for the following fiscal year, and the transaction of other business as needed.
6. Special Meetings. Special meetings of the Board of Directors may be called by the Chairman or the Secretary for business that requires the attention of the Directors prior to the regularly scheduled meeting. A special meeting must be called by the Chairman or Secretary on the written request of at least four members of the Board.
7. Notice of Regularly Scheduled Meetings. The Board of Directors, unless determined by majority vote otherwise, shall meet on a regular bi-monthly basis. Written or printed notice stating the time and place of regularly scheduled meetings shall be delivered not less than ten (10) days thereof, either personally, by mail, or electronically, at the direction of the Chairman or his/her designee to each Director.

In the case of an annual or substitute annual meeting, the notice of the meeting need not specifically state the business to be transacted thereat, unless it is a matter other than the election of Directors, on which the vote of Directors is expressly required by the provisions of the North Carolina General Statutes. In the case of a special meeting, the notice of meeting shall specifically state the purpose or purposes for which the meeting is called.

When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. When a meeting is adjourned for less than thirty (30) days as in any one adjournment, it is not necessary to give any notice of the adjourned meeting other than by announcement at the meeting at which the adjournment is taken.

8. Chairman. At all meetings of the Board of Directors, the Chairman, Vice-Chairman or Secretary, or in their absence, a Chairman chosen by the Directors present shall preside. Meetings will be conducted by the current edition of Roberts Rules of Order.

9. Quorum. At any meeting of Directors of the corporation the presence of one-half of the Directors in person shall be necessary to constitute a quorum for all purposes, except as otherwise provided by law, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the full Board of Directors, except as may be otherwise specifically provided by statute or by these bylaws.

10. Contracts and Services. The Directors and Officers of the corporation may not be interested directly or indirectly in any contracts, enter transactions, or otherwise act for and on behalf of the corporation, notwithstanding that they may also be acting as individuals, or as Directors of trusts, or as agents for other persons or corporations, or may be interested in the same matters as stockholders or otherwise; provided, however, that any contract, transaction, or act on behalf of the corporation in a matter in which the Directors or Officers are personally interested as stockholders, Directors, or otherwise shall be at "arms length" and not violate of the proscriptions in the Articles of Incorporation against the corporation's use or application of its funds for private benefit. In no event, however, shall any person or other entity dealing with the Directors or Officers be obligated to inquire into the authority of the Directors and Officers to enter into and consummate any contract, transaction, or other action.

11. Compensation. Directors shall not receive any stated salary for their services. The Board of Directors shall have power in its discretion to contract for and to pay to Directors rendering unusual or exceptional services to the corporation special compensation appropriate to the value of such services.

12. Removal of Directors or Officers. Any Director or Officer may be removed from office by the affirmative vote of two-thirds of the full Board of Directors at any regular or special meeting called for that purpose, for conduct detrimental to the interests of the corporation, for lack of sympathy with its objectives, or for refusal to render reasonable assistance in carrying out its purposes. Any such Director or Officer proposed to be removed shall be entitled to at least five (5) days notice in writing by mail of the meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard at the meeting.

13. Powers. All the corporate powers shall be and are hereby vested in and shall be exercised by the Board of Directors. The Board of Directors may, by general resolution, delegate to committees, or to officers of the corporation, such powers as they may see fit.

14. Duties. The Board of Directors shall actively engage in the business and success of the Pride of Kinston by attending meetings, supporting and promoting its mission and vision including encouraging all volunteers to be actively engaged in the organization, ensuring the organization is financially solvent and secure through annual personal giving as well as seeking other financial support for the organization, its endeavors, and its growth. Members shall present at the annual meeting and file with the minutes thereof a report verified by the Chairman and Treasurer, or by a majority of the Directors, showing (a) whole amount of real and personal property owned by the corporation, where located, and where and how invested; (b) the amount and nature of the property acquired during the year immediately preceding the date of the report and the manner of the acquisition; (c) the amount applied, appropriated, or expended during the year immediately preceding such date and the purposes, objects, or persons to or for which such application, appropriations, or expenditures have been made, and (d) the names and places of residence of the persons who have been admitted to membership during the year. Special projects, programs, grants, personnel, organizational, or any other changes, and/or other significant business transacted during the year will also be reported at this time.

15. Executive Committee. The Board of Directors may, by resolution, adopted by a majority of the number of Directors fixed by these bylaws, designate one or more Directors to constitute an Executive Committee, which committee to the extent provided in such resolution shall have and may exercise all of the authority of the Board of Directors in the management of the corporation, except that the Executive Committee will not approve, adopt or otherwise commit the organization to any financial obligation, contract or expense with a value of \$500 or more without the express approval of the full Board of Directors. The Executive Committee shall be comprised of the Officers and a minimum of two at-large members nominated by the Organizational Committee selected from the Board of Directors.

16. Informal Action by Directors. Action taken by a majority of the Directors, without a meeting, is nevertheless Board action if written consent to the action in question is signed by all the Directors and filed with the minutes of the proceedings of the Board, whether done before or after the action is taken by the next Board meeting, when a quorum is present.

17. Attendance. Attendance of members of the Board of Directors at regularly scheduled meetings is expected. Failure to attend three (3) consecutive meetings, or cumulative absences of four (4) of the regularly scheduled meetings without prior notice and sufficient reason shall result in removal from office. The Secretary shall track attendance on a routine basis, and members shall regularly be notified of their individual attendance records.

ARTICLE III

Officers

1. Number. The officers of the corporation shall consist of a Chairman, a Vice-Chairman, a Secretary, a Treasurer, Immediate Past Chairman and other officers with such powers and duties not inconsistent with these bylaws as may be appointed and determined by the Board of Directors.

2. Election, Term of Office, and Qualifications. The Chairman shall be elected annually by the Board of Directors from among their number, and other officers shall be elected annually by the Board of Directors from among such persons as the Board of Directors may see fit. A slate of officers shall be nominated by the Organizational Committee and submitted for vote at the annual meeting of the Board of Directors.

3. Vacancies. In case any office of the Corporation becomes vacant by death, resignation, retirement, disqualification, or any other cause, the majority of the Directors then in office, although less than a quorum, may elect a successor to fill such vacancy, and the officer so elected shall hold office and serve until the next annual meeting of the Board of Directors and until the election and qualification of his/her successor.

4. Chairman. The Chairman shall preside at all meetings of the Board of Directors. He/she shall serve and exercise general charge and supervision of the affairs of the corporation and shall do and perform such other duties as may be assigned by the Board of Directors.

5. Vice-Chairman. The Vice-Chairman, unless otherwise determined by the Board of Directors, shall in the absence or disability of the Chairman, perform the duties and exercise the powers of that office. In addition, he/she shall perform such other duties and have such powers, as the Board of Directors shall prescribe, including, but not limited to, Chairman of the Organizational Committee.

6. Secretary. The Secretary shall have charge of such books, documents, and papers as the Board of Directors may determine and shall oversee the custody of the corporate seal. He/she shall keep a record, containing the names, alphabetically arranged, of all persons who are Directors of the corporation, showing their places of residence and such book shall be open for inspection as prescribed by law. He/she may sign with the Chairman, in the name and on behalf of the corporation, any contracts or agreements authorized by the Board of Directors, and when so authorized or ordered by the Board of Directors, he/she may affix the seal of the Corporation.

He/she shall, in general, perform the entire duties incident to the office of Secretary, subject to the control of the Board of Directors, and shall do and perform such other duties as may be assigned to him/her by the Board of Directors. The Secretary transcribes and prepares board meeting minutes for approval by board and delivers them to the executive director.

7. Treasurer. The Treasurer shall have custody of all funds, including property and securities of the Corporation, subject to such regulations as may be imposed by the Board of Directors. He/she may be required to give bond for the faithful performance of his/her duties, in such sum and with such sureties as the Board of Directors may require. The Treasurer pays debts and taxes on time, prepares monthly financial reports (should be submitted to the executive director for inclusion with the minutes of the next board meeting, and maintains all financial books and records in an auditable format, according to standard accounting practices. When necessary and proper, he/she may endorse on behalf of the corporation for collection checks, notes, and other negotiations, shall deposit the same to the credit of the corporation at such bank or depository, as the Board of Directors shall designate. He/she shall sign all receipts, vouchers, and together with such other office and officers, if any as shall be designated by the Board of Directors. He/she shall sign all checks of the corporation and all bills of exchange and promissory notes issued by the Corporation, except in cases where the signing and execution thereof shall be expressly designated by the Board of Directors or by these bylaws to some other officer or agent of the Corporation. He/she shall make such payments, as may be necessary or proper, to be made on behalf of the Corporation. He/she shall enter regularly on the books of the Corporation to be kept by him/her for the purpose, full and accurate account of all moneys and obligations received and paid or incurred by him/her for or on account of the Corporation, and shall exhibit such books at all reasonable times to any Director on application at the offices of the Corporation. He/she shall, in general, perform all duties incident to the office of Treasurer subject to the control of the Board of Directors. The Treasurer shall also serve as vice-chair of the Organizational Committee.

8. Immediate Past Chairman. The Immediate Past Chairman shall act in an advisory capacity to the Chairman. He/she shall, in general, perform all the duties and exercise the powers incident to the office of Immediate Past Chairman, subject to the control of the Board of Directors, and shall do and perform such other duties as may be assigned him/her by the Board of Directors.

(Note: There is no reference to this position in the Main Street Board Members Handbook)

ARTICLE IV

Agents and Representatives

Section 1. The Board of Directors may appoint such agents and representatives of the corporation with such powers and to perform such acts or duties on behalf of the Corporation as the Board of Directors may see fit, so far as may be consistent with these bylaws, to the extent authorized or permitted by law.

Section 2. Only the Executive Director, Chairman of the Board, or their duly appointed representative is to speak for the Pride of Kinston, Inc.

Section 3. The Board of Directors employs the Executive Director of the organization for the purpose of day-to-day management of the Pride of Kinston, Inc. His/her responsibilities shall include, but not be limited to, hiring/firing/training/managing the staff, managing the “big picture” of the agency, leading the organization within the confines of its mission, supporting and facilitating the work of the Board and its Committees, preparing and presenting the annual budget, being responsible for fiscal information in order for the Board to have appropriate financial oversight, presenting at Board meetings reports on the work of the organization, be responsible for media relations, assist in showing and promoting available properties within the MSD, partner with other organizations that are pursuing similar goals.

ARTICLE V

Contracts

The Board of Directors, except as in these bylaws otherwise provided, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Corporation, and such authority may be general or confined to a specific instance; unless so authorized by the Board of Directors, no officer, agent or other employee shall have the power or authority to bind the Corporation by any contract or engagement, or to pledge its credit or render it liable financially for any purpose or for any amount.

ARTICLE VI

Committees

1. The standing committees of the Board of Directors shall be as follows: Executive Committee, Design Committee, Economic Vitality & Property Development, Design Committee, Organizational Committee, Events / Marketing & Promotions Committee. The Chairman of the Board of Directors shall serve as the Chair for the Executive Committee and the Vice-Chairman will serve as chair of the Organizational Committee. The Chairman of the Board of Directors shall appoint all other committee chairs. Each member of the Board of Directors shall be appointed to serve on one of the standing committees. The Chairman of the Board of Directors shall make these appointments in concert with the appointed Committee Chairs.

Up to two Board members may serve on a committee except in extenuating circumstances. One or both board members may serve as either the Chair or Co-Chair of the committee

Chairs or co-chairs of committees serve as committee representatives and therefore report their committee activities to the Board via the Executive Director.

2. The **Executive Committee** shall consist of the officers of the Board of Directors and at least two other at-large members. The Executive Committee shall have full authority to transact all regular business of the Corporation during the interim between the regular meetings of the Board of Directors provided that any action that it may take shall not conflict with these bylaws, rules and regulations, or with the policies and decisions of

the Board of Directors.

Should any matters of extreme urgency arise between regular meetings of the Board of Directors, it shall be the prerogative of the Executive Committee to request the Chairman of the Board to call a special meeting of the Board of Directors. The Executive Committee shall meet on a regular schedule of once a month unless determined otherwise by majority vote of the committee.

3. The **Organizational Committee** shall be chaired by the Vice-Chairman of the Board of Directors. The Treasurer of the organization shall serve as Vice-Chair of the Organizational Committee and shall take the lead in overseeing the financial affairs of the organization, including the development of annual budgets in concert with the officers and committees of the Board of Directors.

The Organizational Committee shall be responsible for fundraising for the sustainability of the organization and its projects, raise money for activities and administration, oversee the program's finances, as well as recommending mid-year budget adjustments when deemed prudent, responsible for reviewing and approving all proposals or applications for funding from any public or private source being made in the name of the organization, and responsible for long range financial planning in concert with the officers, executive director and committees of the Board of Directors. The committee shall also oversee issues concerned with governance and personnel including Board structure, membership, and vacancies.

4. The **Design Committee** shall be responsible for projects concerned with design-related issues within the Municipal Service District (MSD) and the overall appearance of downtown Kinston, including but not limited to street banners, landscape projects, parking lots, Pride initiated projects, gateways, entranceways, monitor cleanliness and organize clean-up days, inventory and evaluate technical and financial resources available for property improvements. Additionally, the committee shall administer the Façade Grant aka Redevelopment Incentive Grants (RIG) Program as well as review and monitor all grant applications and associated projects for compliance.

5. The **Economic & Property Development Committee** shall be responsible for business development downtown that includes but is not limited to data collection about district businesses and markets, develop business retention, expansion, and recruitment strategies, promote property develop, as well as oversee property donated to or purchased by the Corporation. This committee shall work with downtown property owners and others as necessary to provide assistance to developers and the recruitment of new businesses or uses for vacant downtown properties. The committee shall work closely with the City Planner regarding building code issues and/or ordinances. Additionally, the committee shall oversee the facility operations and services of the Kinston Enterprise Center in consultation with Lenoir Community College Small Business Center and the Executive Director of the Corporation. Further, the committee will support the economic stability of the organization through active engagement in all fundraising efforts for Pride of Kinston events and projects.

6. The **Marketing and Promotions Committee** (Promotions and Events) shall develop and oversee branding and marketing for Pride of Kinston, its events, as well as development of graphics, web, social media, digital and print materials for Pride of Kinston, and manage the planning of events for Pride of Kinston. Accurate data for each project shall be filed and will include costs, vendor contacts and contracts, examples of materials, volunteer contacts and hours along with duties and timelines for each, with a basic P&L statement at the end of each project.

Committee Chairs and co-Chairs shall provide committee activities reports to the Executive Director and present to the Board.

ARTICLE VII

Fiscal Year

The fiscal year of the Corporation shall begin on July 1 and end on June 30.

ARTICLE VIII

Prohibition Against Sharing in Corporate Earnings

No Director, officer, or employee of or member of a committee or person connected with the Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this shall not prevent the payments to any such person or such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be entitled to share the distribution of any of the corporate assets upon the dissolution of the Corporation.

ARTICLE IX

Investments

The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatsoever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a Director is or may hereafter be permitted by law to make or any similar restriction.

ARTICLE X

General Provisions

1. Waiver of Notice. Whenever any notice is required to be given to any Director under the Provisions of the North Carolina General Statutes or under the provisions of the charter or bylaws of this Corporation, a waiver thereof is signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.
2. Amendments. Except as otherwise provided herein, these bylaws may be amended or repealed and new bylaws may be adopted by the affirmative vote of a majority of the Directors then holding office at any regular or special meeting of the Board of Directors.

**Pride of Kinston, Inc.
Kinston, North Carolina**

June 27, 2019

Terry Light Humphrey, Chair
Raine Tyndall, Vice Chair
Frances Theodorakis, Secretary
Lara Lang-Tribula, Treasurer

Adam Short, City Planning
Leraine Tolston, MSD
Stuart Lindley, MSD
Tonya Adams, MSD
Chris Moore, MSD
Becky Whittington, MSD
Sarah Weeks, At Large

Ex Officio

Craig Hill, Chamber
Tony Sears, City Manager
Gregg Hannibal, LCCSBC
Keely Koonce, County ED
Robbie Swinson IV, City Council

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