# BYLAWS

# OF

MAIN STREET MORGANTOWN, INC

.

As Amended on December 15, 2021

# ARTICLE I

# NAME AND PRINCIPAL OFFICE OF CORPORATION

 Section 1.01. The name of this Corporation shall be Main Street Morgantown, Inc. (hereinafter referred to as the “Corporation”).

 Section 1.02. The principal office of said Corporation shall be located at 201 High Street, Suite 2, City of Morgantown, County of Monongalia, and State of West Virginia, 26505.

# ARTICLE II

# PURPOSE OF THIS CORPORATION

 Section 2.01 The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of 501(c)(3) of the Internal Revenue Code, or any corresponding section of any future federal tax code. The specific purposes enumerated in Sections 2.02 through 2.11 shall be limited to furthering the charitable and educational purposes of the Corporation.

 Section 2.02 The specific and primary purposes for which the Corporation is formed are to operate for the advancement of education; historic preservation; lessen the burdens of Government; promote social welfare, and for other charitable purposes. These strategies, herein adopted, are to be accomplished through four components: organization, promotion, design, and economic vitality.

These purposes include, but are not limited to, the following:

 Section 2.03 To take remedial actions to promote the physical, economic, and social deterioration of Morgantown’s traditional downtown area and the Historic Wharf District; promote Morgantown’s historic preservation; contribute to its community betterment; and enhance the social welfare, while lessening the burdens of Morgantown’s government.

Section 2.04 To disseminate information of and promote interest in the preservation of history, culture, architecture, and the public use of Morgantown’s downtown area and Historic Wharf District.

 Section 2.05 To aid work with and participate in the activities of other organizations, individuals, and public and private entities located within and outside Morgantown that are engaged in similar purposes.

 Section 2.06 To solicit, receive, and administer funds for educational and charitable purposes. To that end, to take and hold by request, devise, gift, grant, purchase, lease or otherwise, either absolutely or jointly with any other person or Corporation, any property, real, personal, tangible, or intangible, or any undivided interest therein, without limitation as to the amount of value; to make distributions to organizations exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or any corresponding provision of any future federal tax code; to sell, convey, or otherwise dispose of any such property and to invest, or deal with the principal or the income thereof in such manner as, in the judgment of the Corporation’s Directors, will best promote the purposes of the Corporation without limitation, except such limitation, if any, as may be contained in the instrument under which such property is received, the Bylaws of the Corporation, or any laws applicable thereto. To transact any and all business permitted by the laws of the State of West Virginia.

 Section 2.07 No substantial part of the activities of the Corporation shall include carrying on of propaganda, or otherwise attempting to influence legislation. The Corporation shall not participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of or in opposition to any candidate for public office.

 Section 2.08 The Corporation shall not operate to the benefit of private individuals or interests. No part of the net earnings of this Corporation shall inure to the benefit of any director, officer, or private individual except as reasonable compensation for services rendered, goods received, and other property or valuable thing which may be acquired by the Corporation for the accomplishment of its purposes.

 Section 2.09 Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

 Section 2.10 Any such assets not so disposed shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated as exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE III

# MEMBERS

 Section 3.01 Any individual or organization interested in supporting the purposes of the Corporation may become a member of the Corporation by filing an application in such form as the Board of Directors shall prescribe, and subject to the payment of a dues as the Board of Directors shall establish from time to time. Each member shall be entitled to one vote at the Annual meeting.

 Section 3.02 The Board of Directors may, at its discretion, suspend the voting privileges of any member who has been and remains in default in his/her financial obligations to the Corporation for a period of 90 days or longer.

Section 3.03 All members must have all financial obligations paid to be a member in good standing. Members in good standing can vote at the Annual meeting.

ARTICLE IV

# MEETING OF MEMBERS

 Section 4.01 Meetings of the members shall be held at such place as the Board of Directors may set from time to time.

 Section 4.02 The Annual Meeting of the members shall be held in the month of January of each year on a date fixed by the President. A report of the meeting and of the activities of the Corporation for the preceding year shall be made available to all members following the annual meeting.

 Section 4.03 Special meetings of the members may be called by the agreement of the President and Secretary, or one-third (1/3) of the Board of Directors in office.

 Section 4.04 Written notice of each meeting of the members, stating the place, day, and hour of the meeting, and in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered by mail or email not less than seven (7) days before the date of the meeting.

 Section 4.05 All business meetings of the Corporation shall be conducted according to Robert’s Rules of Order, unless otherwise amended or suspended herein.

# ARTICLE V

# BOARD OF DIRECTORS

 Section 5.01 A Board of fifteen (15) Directors shall govern the Corporation. The term of office for each Director shall be three (3) years. Directors in office may only serve two (2) consecutive terms.

 Section 5.02 Board membership will be restricted to members that have a physical presence and/or a financial impact on the district.

Section 5.03 No person shall be elected, appointed, or retained on the Board of Directors unless that person, or the entity they represent, has all required financial obligations paid in full to Main Street Morgantown. Any financial obligations that exceed 90 days past due shall result in automatic removal from the Board. The provisions of this section may be waived by a majority vote of a quorum of the Board if the member provides, in writing, a reasonable explanation for the past due balance and expresses a desire to remain active on the Board.

Section 5.04 In order to maintain Board impartiality no more than one person from any entity shall be a voting member on the Board of Directors of Main Street Morgantown.

## ARTICLE VI

## MEETINGS OF THE BOARD OF DIRECTORS

 Section 6.01 Regular monthly meetings of the Board of Directors may be held upon not less than seven (7) days’ notice delivered to each Director, personally or by mail, telephone, or email, subject to a waiver of notice as provided by the laws of the State of West Virginia. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice or waiver of the notice of such meeting. Special meetings of the Board of Directors may be called by the President, or by the written request of a majority of the Directors, and may be held with two (2) days’ notice.

 Section 6.02 One-third of the number of Directors in office, shall constitute a quorum for the transaction of business.

Section 6.03 Notwithstanding anything herein contained to the contrary, one or more Directors may participate in a meeting of the Board or a committee of the Board by means of conference telephone or similar electronic communications equipment by means of which all persons participating in the meeting can hear each other.

 Section 6.04 Whenever a vote of the Directors is required or permitted in connection with any corporate action, this vote may be taken verbally during this electronic conference. The agreement thus reached shall have like effect and validity as though the action were duly taken by the action of the Directors at a meeting of the Directors, provided that the agreement is reduced to writing and approved by the Directors at the next regular meeting of the Directors after the conference.

 Section 6.05 Attendance: If a Board member does not participate either in person or by way of a conference call in two (2) consecutive regular meetings or five (5) regular meetings in a fiscal year, and does not provide a reasonable and satisfactory written explanation for the absences, that member shall be removed from the Board.

Section 6.06 Notice: When not able to attend a Board meeting, Board members shall contact the Main Street Morgantown office in advance to ensure a quorum will be present to conduct business at that meeting.

Section 6.07 The Corporation shall not take official action on any matter which does not appear on its meeting agenda.

### ARTICLE VII

#### COMMITTEES

 Section 7.01 The Board of Directors, by resolution adopted by a majority of Directors in office, may create one or more committees each of which shall consist of two (2) or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation. The President of the Board shall appoint members to the committees created by such action of the Board, unless otherwise specified by the Board. The Executive Committee shall consist of the officers of the Corporation. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated and appointed by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, or any responsibility imposed upon them by law.

 Section 7.02 Standing committees of the Corporation shall be the Executive Committee, Organization Committee, Promotion Committee, Design Committee, Economic Vitality Committee. All committee meetings shall be held at a regularly scheduled date and time. A Chairman will be selected by the membership of each Committee. If the Committee is unable to select a Chairman the President of the Board of Directors will make the appointment. Committee member chairs shall report at Main Street Morgantown Board meetings.

 Section 7.03 Standing Committee duties, with the exception of the Executive Committee, shall be consistent with those specified in the National Main Street Program description for said committees, as revised from time to time.

# ARTICLE VIII

# OFFICERS

 Section 8.01 The Executive Committee shall be elected annually by the Board of Directors and shall consist of a President, Vice President, a Secretary, a Treasurer, and the immediate past Main Street Morgantown President as a non-voting Ex-Officio member. Executive Committee members may only serve two (2) consecutive one (1) year terms.

 Section 8.02 The Nominating Committee will provide a slate of officer nominations at the June Board meeting. Any additional expressions of interest for Board officer must be submitted to the Executive Director for consideration at least three (3) weeks prior to the July Board meeting to be distributed to the Board members. No nomination will be accepted after this time. The election of the new officers will be held at the July board meeting by secret ballot vote.

 Section 8.03 The Board of Directors may require any of the officers or employees of the Corporation to give bond to the Corporation with sufficient sureties, conditioned upon the faithful performance of the duties of their respective offices and employments.

 Section 8.04 Any officer elected or appointed by the Board of directors may be removed at any time with or without cause by the affirmative vote of two-thirds (2/3) of the Directors in office. Any vacancy occurring in any office of the Corporation (other than a vacancy resulting from the normal expiration of a term of office) shall be filled by the Board of Directors no sooner than thirty (30) days after written notice of the vacancy has been mailed to all Directors. Until the vacancy has been filled another officer may serve as interim.

Section 8.05 No person shall be elected as an officer of the Board of Directors of Main Street Morgantown unless that person is a member in good standing and has served on the Board a minimum of one (1) year. In order to maintain impartiality no more than one person from any entity shall serve as an officer of the Board of Directors concurrently.

# THE PRESIDENT

 Section 8.06 The President shall be the Chair of the Board of Directors, and shall preside at meetings of the Board of Directors and at meetings of the members.

# THE VICE PRESIDENT

 Section 8.07 The Vice Presidents shall, respectively, have powers and duties as assigned to them by the Board of Directors or the President. In the absence of the President, the Vice President shall perform the duties and exercise the powers of the President.

# THE SECRETARY

 Section 8.08 The Secretary shall oversee the keeping of the minutes of all meetings of the Board of Directors and all meetings of the members as may be required by the bylaws. The Secretary shall perform such duties assigned to him/her by the Board of Directors. The Secretary shall insure or cause to be kept secure the charter, minute’s book, and other documents relating to the Corporation’s official status. The Secretary shall also insure or cause to be kept the current register of the names and addresses of the members of the Board of Directors.

# THE TREASURER

 Section 8.09 The Treasurer shall oversee the custody of the corporate funds and securities, and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation. The Treasurer shall be responsible for or shall cause to be done depositing all moneys in the name of and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. He/she shall be responsible for disbursing the funds of the Corporation in accordance with the directions of the Board of Directors. He/she shall render to the Board of Directors, at its regular meeting, or when the Board of Directors so require, an accounting of all his/her transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall insure or cause to be done the timely invoicing and collection of the dues, contributions, and pledges.

# ARTICLE IX

EMPLOYEES

 Section 9.01The Board of Directors shall have the authority to employ, and fix compensation for an Executive Director and such other employees as deemed necessary by the Board for the achievement of the purpose of the Corporation.

 Section 9.02 The duties of the Executive Director are set forth in the Addendum “A” titled “Job Description, Main Street Executive Director” dated June 15, 1989, as amended from time to time.

 Section 9.03 The Executive Director shall receive an annual evaluation at the end of each fiscal year.

# ARTICLE X

CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

 Section 10.01 All checks, drafts, and other instruments for the payment of money and all instruments of transfer of securities shall be signed in the name and on behalf of the Corporation by any two of the following: President, Vice Presidents, Treasurer and Executive Director, or by other agents or employees of the Corporation as may, from time to time, be designed by the Board of Directors. All instruments of transfer of personal property other than securities, all instruments of conveyance of real property and all contracts and agreements shall be signed by any two (2) of the following officers: President, Vice-Presidents, Executive Director, Secretary, Treasurer or *an assigned director*. The Board of Directors may authorize and empower one or more officers or agents of the Corporation to execute and deliver any and all paper, documents, or to do other acts on behalf of the Corporation. This may include any action required or convenient in dealing with governmental authorities.

 Section 10.02 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

 Section 10.03 Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, grant, bequest, or device for the general purposes or for any special purpose of the Corporation.

 Section 10.04 Loans. No loans or other evidence of indebtedness shall be contracted on behalf of the Corporation with any officer or Director of the Corporation.

 Section 10.05 Cash Reserve, The Corporation shall maintain a cash reserve equal to the prior calendar year’s budgeted expenses. The operational expenses shall not include any pass through event activity or grants.

# ARTICLE XI

SEAL

 Section 11.01 The corporation seal shall be circular in form and shall have inscribed thereon the name of the Corporation, the date of its incorporation, and the words “West Virginia.”

# ARTICLE XII

FISCAL YEAR

 Section 12.01 The Corporation shall keep all financial records on a calendar year basis beginning on the first day of January and ending on the last day of December.

# ARTICLE XIII

AMENDMENTS

 Section 13.01 The Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority of Directors in office at any regular or special meeting, provided that no such action shall be taken if it would in any way adversely affect the Corporation’s qualification under Section 501(c)(3) of the Internal Revenue Code of 1986 (or any successor provision). Board of Directors will be given 15 days’ notice prior to voting.

# ARTICLE XIV

GENERAL

 Section 14.01 The employment practices of the Corporation shall comply with guidelines set forth under Title VII of the Civil Rights Act of 1964, as amended by the Equal Employment Opportunity Act of 1972, and any future amendments. As such, these practices shall be conducted in such a manner as to obviate discrimination on the basis of race, religion, sex, national origin, or handicap.

 Section 15.02 Words used in these Bylaws shall be read as the masculine or feminine gender and as the singular or plural, as the context requires. The captions or headings in these Bylaws are for convenience only and are not intended to limit or define the scope or affect any provisions of these Bylaws.

We, the board of Directors of Main Street Morgantown, Inc. on this 15 day of December, 2021 do hereby append the proceeding Bylaws.

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_(SEAL) \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_(SEAL)

ERIN NEWMEYER GRACE HUTCHENS

2019-2021 2019-2021

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_(SEAL) \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_(SEAL)

MICHAEL MILLS OPEN

2019-2021 2019-2021

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_(SEAL) \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_(SEAL)

DOMINICK CLAUDIO AJ HAMMOND

2019-2021 2020-2022

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_(SEAL) \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_(SEAL) COLLENE LANKFORD EMILY MUZZARELLI

2020-2022 2020-2022

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_(SEAL) \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_(SEAL)

CHARLIE MCEWUEN ROB HENLINE

2020-2022 2020-2022

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_(SEAL) \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_(SEAL)

RUSS ROGERSON OPEN

2021-2023 2021-2023

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_(SEAL) \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_(SEAL)

MARK DOWNS LJ GIULIANI

2021-2023 2021-2023

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_(SEAL)

OPEN

2021-2023

ADDENDUM “A” TO THE BYLAWS OF

MAIN STREET MORGANTOWN, INC.

JOB DESCRIPTION

# MAIN STREET EXECUTIVE DIRECTOR

I. Purpose of the position: The Executive Director shall provide comprehensive administrative

 and program support for the Main Street Morgantown Board of Directors. All work should

 enhance the four mission areas of Main Street Morgantown: Organization, Design,

 Promotion, and Economic Vitality.

II. Scope of Responsibilities: The Main Street Executive Director shall initiate and

 coordinate a downtown revitalization program, which utilizes historic preservation

 as an integral foundation for downtown economic development.

He/she is responsible for the development, conduct, execution and documentation of the Main Street Morgantown project. The Executive Director is the principal on-site staff person responsible for coordinating all project activities. He/she reports to the President of Main Street Morgantown and should consult with the President should problems develop or conflicts arise in performing his/her duties.

He/she is responsible for implementing and administering all policy of the Board.

III. Duties to be performed:

1. Develop funding sources for the Organization.
2. Develop strategies for downtown Economic Vitality and create an annual action plan focused on these strategies.
3. Thoroughly familiarize him/her with persons and businesses directly or indirectly involved in the downtown commercial district.
4. Coordinate and recruit an active volunteer force. Develop and implement strategies for organizing the community’s human economic resources.
5. Develop and conduct on-going public awareness and education programs designed to enhance appreciation of the downtown’s architecture and other assets, and to foster an understanding of the Main Street project’s goals and objectives. Through speaking engagements, media interviews and appearances, neighborhood association meetings, Rotary, etc.
6. Participate when appropriate with community organizations and coordinate an action plan for implementing a downtown revitalization program.
7. Develop a working relationship with all property owners and assist individual tenants and property owners with physical improvement projects through personal consultation and/or supervision, or by obtaining professional design consultants.
8. Help build a strong productive working relationship with appropriate agencies on the State and local levels. Encourage a cooperative climate between downtown interests and local public officials. Work with appropriate public agencies at the local state levels to obtain necessary funding for critical elements of the Main Street project. These include design assistance, promotional publications, building rehabilitation, parking, and public improvements.
9. Provide advice and information and encourage joint involvement in the downtown community’s events. Talk with businesses on the importance of being involved with Main Street Morgantown events. Create a monthly newsletter with information about Main Street and any upcoming events.
10. Utilizing the Main Street project format, develop and maintain data systems to track the process of the project. These include the economic monitoring system, individual building files, thorough photographic documentation of all changes and information on job creation and business. Including but not limited to developing upper floor and empty storefront databases.
11. Keep the Board of Directors informed regularly and thoroughly of all-important activities, events, and work of the Executive Director. At times when the Board of Directors is not in session, informing the President will be deemed equivalent to informing the Board.
12. He/she is responsible for implementing and administering all policies of the Board.

# Assistant Director Job Description and Responsibilities

1. Promotion and Marketing
2. Implement and manage specials events
3. Marketing for all special events
4. Disseminate information for special events to downtown/Wharf businesses
5. Manage MSM website
6. Represent MSM on Promotion committees/festivals/meetings
7. Attend all National, State and Local Trainings and Seminars
8. Accounting and Record Maintenance
9. Provide accountant and treasurer with all accounts payable and receivable information
10. Maintain membership database and mailings
11. Maintain and update mailing lists
12. Closely monitor accounts receivable and provide to Treasurer
13. Provide Treasurer with necessary reports, budgeting issues etc.
14. Make all bank deposits and provide the accountant with transaction information
15. Complete all State reporting (i.e. Quarterly reports etc.)
16. MSM Board of Directors and Volunteers Support Service
17. Maintain calendar of all Board, committee and sub-committee meetings
18. Have a working knowledge of the committee work plans and current projects
19. Assist in managing the Marketing Intern, Vista Member, AmeriCorps or any other MSM staff
20. Support Executive Director with Main Street Morgantown in their mission of continuing the revitalization of downtown Morgantown revitalization project.