



BYLAWS OF MAIN STREET FAIRMONT, INC.

As Amended on:

January 25, 2022

TABLE OF CONTENTS

ARTICLE I--Name and Principal Office of the Corporation	3
Section 1.01-Name	3
Section 1.02-Corporation Office	3
ARTICLE II--Purpose of the Corporation	3
Section 2.01-Purpose	3
Section 2.02-Boundaries	3
Section 2.03-Non-Profit Status	3
Section 2.04-Dissolution	3
ARTICLE III—Supporters	4
Section 3.01-Application	4
Section 3.02-Resignation	4
ARTICLE IV-Meetings of Supporters	4
Section 4.01-Annual Meeting	4
Section 4.02-Special Meetings	4
ARTICLE V-Board of Directors	4
Section 5.01-Governance/Terms of Office	4
Section 5.02-Board Eligibility	4
Section 5.03- Election/Vacancies	5
Section 5.04-Re-election	5
Section 5.05-Nominating Committee	5
Section 5.06- Nominations and Election of Board Members	5
Section 5.07-Board Orientation	5
Section 5.08-Member in Good Standing	6
Section 5.09- Resignation/Removal	6
Section 5.10-Designated Board Seats	6
ARTICLE VI--Meetings of the Board of Directors	7
Section 6.01-Meeting Notification	7
Section 6.02- Quorum	7
Section 6.03- Cancellation of Meetings	7
Section 6.04-Electronic Participation	7
Section 6.05-Electronic Voting	7
Section 6.06-Attendance	8
Section 6.07- Notice of Absence	8
ARTICLE VII--Committees	8
	1

Section 7.01-Standing Committees/Duties	8
Section 7.02-Chairpersons	9
ARTICLE VIII—Officers	9
Section 8.01-Officers	9
8.02 Election of Officers	9
Section 8.03-Duties	9
Section 8.04 – Officers as Executive Committee	10
Section 8.05-Removal from Office	10
ARTICLE IX—Executive Director/Employees	10
Section 9.01-Employment	10
Section 9.02-Duties	10
Section 9.03-Voting	10
Section 9.04-Evaluation	10
ARTICLE X-Finances	11
Section 10.01-Authorization of Finances	11
Section 10.02-Financial Responsibilities	11
Section 10.03-Depositing of Funds	11
Section 10.04-Accepting Gifts	11
Section 10.05-Budget	11
Section 10.06-Fiscal Year	11
Section 10.07-Financial Reports	11
ARTICLE XI-General Provisions	12
Section 11.01- Executive Session	12
Section 11.02- Unanimous Consent of Action Taken	12
Section 11.03-Special Voting Procedures	12
Section 11.04-Headings	12
ARTICLE XII--Parliamentary Authority	12
ARTICLE XIII--Amending of Bylaws	13
Section 13.01-Amendments	13
Section 13.02-Adoption	13
ARTICLE XIV-Equal Employment Opportunity	13

ARTICLE I--Name and Principal Office of the Corporation

Section 1.01-Name

The name of this Corporation shall be **Main Street Fairmont, Inc.**, (hereinafter referred to as "Corporation"), which shall at all times be operated and conducted as a non-profit education and/or charitable corporation, organized under the laws of the State of West Virginia, *Chapter 31, Article 1*, West Virginia Code; and, its principal office shall be within the City of Fairmont. **Main Street Fairmont, Inc.** shall also operate under the umbrella of **Main Street America** and the **West Virginia Department of Commerce Main Street Communities**.

Section 1.02-Corporation Office

The principal office of said Corporation shall be located at 301 Adams Street, Suite #550-C, City of Fairmont, County of Marion, and State of West Virginia, 26554.

ARTICLE II--Purpose of the Corporation

Section 2.01-Purpose

The purpose of the Corporation shall be to stimulate economic development in Fairmont, West Virginia within the context of historic preservation through organization (encouraging cooperation and building leadership in the business community), promotion (creating a positive image for downtown), design (improving the appearance of the downtown), and economic vitality (creating a balanced business mix and exploring new market niches).

Section 2.02-Boundaries

The Corporation shall direct its efforts primarily within the portion of Fairmont bounded generally by Jackson Street, Merchant Street, Third Street, Fairmont Avenue, Cleveland Avenue and extending generally northward following Quincy Street to Pennsylvania Avenue to the point at which it crosses Buffalo Creek. Such boundaries shall not prohibit activities outside of these boundaries which may be deemed appropriate by the Board of Directors, of the downtown business climate.

Section 2.03-Non-Profit Status

It is the intent of the Corporation to qualify as a non-profit, tax-exempt entity pursuant to **Section 503(c) (3)** of the **Internal Revenue Code of 1954** as now or hereafter amended. In order to effectuate such intent, no part of the net earnings of the Corporation shall be used to benefit any of its members or any other individual; and the Corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

Section 2.04-Dissolution

Upon dissolution of the Corporation, the residual assets of the Corporation shall be distributed to a private, non-profit corporation which is an exempt organization as described in **Section 501(c) (3)** of the **Internal Revenue Code** which may be designated by the Board of Directors prior to dissolution.

ARTICLE III—Supporters

Section 3.01-Application

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

Section 3.02-Resignation

Any supporter may resign by submitting a written notice of resignation to the secretary. Supporters who resign shall not be entitled to any refund of contributions therefore paid.

ARTICLE IV-Meetings of Supporters

Section 4.01-Annual Meeting

The annual meeting of the supporters shall be held in August at such date, time and place as the Board of Directors may set. A report of the meeting and of the activities of the Corporation for the preceding year shall be made available to all supporters at the annual meeting. A 30-day notice of the annual meeting shall be posted on the Corporation website.

Section 4.02-Special Meetings

Special meetings of the supporters may be called by the president, secretary or one-third of the Board of Directors in office and shall be called by the president upon written application of ten (10) percent of the supporters of the Corporation.

ARTICLE V-Board of Directors

Section 5.01-Governance/Terms of Office

The Corporation shall be governed by a board of no more than fifteen (15) directors elected by the board under the guidance of the Executive Director. The term of office for each Director shall be three (3) years.

Section 5:02-Board Eligibility

Board membership shall be restricted to persons that have a physical presence in the district, financial impact on the district, or reside in Marion County with interest in the organization's vision and mission. A preference will be given to prospective board members who are representatives of business and/or property owners within the programs' boundaries, financial and/or educational institutions, or potential funding sources, and individuals whose talents and/or expertise complement the organization's mission and purpose.

Section 5.03- Election/Vacancies

The Board of Directors, through the affirmative majority vote of the current Board, may fill any and all vacancies or opt to leave the seat open until such time a viable candidate can be located. Any Director so appointed shall only serve the unexpired term of the vacant position. At the end of the vacancy, the board member serving the abbreviated term may be elected to fill a (3) three-year term

Section 5.04-Re-election

Directors in office, serving a three (3) year term, may only be re-elected for one additional three (3) year term, with the exception of the immediate past-president who may serve the remainder of his/her term or, may continue his/her term as an ex-officio member of the Board of Directors for one additional year to ensure the proper transfer of institutional knowledge.

Section 5.05-Nominating Committee

At the August Annual Meeting, the President shall appoint, with approval the approval of the Board of Directors, a Nominating Committee consisting of at least three (3) members who currently serve as a director in good standing. The Executive Director shall serve on the Nominating Committee as a non-voting member. The Nominating Committee shall provide a slate of candidates for nomination to the Board of Directors for approval at their November meeting and make recommendations for interim appointments throughout the year.

Section 5.06- Nominations and Election of Board Members

Nominations for the Board of Directors, whose term has expired shall be made by a Nominating Committee appointed by the President, and with approval of the Board, and shall be set forth in the notice of the August annual meeting. The Nominating committee shall serve for one (1) year and be reconsidered at the next annual meeting. (See Section 7.01 for make-up of the Nominating Committee.)

Interim nominations caused by a resignation of an existing board member may also be accepted should a vacancy arise.

Election of Board members shall be conducted by secret ballot presided by the President or his/her designee. At the conclusion of the voting, ballots will be counted and the results shall be immediately reported to the Board of Directors.

Section 5.07-Board Orientation

All new applicants to the Board of Directors shall complete an orientation program which includes but is not limited to the following, prior to their election to the board:

- (a) A board packet containing MSF Bylaws: a Confidentiality Agreement, a Non-Conflict Agreement, a list of current board members and their contact information; familiarizing the goals and objectives of the Corporation; and their responsibilities as set forth in *Section 5.06* of these bylaws.

- (b) To ensure continuity and reduce turnover of the Board of Directors, all applicant(s) nominated for his/her first term or to fill an interim vacancy, shall be required to attend (3) three regularly scheduled meetings of the Board before a vote on his/her application is approved. This orientation period will allow both the new applicant, and the existing board members time to evaluate the applicant(s)' interest and participation. During this orientation period, the applicant shall not have voting rights. At the end of the orientation period, the board will vote on acceptance of the applicant as outlined in these by-laws.

Section 5.08-Member in Good Standing

To be a member in good standing, it shall be required that any person serving on the Board of Directors be an active member on at least one (1) of four (4) committees:

- Design
- Organization
- Promotion
- Economic Vitality

Board of Directors shall also:

- Volunteer a minimum of eight (8) hours per year at Main Street Fairmont promotional event/s.
- Attend orientation set by the Main Street Fairmont Executive Director and President
- Sign a Board Member Agreement and a conflict of interest form
- Actively participate in fundraising efforts

Section 5.09- Resignation/Removal

Any Director may resign by submitting written notice to the President or Secretary. Any Director may be removed from office at any time, with or without cause, by the affirmative vote of two-thirds ($\frac{2}{3}$) of the Directors in office, or by reason of the provisions set forth in *Sections 5.06* and *6.06* of these bylaws.

Section 5.10-Designated Board Seats

To ensure partnership with area stakeholders and maximize the impact of Main Street Fairmont, shall have five (5) designated board seats that shall be established for community organizations that:

1. Have similar economic development objectives within Marion County
2. Whose mission directly impacts Main Street Fairmont or the historic downtown business area,

Three (3) of the above mentioned five (5) seats shall be reserved for:

- The City of Fairmont City Manager, or their representative from the City's Planning Department
- The Executive Director of the Marion County Regional Development Corporation, and

- The Executive Director of the Marion County Chamber of Commerce

The remaining two (2) seats may be filled at the discretion of the Executive Director, with the approval of the Board's Executive Committee, when and if the Executive Director identifies other entities that meet the above criteria..

ARTICLE VI--Meetings of the Board of Directors

Section 6.01-Meeting Notification

Written notice of each meeting stating the place, day and hour of the meeting, and in the case of a special meeting, the purpose or purposes for which it is called, shall be delivered not less than seven (7) or more than fourteen (14) days before the date of the meeting. Notice of special meetings of the members shall be communicated by whatever method(s) are prudent within twenty-four (24) hours of said meetings. The August annual meeting may replace the regularly scheduled monthly Board of Directors' meeting as attendance will be recorded.

Section 6.02- Quorum

A quorum required to transact business at all Board of Directors' meetings shall consist of a simple majority of the eligible members of the Board of Directors.

Section 6.03- Cancellation of Meetings

When Marion County School System has cancelled school due to inclement weather, or if a majority of the board cannot attend due to inclement weather, all Main Street Fairmont meetings scheduled that day will be rescheduled.

Section 6.04-Electronic Participation

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 6.05-Electronic Voting

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 voice vote of the Directors. All actions and approvals shall be included in the minutes of the next regularly scheduled Board meeting.

Section 6.06-Attendance

Any board member who does not participate either in person or by way of conference call in two (2) consecutive or three regularly scheduled meetings in a fiscal year, that member shall be automatically removed from the Board and given the status of "Volunteer", unless otherwise determined by review of the Board as provided in Section 6.07, Notice of Absence, of these bylaws. The Secretary of the Corporation shall keep an accurate log of attendance and communicate such to the Board.

Section 6.07- Notice of Absence

When not able to attend a Board meeting, Board members shall provide written explanation regarding absences to both the Executive Director and the President of the Board of Directors for review and approval or denial. The notice of absence should be communicated at least 24 hours in advance to ensure a quorum will be present to conduct business at that meeting.

ARTICLE VII--Committees

Section 7.01-Standing Committees/Duties

Standing committees of the Corporation shall be, the **Organization Committee**, the **Promotion Committee**, the **Design Committee**, the **Economic Vitality Committee**, and **Nominating Committee**

(a) ORGANIZATION of DOWNTOWN FAIRMONT collaboration and utilization of our community partners

Involves creating a strong foundation for a sustainable revitalization effort, including cultivating partnerships, community involvement, and resources for the district.

(b) PROMOTION of DOWNTOWN FAIRMONT and its many assets (Marketing)

Positions the downtown or commercial district as the center of the community and hub of economic activity, while creating a positive image that showcases a community's unique characteristics

(c) DESIGN of DOWNTOWN FAIRMONT (physical beauty)

Supports a community's transformation by enhancing the physical and visual assets that set the commercial district apart.

(d) ECONOMIC VITALITY of DOWNTOWN FAIRMONT

Focuses on capital, incentives, and other economic and financial tools to assist new and existing businesses, catalyze property development, and create a supportive environment for entrepreneurs and innovators that drive local economies.

(e) NOMINATING COMMITTEE - as outlined in 5.05, the Nominating Committee shall compile a list of nominees for all officers of the Corporation and Chairpersons of the above-mentioned committees. Their recommendations shall be presented to the Board of Directors at the regularly scheduled November meeting. At that time, members of the Board of

Directors in good standing shall vote on the proposed slate of officers by secret ballot, presided by the President or his/her designee at that same meeting.

Section 7.02-Chairpersons

The chairperson of each standing committee shall be a member of the Board of Directors, except as provided below, but the committee members may be selected from the membership or the community- at- large. Where no director is available or willing to serve as chairperson, the Board may waive this requirement and the President may designate a chairperson from the supporters at which time that designated chairperson shall be confirmed by the Board and shall serve as a full member of the Board for a term of up to one (1) year or expiring at the first meeting of the new Board of the next fiscal year, whichever comes first.

ARTICLE VIII—Officers

Section 8.01-Officers

The officers of the Corporation shall consist of a president, a vice-president, a secretary and a treasurer, and such other officers and assistant officers as may be deemed necessary by the Board of Directors.

8.02 Election of Officers

The Nominating Committee shall provide a slate of officers for election at the November Board meeting. Additional nominations may be made from the board, providing consent of the nominee has been obtained. The one-year term of newly elected officers shall begin January 1 of the following year.

Section 8.03-Duties

Except as hereinafter provided, the officers of the Corporation shall each have such powers and duties as generally pertain to their respective offices, as well as those that from time to time may be conferred by the supporters or Board of Directors. Duties include:

(a) PRESIDENT: The president shall be the chief executive officer of the Corporation and shall preside at meetings of the Board of Directors and at meetings of the supporters.

(b) VICE-PRESIDENT: The vice-president shall have such duties and responsibilities as the President or Board of Directors may from time to time prescribe. In the absence or disability of the president, the vice-president shall perform the duties and exercise the power of the president.

(c) SECRETARY: The secretary shall record and maintain in good order the Minutes of all meetings and all records and correspondence of the Corporation. The secretary shall also have such other duties as may be assigned by the supporters or the Board of Directors.

(d) TREASURER: The treasurer shall review all financial reports to verify the financial records of the Corporation are in good order. The treasurer shall also have such other duties as may be assigned by the President.

(e) IMMEDIATE PAST-PRESIDENT: The immediate past-president, if serving as provided for in *Sections 5.04 and 8.02* of these bylaws, shall serve as an ex-officio, non-voting member of the Board of Directors and shall act in an advisory capacity to the new president and Board of Directors for the term of one (1) year.

Section 8.04 – Officers as Executive Committee

The officers of the Corporation shall serve as the Executive Committee of the Corporation and be empowered to oversee all internal organization and structure, decisions and management of all ongoing projects. The committee is empowered to approve actions of the Executive Director and give direction to the day-to-day operation of the Corporation as needed between regularly scheduled meetings of the full Board of Directors. Officers shall also serve as liaison to one of the (4) four committees to ensure proper communication of goals and improve the efficiency of the Corporation.

Section 8.05-Removal from Office

Any officer elected or appointed by the Board of Directors may be removed at any time with or without causes by the affirmative vote of two-thirds ($\frac{2}{3}$) 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 within thirty (30) days after written notice of the vacancy has been delivered to all Directors. Until the vacancy has been filled another officer may serve as interim.

ARTICLE IX—Executive Director/Employees

Section 9.01-Employment

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

Section 9.02-Duties

The Executive Director contributes to the formulation of the Corporations Strategic plan; executes the adopted strategic plan, manages internal team, provides insight and advice, ensures organizational efficiency. Duties of the Executive Director may be modified from time to time to reflect changes set forth in the Main Street America guidelines.

Section 9.03-Voting

The Executive Director shall be a non-voting member of the Board of Directors and shall be present at all meetings of the Board of Directors.

Section 9.04-Evaluation

The Executive Director shall receive an annual evaluation at the end of each fiscal year from the Board of Directors. Based on the outcome of the evaluation, a merit increase may be given to the Executive Director based on the Corporation's current financial status with approval of the Board of Directors.

ARTICLE X-Finances

Section 10.01-Authorization of Finances

The Board of Directors may, from time to time by resolution, authorize an officer to effect loans and advances from a corporation or a bank, trust company, or other institution or from any firm, corporation, or individual, and for such loans and advances, may make, execute and deliver promissory notes, bonds or other evidences of the indebtedness of the of the organization. No office or officers shall mortgage, pledge, hypothecate, or transfer any securities, or other property of the organization, except when authorized by the Board.

Section 10.02-Financial Responsibilities

Except as the Board of Directors may generally or in particular cases authorize, the Executive Director is authorized to make transfer of securities for normal operational expenses including utilities and mortgage with only the signature of the Executive Director. All checks, drafts, and other instruments of transfer of securities excluding mortgage or utility payments over \$1,000.00 in any given month shall be approved by the Executive Committee, and signed in the name and on the behalf of the Corporation by any two following: The Executive Director, the President and the Treasurer.

Section 10.03-Depositing of Funds

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 may designate.

Section 10.04-Accepting Gifts

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

Section 10.05-Budget

Prior to the commencement of the upcoming fiscal year, the Board shall approve a corporate budget for the fiscal year. The approved budget may be reviewed and revised periodically as deemed necessary by the Board.

Section 10.06-Fiscal Year

The fiscal year of the Corporation shall end on the 30th day of June, each year.

Section 10.07-Financial Reports

The Board of Directors shall present at each monthly and annual meeting a full, clear and detailed statement of the business and the condition of the Corporation.

1. A balance sheet showing in reasonable detail the financial condition of the Corporation at the close of the fiscal year
2. A statement of the source and application of funds showing the results of the operation of the Corporation during the fiscal year

3. A “check register” which clearly displays all outlays of the organization for the prior month.

ARTICLE XI-General Provisions

Section 11.01- Executive Session

The Board may, upon request of any the Board member in good standing present at any regular or special meeting, the Board may adjourn into Executive Session to discuss such matters as the Board determines to require a greater degree of privacy and secrecy, in the discretion of the Board, than the general conduct of business in an open meeting. The Board may determine, by majority vote of the voting Board members present, to include or exclude non-voting Board members or other person from such Executive Sessions notwithstanding other provisions in these bylaws. A vote on any action discussed in the Executive Session shall be held only once the executive session has ended and the regular meeting has been called to order.

Section 11.02- Unanimous Consent of Action Taken

Any prospective or retro-active action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting upon consent, in writing, setting for the action so taken by unanimous consent of the directors.

Section 11.03-Special Voting Procedures

Whenever the vote of the Board of Directors is required or permitted to be taken in connection with any corporate action of an urgent nature when a quorum is lacking at a regular or special meeting, a vote of the absent directors may be taken and documented via e-mail, FAX, or other such means as provides for a record of each director’s vote. Such decisions shall have effect and validity as though the action were duly taken by the action of a quorum of directors present at a meeting of the director duly called and legally held.

Section 11.04-Headings

The titles or headings in these bylaws are intended for convenience only and are not intended to limit or define the scope or effect of any provisions of these bylaws.

ARTICLE XII--Parliamentary Authority

Robert’s Rules of Order, Newly Revised in its most recent edition at the date of its use, shall be the parliamentary authority for all matters of procedure not specifically covered by these bylaws or by other specific rules of procedure adopted by the directors of the Corporation.

ARTICLE XIII--Amending of Bylaws

Section 13.01-Amendments

The Board of Directors shall have the power to alter, amend, or repeal these bylaws or adopt new bylaws by a two-thirds (2/3) vote of the directors present at any regular or special meeting, provided that no such action shall be taken that would in any way adversely affect the Corporation's qualification under **Section 501 (c) 3 of the Internal Revenue Code of 1954**, as amended in 1986 (or any successor provision or amendment.)

Section 13.02-Adoption

Any amendment(s) to these bylaws shall become the law of the Corporation at the close of the meeting at which it shall have been adopted.

ARTICLE XIV-Equal Employment Opportunity

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.

APPROVAL: The forgoing bylaws, after having been read article by article, were adopted by the Board of Directors and certified, as amended, by the Secretary of Main Street Fairmont, Inc. at the Board meeting held on the **14th day of February, 2000**.

C. Brent Skidmore, Secretary; Bob Gribben, President

APPROVAL OF AMENDMENTS: The forgoing amendments to these bylaws were approved and adopted by the Board of Directors, and certified as amended by the Secretary of Main Street Fairmont, Inc. at the Board meeting held on October 23, 2017. Lewis Boyce, Secretary. John Provins, President.

APPROVAL OF THE REVISION OF BYLAWS: The forgoing amendments to these bylaws, were approved and adopted by the Board of Directors, and certified as amended, by the Secretary of Main Street Fairmont, Inc. at the Board meeting held on September 28, 2020.

Brenda Giannis, President

APPROVAL OF THE REVISION OF BYLAWS: The forgoing amendments to these bylaws, were approved and adopted by the Board of Directors, and certified as amended, by the Secretary of Main Street Fairmont, Inc. at the Board meeting held on January 25, 2021

K. Brad Merrifield, President

(The remainder of this page is intentionally blank)