

Draft 08/09/2010

**BY-LAWS OF
MANNINGTON MAIN STREET, INC.**

**ARTICLE 1
NAME AND PRINCIPAL OFFICE OF CORPORATION**

Section 1.01 The name of this corporation is Mannington Main Street, Inc., (hereinafter referred to as the "Corporation").

Section 1.02 The place in the State of West Virginia where the principal office of the Corporation is to be located is in the City of Mannington, Marion County, and West Virginia.

**ARTICLE II
PURPOSES OF THE CORPORATION**

Section 2.01 The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, (or corresponding provision of any future United States Internal Revenue law) and more specifically:

- (a) To promote the historic preservation, protection, and use of Mannington's traditional downtown area, including the area's commercial, civil, and religious enterprises and residences
- (b) To take remedial action to eliminate the physical, economic, and social deterioration of Mannington's traditional downtown area and thereby promote Mannington's historic preservation, contribute to its community betterment while lessening the burdens of Mannington's government
- (c) To disseminate information of and promote interest in the preservation, history, culture, architecture, and public use of Mannington's traditional downtown area
- (d) To hold meetings, seminars, and other activities for the instruction of members and the public in those activities such as building rehabilitation and design, economic restructuring and planning management that foster the preservation of Mannington's traditional downtown area, and enhance the understanding and appreciation of its history, culture, and architecture
- (e) To aid, work, and participate in the activities of other organizations, individuals, and public and private entities located within and outside Mannington engaged in similar purposes

- (f) To solicit and receive and administer funds for educational and charitable purposes and to that end to take and hold by bequest, devise, gift, grant, purchase, lease, or otherwise either absolutely or jointly with another person or corporation, any property, real, personal, tangible, or intangible, or any undivided interest therein, without limitation as to amount or value; to sell, convey or otherwise dispose of any such property, and to invest, reinvest, 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 as may be contained in the instrument under which such property is received, the bylaws of the corporation, or any laws applicable thereto

ARTICLE III

MEMBERSHIP

Section 3.01 The classes of members of the program shall be as follows:

- (a) Class I. Individual members. Individuals interested in participating in and/or supporting the mission and activities of the organization.
- (b) Class II. Business, professional or commercial property owner members. Businesses (retail, manufacturing or other for profit organizations); professionals (physicians, attorneys, accountants, etc.) or commercial property owners interested in participating in and/or supporting the mission and activities of the organizations.
- (c) Class III. Sponsoring lifetime members. Individuals, businesses, professional or commercial property owners that make a \$500 donation to the organization to support its mission and activities.
- (d) Class IV. Nonprofit, religious and educational. Non-profit organizations, churches, religious groups and educational institutions that support the mission and activities of the organizations.

Section 3.02 The Board of Directors shall establish annual dues, as it deems appropriate. Such establishment of dues shall include methods of payment and application procedure.

Section 3.03 Any business, organization, or individual interested in supporting the purposes of the program may become a member by filing an application in such form as the Board of Directors shall prescribe, and subject to the payment of such dues as the Board of Directors may establish. Each active member shall be entitled to one vote.

Section 3.04 Any member may resign from membership in the Program upon giving written notice thereof to the Secretary of the Program. Members who resign from membership shall not be entitled to any refund of dues therefore paid.

Section 3.05 The Board of Directors may, at its discretion, suspend the voting privilege of any member who has been and remains in default of his or her financial obligations to the Program for a period of six (6) months or longer.

ARTICLE IV MEETINGS OF MEMBERS

Section 4.01 Monthly meetings of the Board of Directors will be held on a fixed date determined by the Board of Directors. These meetings will be opened to general public. Executive session can be utilized to conduct financial and personnel issues before the board.

Section 4.02 The President shall call an annual meeting of the members in the month of August each year on the date fixed by the Board of Directors. Announcement and publication of the annual meeting must be completed 30 days prior to the date. Membership dues must be paid and current 14 days prior to the annual meeting for members to have voting privileges.

Section 4.03 Special meetings of the members may be called by 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 members of the Corporation.

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

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 eleven (11) Directors shall govern the Corporation. The Board shall be elected by members of the Corporation, subject to the provisions of Section 5.02 of these Bylaws. The term of office for each Director shall be two (2) years. Nominations shall be made by a Nominating Committee appointed by the Board and shall be set forth in the notice of the annual meeting. A majority of the members of the Nominating Committee shall consist of members of the Corporation who are not then Directors. Each Director shall hold office for the term for which he is elected and until his successor shall have been elected and qualified.

Section 5.02 The composition of the Board shall be as follows:

- (a) The officers of the Corporation: President, Vice President, Secretary, Treasurer
- (b) Committee Chairs
- (c) One Delegate-at-large, representatives of general membership
- (d) Mayor of the City of Mannington or his/her appointee

Section 5.03 Any member of the Board of Directors who is absent from two consecutive meetings without just cause such as illness, vacation, or professional responsibilities may be removed as a member of the Board of Directors. This action is to be done in writing, and the person given opportunity to respond by the next meeting of the Board.

Section 5.04 The Program Manager shall be a non-voting member of the Board of Directors and shall be present at all meetings of the Board of Directors.

Section 5.05 A majority of the number of Directors then in office shall constitute a quorum for the transaction of business. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. If a quorum shall not be present at any meeting of the Board of Directors, the Directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 5.06 Whenever a quorum is lacking in connection with a time sensitive corporate actions, a vote by all absent directors may be taken and documented via email, FAX or other such means to provide a written records of each director's vote. Votes concerning an amendment to the by-laws may not be by this procedure. Decisions made by this procedure shall have the same effect and validity as an action taken by directors present at a regular or special meeting duly called and legally held.

Section 5.07 Any prospective or retroactive 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 forth the action so taken, and shall be signed by all of the Directors.

Section 5.08 Members of the Board of Directors are limited to serving two consecutive terms for which they were voted into office by general membership at the Corporation's annual meeting. Directors appointed by the President to fill unexpired vacancies may complete two consecutive terms in addition to the term they were appointed to fill. All directors' are subject to a one year sabbatical before they can serve again. This sabbatical does not prohibit them from serving on committees or events for the Corporation.

Section 5.09 The members of the Board of Directors assume and are responsible for all legal action and activity of membership between the annual membership meetings.

ARTICLE VI COMMITTEES

Section 6.01 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 one or more Directors along with others members of the Community, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors, in management 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 allegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon them by law. Chairs of all committees are appointed by the President of the Corporation.

Section 6.02 Standing committees of the Corporation shall be the Executive Committee, Finance Committee, Organization Committee, Design Committee, Promotion and the Economic Restructuring Committee. The Executive Committee shall serve as the Organization's Personnel Committee.

Section 6.03 Standing committees duties shall be consistent with those specified in the National Main Street Program description for said committees as revised from time to time. Descriptions for the Executive and Finance Committee are approved by the Board of Directors and incorporated into the Organization's Policy Manual.

ARTICLE VII OFFICERS

Section 7.01 The Officers of the Corporation shall be elected every two (2) years by the General Membership and shall consist of a President, a Vice-President, a Secretary, a Treasurer, and one delegate-at-large representing general membership.

Section 7.02 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 appointment of the President not sooner than thirty (30) days after written notice of the vacancy has been mailed to all members.

Section 7.03 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 members.

Section 7.04 The Vice-President shall respectively have such powers and duties, as may be assigned to him/her by the Board of Directors or the President. In the absence or disability of the President, the Vice-President, in the order determined by the Board of Directors, shall perform the duties and exercise the power of the President.

Section 7.05 The Secretary shall keep the minutes of all meetings of the Board of Directors and of all meeting of the members. He/she shall give, or cause to be given, such notice of all meetings of the Board of Directors and all meetings of the members as may be required by the bylaws, and shall perform such duties as assigned him/her by the Board of Directors. The Secretary shall keep secure the charter minutes book and other documents relating to the Corporation official status. The Secretary shall also keep or cause to be kept the current register of the names and addresses of the members of the Corporation.

Section 7.06 The Treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall be responsible for depositing all monies in the name 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, and shall render to the Board of Directors, at it's regular meeting, or when the Board of Directors so requires, an account of all his/her transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall be responsible for, do, or shall cause to be done the timely invoicing and collection of the dues, contributions, and pledges.

ARTICLE VIII EMPLOYEES

Section 8.01 The Board of Directors shall have the authority to employ, and fix compensation for, a Program Manager (part time or full time) and such other employees as deemed necessary by the Board of Directors for the achievement of the purposes of the Corporation.

Section 8.02 The duties of the Program Manger are set by the Board of Directors and shall follow the guidelines provided by Main Street West Virginia. The job description shall be reviewed annually.

Section 8.03 The Program Manager shall have a written evaluation by the Board of Directors every January.

ARTICLE IX SEAL

Section 9.01 The corporate 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 X
FISCAL YEAR**

Section 10.01 The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June the following year.

**ARTICLE XI
AMENDMENTS**

Section 11.01 These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a majority of membership at the annual any special meeting, provided that no such action shall be taken if it would in any way adversely affect the Corporation's qualifications under Section 501 (c) (3) of the Internal Revenue Code 1986 (or any successor provision).

**ARTICLE XII
DISSOLUTION**

Section 12.02 Upon the dissolution of the Corporation, the Board of Directors shall, after distributing all of the assets of the Corporation exclusively for charitable, educational, religious or scientific purposes to such "qualified" organization or organizations as the Board of Directors shall determine. An organization shall be deemed to be a "qualified" organization for purposes of this Article only if at the time of the distribution of such assets it is organized and operated exclusively for the purposes described I Section 170 (c) (2) (B) of the Code and is described in Section 509 (a) (1), (2), or (3) of the Code or to the City of Mannington, West Virginia. The County Commission of Marion County, West Virginia, the county in which the principal office of the Corporation is located, exclusively shall distribute any of such assets not so distributed