



# BYLAWS of Main Street Leakesville Organization

## ARTICLE I

### Name and Term

The name of this Corporation will be the Main Street Leakesville Organization, hereafter referred to as the MSLO or Organization/Corporation and its duration will be perpetual.

## ARTICLE II

### Offices

A. Principal Office: The principal office of the MSLO will be in the State of Mississippi, County of Greene, City of Leakesville. Further, it will be located within the boundaries of the Town of Leakesville at 301-A Lafayette Avenue, Leakesville, MS 39451.

B. Registered Office: The registered office of the MSLO will be maintained in the State of Mississippi, and may be, but need not be, identical with the principal office. The address of the registered office may be changed from time to time by resolution of the Board of Directors.

C. Registered Agent: The initial registered agent of MSLO shall be Ryan Longmire, of 8331 Old Highway 24, Neely, MS 39461, and thereafter shall be a current member selected by the Board at the first quarterly meeting each year or Rex Garretson, of 55 Joy Road, Leakesville, MS 39451

### Amendments

The Board of Directors shall have the power to alter, amend, or repeal the bylaws or adopt new bylaws by two-thirds of present members at any meeting of the Board,

provided that no such action will be taken if it would in any way adversely affect the MSLO's qualifications under the Internal Revenue Code, as amended, corresponding provisions of any subsequent Federal tax law, or MSLO's tax exempt status.

B. The bylaws may also be amended at any membership meeting having a quorum, by two-thirds vote from the present members in good standing as defined in Article V B.

### **ARTICLE III**

#### **Purposes**

A. Purpose: The purpose of the Organization is for charitable and educational purposes, more specifically to encourage, promote, and foster community relationships and revitalization within Leakesville. Further, the Corporation shall organize and promote constructive relationships between local government bodies and private business and citizens. Support charitable and educational organizations whose primary interest is to preserve and develop the beauty and economic stability of Leakesville and to improve the quality of life of the citizens therein. The Corporation shall actively promote a positive climate for the growth of business, industry, and agriculture. The Corporation shall support Leakesville by helping to improve the quality of life for its citizens.

Also, the Organization's purpose is to stimulate the economic development in Leakesville through organization promotion design economic vitality, and to receive, administer and distribute funds in connection with any activities related to the above purposes; provided that the Corporation shall only engage in activities that are in the purview of section 501(c)(3) of the Internal Revenue Code.

B. Organization: MSLO will organize and promote constructive relationships between local government bodies and private business and citizens. MSLO will support other charitable and educational organizations whose primary interest is to preserve and develop the beauty and economic stability of Leakesville. MSLO will represent the concerns of the downtown area at the city, county, and special district level.

C. Promotions: MSLO will promote and sponsor discussion groups and will educate and inform citizens and members on topics of interest and concern to the downtown area. MSLO will maintain information regarding revitalization in the downtown area. MSLO will sponsor cultural, employment and commercial district revitalization activities in the downtown area. MSLO will provide a forum for sharing knowledge, common experiences and problems. MSLO will issue publications and information regarding its activities and other information relevant to downtown revitalization. Such publications may include the following:

- 1) planning studies

- 2) an organization brochure
- 3) informational brochures, maps, and guides
- 4) special event flyers, pamphlets, and posters
- 5) a newsletter

D. Economic Restructuring: MSLO will help to educate and assist downtown business owners and property owners in matters of preservation, promotion, and finance. MSLO will help recruit new stores to minimize the effects of vacancies and to diversify the retail mix. MSLO will aid in acquisition of adequate financing for new and existing businesses and for renovation of historic structures.

E. Design: MSLO will advocate for the planning and coordinating design of improvements in, or adjacent to the downtown area. MSLO will aid in providing design services for buildings and signage. MSLO will provide information on painting, construction, historic renovation, and preservation. MSLO will promote and assist in city beautification projects. MSLO will participate in the planning and development of public interest projects in the downtown area. MSLO will promote effective redevelopment efforts and assist in planning for the stabilization and revitalization of the downtown area. MSLO will, whenever possible, recommend appropriate uses and design standards for downtown development compatible with historic preservation.

F. Nonprofit: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization may be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purpose. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this organization shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this organization.

## **ARTICLE IV**

### **Powers**

**A. General Powers:** MSLO will have all powers granted by Mississippi law. It will also have the power to undertake, either alone or in cooperation with others, any lawful activity which may be necessary or desirable for the furtherance of any or all purposes for which the MSLO is organized.

**B. Investment Powers:** MSLO may invest both assets secured by MSLO, and services provided by MSLO resulting in development, as program related investments. Any returns from such investment will be used by MSLO for the furtherance of any or all purposes for which the MSLO is organized. No portion of the returns will inure to the benefit of any member, Director, Officer, or staff member of MSLO.

## **ARTICLE V**

### **Boundaries and Membership**

**A. Boundaries:** The primary focus area of the downtown district will be defined by a certain geographic area in Leakesville starting at the downtown center, which consist of the area between the Chickasawhay River and South Davis Street. However, MSLO may focus on any other area with Leakesville's city limits.

**B. Membership:** Any individual, business, or organization interested in becoming a member of the MSLO can file an application for membership in such form as the Board of Directors prescribes. Each active member will be entitled to one vote on matters that come before the membership. An active member is defined as one whose membership dues are current and one who still supports the purposes and objectives of MSLO. The Board of Directors will establish annual dues as it deems appropriate. Such establishment of dues will include method of payment. Any member may resign from membership in the organization upon giving written or electronic notice thereof to the Secretary, Vice President, President, Treasurer, or Executive Director of the organization. Members who resign or is remove from membership will not be entitled to vote or receive refund of dues therefore paid. Members can be removed by not paying any dues owed after 30-days due, at no point can any member vote or participate while dues remained unpaid. Members can be removed at any time their interest are not aligned with MSLO's charitable purpose, by committing criminal acts, or by majority vote of all members of MSLO. Any removed members' dues are nonrefundable whether prepaid or not.

## **ARTICLE VI**

### **Membership Meetings**

**A. Annual Meeting:** The annual meeting of the MSLO membership will be held the fourth quarter annually or such other time as the Board of Directors may

direct. Members will be notified by either regular mail or electronic notification at the address listed on the membership application more than 14 days before the meeting convenes. The purpose of the annual meeting will be to complete tallying and announce the Board of Directors of MSLO for the following year, and such other business as the Board of Directors brings before the membership.

**B. Special Meetings:** Special meetings for the membership will be held at any time and place as may be designated in the notice of said meeting upon call of the President/Chairman of the Board of Directors, or a majority of the Board of Directors, or upon the written petition by at least twenty-five percent (25%) of the active membership. A notice stating the place, date, and time of meetings will be provided either personally or by regular mail or electronic notification to each member at least ten days prior to the meeting. Other interested parties will be given such notice of meetings as the Board of Directors deem appropriate.

**C. Quorum:** A majority of the present members in good/active standing of MSLO shall consist of a quorum.

**D. Robert's Rules of Order:** Robert's Rules of Order Newly Revised may govern the parliamentary procedures of MSLO when not in conflict with these bylaws, if applicable and warranted by MSLO's officers. The order of business may be altered or suspended at any meeting by a majority vote of the active present members.

## **ARTICLE VII**

### **Directors**

**A. Duties:** The Board of Directors will manage, set the policy for, and oversee the management of the affairs of MSLO. They will control its property, be responsible for its finances, formulate its policy, and direct its affairs. The Board of Directors may hire Executive Director and support personnel. The Board of Directors may enter into contracts necessary to accomplish the MSLO goals.

**B. Qualifications:** There will be 5-9 members on the Board of Directors and one Chairman of the Board which shall be the President of MSLO unless otherwise voted by the majority of the members of MSLO at any regular meeting. Any member, employee of a member business, or partner or associate in a member business of MSLO may be a director. Board members are strongly encouraged to be on a committee. Directors must be of sound mind and of legal age.

**C. Term:** Every Director will be elected for a three (3) year term. However, the initial Board of Directors will serve staggered terms. Directors on the initial Board will be elected by lot: three for three (3) years, three for two (2) years and three until the first annual meeting. The initial Board of Directors shall serve a term of one

(1) calendar year with an option to serve longer and maybe elected on a staggered term thereafter.

**D. Elections:** Directors will be elected by the membership by a mailed ballot or electronic notice. Tallying of ballots will be completed, and the new Directors announced at the Annual Meeting. Every member will have one vote for each available Director's position. Nominations to the ballot slate will be made either: 1) by petition submitted to the MSLO office by membership in good standing by mid-September; or 2) by the nominating committee, which will consist of the outgoing Board members and the President. Ballots will be mailed to each member more than 14 before the annual meeting. Ballots must be received at the MSLO office by noon on the day before the annual meeting. In the event of a tie, a runoff election will be held by written ballot at the annual meeting.

**E. Vacancies:** A Director may resign at any time by giving written notice to the MSLO Executive Committee member. Any vacancy in the Board occurring because of death, resignation, refusal to serve, or otherwise will be filled for the unexpired term by action of a majority of the remaining Directors. -Two consecutive unexcused absences from regular Board of Director's meetings will be considered a vacancy. The Board can choose a replacement Director from among MSLO's members in good standing, to serve out the Director's term or until a new Director can be elected.

**F. Meetings:** The Board of Directors will meet at least Quarterly. The President and/or any three Directors may call a meeting of the Board. At a duly called meeting of the Board of Directors, 50% of the Board of Director members will constitute a quorum. All business of the Board of Directors will be transacted at a duly called meeting of the Board. Meeting can be conducted electronically with voting online.

**G. Compensation:** Directors will receive no compensation for their services as Directors, but the Board may, by resolution, authorize reasonable reimbursement for expenses incurred in the performance of their duties. Nothing herein will preclude a director from serving MSLO in any other capacity and receiving reasonable compensation for such service.

**H. Liability:** Directors, officers, and Chairpersons will not be personally liable for the organization's debts, liabilities, or other obligations.

**I. Vote by Proxy:** Board of Directors shall be able to vote by proxy. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy. Proxy forms must be received by the Secretary of MSLO at least seven days before any vote in which the proxy shall be applicable.

**ARTICLE VIII**

## Officers

**A. Number of Officers:** MSLO will have a President, Vice President, Secretary, Treasurer, and such additional officers as the Board of Directors may from time to time designate. Each officer will serve a one-year term. Officers will be elected by the Board of Directors at the first Board meeting following the fourth quarter Annual meeting of membership.

**B. Duties of President:** The President will preside at all meetings of the Board of Directors, and at the annual meeting ending his or her term of office. The President will be entitled to the same vote as any other Director and shall serve as the Chairman of the Board unless otherwise provided in these bylaws. The president shall sign all checks and documents pertaining to MSLO for which the President's signature is necessary or desirable. Full job description outlined in Policy.

**C. Duties of Vice President:** In the absence of the President, or his or her inability to act, the Vice President will possess all the President's powers and discharge all Presidential duties. The Vice President may also sign any checks or documents necessary for MSLO. Full job description outlined in Policy.

**D. Duties of the Secretary:** The Secretary will record and maintain a full and correct record of the proceedings of MSLO. The Secretary may also sign any checks or documents necessary for MSLO and will perform such other duties as the Board may from time to time direct. Full job description outlined in Policy.

**E. Duties of Treasurer:** The Treasurer will maintain in good order all financial records of the organization. The Treasurer may sign checks for the MSLO. At the annual meeting, and at regular Board of Directors' meetings, the treasurer will provide a report and summary statement on the financial affairs of MSLO. Full job description outlined in Policy.

**F. Temporary Officers:** In cases of absence or disability of an officer of the organization, the remaining Officers may vote to delegate the powers and duties of such officer to any other officer or member of the Board.

**G. No officer will be held liable for actions taken by MSLO.**

## **ARTICLE IX**

### Committees

**A. MSLO will have the following standing committees:**

1) Chamber of Commerce, 2) Events, 3) Design 4) Recreation

MSLO will also have such other committees as the Board of Directors may from time to time establish. Committees will report in person or by electronic communication at least monthly to the Board of Directors unless otherwise provided or directed. Committees will be appointed by the President with the approval of the Board of Directors. Committees need not be limited in membership to MSLO members but can have representatives from other relevant areas of the community.

**B. Committee Chairs:** Committee Chairs will be selected by the Board of Directors and approved by the President.

**ARTICLE X**

**Finances and General Provisions**

**A.** The calendar year of the organization will begin on the first day of January, and end on the last day of the December in each year. On the first year of incorporation the calendar year will begin upon incorporation and end on the last day of December.

**B.** Except as the Board of Directors may otherwise authorize, all checks, drafts, and other instruments used for payment of money and all instruments of transfer of securities will be signed by the Treasurer and one Officer, or by the Treasurer and the Executive Director. In the absence of the Treasurer, any two Officers or one Officer and the Executive Director may sign in the place of the Treasurer. The Board of Directors, Secretary, President, Vice President, Treasurer, and Executive Director may accept on behalf of MSLO any contribution, gift, bequest, or devise for the general purpose or for any special purpose of MSLO.

**C.** Within two months after the close of the fiscal year, the Treasurer will prepare a year-end financial statement showing in reasonable detail the source and application of the previous year's funds and the financial condition of the organization. This statement will be presented to the Board of Directors at a regular board meeting.

**D.** Within 30 days of the election of the Directors each year, the Board shall approve a budget for the fiscal year. The budget may be reviewed and revised periodically or as deemed necessary by the Board.

**ARTICLE XI**

**Corporate Seal**

MSLO may use a seal voted on by the Membership.

**ARTICLE XII**



## **Indemnification**

A. MSLO may indemnify any Officer or Director, or a former Officer or Director, their heirs or assigns, for any and all judgments, settlement amounts, attorney's fees and litigation expenses incurred by reason of his or her having been made a party to litigation due to his or her capacity or former capacity as Officer or Director of MSLO. MSLO may advance expenses where appropriate. Payments of Indemnification shall be reported at the next annual meeting. The provisions of this section apply to any cause of action arising prior to the adoption of these By Laws also. The rights of indemnification set forth herein are not exclusive.

B. An Officer or Director is not entitled to indemnification if the cause of action is brought by MSLO itself against the Officer or Director, or if it is determined in judgment that the Officer or Director was derelict in the performance of his duties or had reason to believe his action was unlawful.

C. No Director, trustee or any uncompensated officer of the MSLO will be personally liable to the Corporation or its members for monetary damages for conduct as a Director, trustee, or any uncompensated officer provided that this Article will not eliminate the liability of a Director or any uncompensated officer for any act or omission occurring prior to the date when this Article becomes effective and for any act or omission for which eliminated of liability is not permitted under the Mississippi Nonprofit Corporation Act.

## **ARTICLE XIII**

### **Amendments**

A. The Board of Directors shall have the power to alter, amend, or repeal the bylaws or adopt new bylaws by two-thirds of present members at any meeting of the Board, provided that no such action will be taken if it would in any way adversely affect the MSLO's qualifications under the Internal Revenue Code, as amended, corresponding provisions of any subsequent Federal tax law, or MSLO's tax exempt status.

B. The bylaws may also be amended at any membership meeting having a quorum, by two-thirds vote from the present members in good standing.

## **ARTICLE XIV**

### **Conflict of Interest Policy**

A. Purpose: The purpose of the conflict-of-interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible

excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

## B. Definitions:

### 1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

### 2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that aren't insubstantial.

A financial interest isn't necessarily a conflict of interest. Under Article XIV Section B.2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

## C. Procedures:

### 1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

### 2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest

is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

### 3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/ she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest. The Organization, if possible, shall solicit at least two bids from others to determine if any potential conflict of interest bid is advantageous or disadvantageous to the Organization. Weight should be given to the following nonexclusive areas such as: price, community value, quality, goodwill, and any other relevant factors in determine whether any bid is advantageous. The Organization shall accept the fairest and most reasonable advantageous bid notwithstanding any conflict of interest.
- d. If a more advantageous transaction or arrangement isn't reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

### 4. Violations of the Conflicts of Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

## D. Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing boards or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### E. Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

#### F. Statement of Affirmation

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

#### G. Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and doesn't engage in activities that could

jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and don't result in inurement, impermissible private benefit, or in an excess benefit transaction.

#### H. Use of Outside Experts

When conducting the periodic reviews as provided for in Article XIV Section G the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

### **ARTICLE XV**

#### **Dissolution**

A. Upon dissolution, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of MSLO, dispose of all of the assets of MSLO exclusively for the objectives of MSLO in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as outline by IRC Section 501(c)(3), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the President, Vice President, Treasurer, or Secretary of MSLO in such manner as described above.

### **ARTICLE XVI**

#### **General Provisions**

- A. Electronic Communication: Nothing in these bylaws shall prevent any type of electronic communication from being used in lieu of any other form of communication for giving notice to any member, director, or officer of MSLO. This includes a platform for voting on changes or issues.
- B. Notices: Any notice required under these bylaws can be waived in writing or through electronic communication by any director, member, or officer of MSLO

that was required to receive such notice. The waiver shall be applicable for the period of time in which the notice so prescribes.

*Signed copy of approved Bylaws on file in the MSLO Office.*

**Revision II 5.24.2022** Adopted by resolution of MSLO's Board of Directors on This 24 day of May 2022.

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Chairman of the Board

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Board Member

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