

Heart of Cary Association, Inc.



Policy and Procedure Manual

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Article I. GENERAL ORGANIZATION

SECTION 1.01 HISTORY OF THE ORGANIZATION. [ADOPTED JUNE 21, 2016]

The Heart of Cary Association is a nonprofit organization that was founded in 1997 in Cary, North Carolina by several leaders of the community who had organized themselves as the *Downtown Development Committee* of the Cary Chamber of Commerce. The Cary Heritage Museum at the Page-Walker Arts & History Center houses the original framed map of the downtown area designation endorsed by the Cary Town Council dated September 26, 1996 with all signatures of the members of the Downtown Development Committee.

The Downtown Development Committee came together with a common belief that downtown Cary needed to formalize an association of citizens. William Curtis Westbrook, Sr. signed the Articles of Incorporation on March 27, 1997 and filed them with the NC Secretary of State office on April 8, 1997.

As a nonprofit IRS 501(c)3 corporation completely administered by volunteers, The Heart of Cary Association, Inc. (hereinafter, "HoCA" or "Association") has forged strong partnerships with the local business community, residents, Town of Cary council and staff, the Cary Chamber of Commerce, and other organizations to achieve their mission and purpose. HoCA formally branched off from the Cary Chamber of Commerce's Economic Development Committee in 1992. Since then, the organization has continued to grow into an influential organization comprised of business owners, merchants, professionals, artists, restaurateurs, residents, nonprofits, and other stakeholders who care about downtown Cary and are committed to its mission and purpose that has remained unchanged since its inception.

SECTION 1.02 MISSION OF THE HEART OF CARY ASSOCIATION, INC. [Adopted by organizers in 1997]

The Mission of the Heart of Cary Association, Inc. is to preserve, enhance and promote the fundamental character, charm, diversity and prosperity of the Downtown business community as well as its adjacent residential neighborhoods.

SECTION 1.03 VISION STATEMENT [Adopted on June 21, 2016]

Through service and civility, we actively cultivate a downtown community that is vibrant, inclusive, diverse, dynamic, and fun for everyone who lives, works and visits Downtown Cary.

SECTION 1.04 BEST PRACTICES FOR NONPROFIT ORGANIZATIONS [Adopted on June 21, 2016]

The Board of Directors shall follow the best practices for nonprofit organizations as defined by the *North Carolina Center for Nonprofits* and the *National Council of Nonprofits*. The Association recognizes that board members are the fiduciaries who steer the organization towards a sustainable future by adopting sound, ethical, and legal governance and financial management policies, as well as making sure the nonprofit has adequate resources to advance its mission. In sum, these legal duties require that nonprofit board members owe a:

- (a) **DUTY OF DUE CARE:** To take care of the nonprofit by ensuring prudent use of all assets, including facility, people, and goodwill; and provide oversight for all activities that advance the nonprofit’s effectiveness and sustainability.
- (b) **DUTY OF LOYALTY:** To make decisions in the best interest of the nonprofit corporation; not in his or her self-interest. Board members must put the interests of the nonprofit before any personal or professional concerns and avoid potential conflicts of interest.
- (c) **DUTY OF OBEDIENCE:** To ensure that the nonprofit obeys applicable laws and acts in accordance with ethical practices; that the nonprofit adheres to its stated corporate purposes, and that all of its activities advance its mission.

SECTION 1.05 POLICIES & PROCEDURES MANUAL [Adopted on June 21, 2016]

This Policy and Procedure Manual was drafted with the assistance of a grant awarded by the Town of Cary to the Association in January 2016. Since its inception, the Association’s board of directors have kept minutes and other records of Association business. However, the board of directors had never combined all of the various polices and job descriptions into the same document. This Policy and Procedure Manual (hereinafter, “Manual”) shall supplement, and not supplant the authority and guidance of the Association’s Bylaws. The Association’s Board of Directors shall have the authority and responsibility to keep each section of the Manual up-to-date so that it provides helpful, reliable, and authoritative guidance to the Board of Directors for all matters of the Association within the scope of the Board of Directors’ authority. Because this document shall serve as the authoritative policies and procedures of the Association, each individual section of the Manual is dated so that when revisions are approved by majority vote of the board of directors, the date following the section headed will be modified. The original date of the section shall read as “adopted on x date” and any revision by subsequent Board of Directors shall read “revised on x date.”

SECTION 1.06 2019 GOALS [Adopted on _____]

Each year, the board of directors shall establish goals for the organization by the first Thursday in March. The 2019 Goals are as follows:

- (a) Grow and maintain 80 members who are excited to attend HoCA meetings regularly.
- (b) Develop and distribute new electronic membership packet for distribution.
- (c) Enhance collaborative relationship with Town of Cary and Cary Chamber of Commerce. Offer more frequent opportunities to showcase downtown, especially with the construction on Academy Street.
- (d) Increase social media presence for HoCA.

SECTION 1.07 MEMBERSHIP [Adopted on June 21, 2016, Revised June 2017]

- (a) **GENERAL MEMBERSHIP:** The Association collects annual membership dues for each calendar year—January through December.
 - (i) **\$50 for Resident.** This includes all adults who live in the same home.
 - (ii) **\$75 for Nonprofit.** This includes up to 3 persons who are able to attend membership meetings at no charge.
 - (iii) **\$100 for Business.** This includes up to 3 persons who are able to attend membership meetings at no charge.
 - (iv) **\$150 for Corporate.** This includes up to 5 persons who are able to attend membership meetings at no charge.
- (b) **VOTING MEMBERS.** Prior to June 2017, the Association’s bylaws define voting members as those who must either have residences, live, work, or own property or a business(es) within the Heart of Cary designation as defined by being within the Maynard Loop, Cary, North Carolina. Voting members, whether they are a resident, nonprofit, business or corporation, receive only one vote for annual elections for board of directors. ***By vote of the membership in June 2017, Article IV, Section I of the bylaws was changed so that this distinction in voting and non-voting was abolished.***
- (c) **ANNUAL MEETINGS.** The Association holds its annual meeting in December of each year. At the annual meeting, voting members cast their vote to choose new members of the board of directors. The bylaws require a “majority vote” of the voting members for each election. Voting members who are not able to attend the annual meeting may provide a written proxy to an Association member, whether that member is a voting member or a nonvoting member) giving them the authority to vote in his/her absence. The written proxy needs to be in writing, dated and signed by the voting member and identify the Association Member by name who has the authority to be the “proxy” to cast his/her vote. The written proxy should not disclose the names of the person(s) for whom the absent member desires the proxy to vote for, only that the proxy member has the authority to cast the vote. If a majority of voting members do not cast votes at the annual meeting, electronic ballots shall be sent to only those voting members who did not cast a ballot at the annual meeting until a majority of votes are cast. (An example of a written proxy is as follows: “I, John Doe, on this 1st day of December 2019, give Jane Smith the authority to vote for me for the HoCA Board of Director elections being held at the annual meeting December 5 2019.”)

SECTION 1.08 OFFICERS AND BOARD MEMBERS [Adopted on June 21, 2016]

- (a) **NUMBER & TYPE OF BOARD MEMBERS.** The Association's bylaws state that the Association may have either seven (7) or nine (9) board members who all must be voting members. At all times, there must be at least one member of the board who is a resident and one board member who is a business and/or property owner. Voting members are nominated to run for vacant board of director positions by the Board of Directors or by an appointed ad hoc Nominating Committee.
- (b) **ELECTIONS.** By January 30th after new board members are elected in December, board members shall vote on the following Association Officers to serve for the calendar year from January – December: President, Vice-President, Secretary and Treasurer. The offices of Secretary and Treasurer may be combined and held by the same person upon vote of the Board of Directors.
- (c) **REMOVAL OF DIRECTORS.** Upon vote of two-thirds (2/3) of the Board of Directors, a director may be removed from the board if he/she has three (3) absences in any fiscal year. Also, a board member can be removed from the board for any good reason upon vote of two-thirds (2/3) of the Board of Directors. When there is an absence on the Board of Directors, the remaining board members shall nominate and elect a person to fill the vacancy on the board. Unless the vacancy occurs with less than one month until the Annual December Meeting, the director position should be replaced within one (1) month of the vacancy, or as soon as possible after notice of a vacancy on the board.
- (d) **TERMS FOR BOARD MEMBERS.** A "term" for board members to serve the Association is three years. If there are nine board members, there are three board members serving in the three-year consecutive year. Board members serve for a term of three (3) years on a rotating basis. Section 1.08 below is a chart showing board terms beginning in 2013. The limitation for any one board member to serve on the Board of Directors is two terms, or six consecutive years. A former board member may run for a vacant board position after being off of the board for one year.
- (e) **TERMS FOR OFFICERS.** Each officer of the board shall hold office for one (1) year or until their death, resignation, retirement, removal, disqualification, and until such successor is elected to fulfill remainder of the open term. Officers elected in December begin their term January 1st.

SECTION 1.09 BOARD TERMS CHART SINCE 2013

YEAR	PRESIDENT	VICE PRESIDENT	SECRETARY	TREASURER	BOARD MEMBERS
2019					
FY 18/19	Alisa Huffman, Wendy Cutler Co-presidents	Deanna Crossman	Rose Cornelius	Samreen Nawaz	Leah Campbell, Ed Gawf, Scott Korbin, Wendy Cutler resigned 11/5/2018, replaced by Rachael Waldman Klayman; Carolyn Hassett (resigned January 2019, replaced by ____);
FY-17/18	Alisa Huffman	Deanna Crossman	Rose Cornelius	Scott Korbin	Neal Sugarman, Leah Campbell, Ed Gawf, Scott Korbin, Carolyn Hassett
FY 16/17	Rose Cornelious	Alisa Huffman	Ashley Morrison	Michelle Rysdon	Deanna Crossman, Tim Devinney, Ed Gawf, Don Hamilton, Samreen Nawaz
FY 15/16	Alisa Huffman	Don Hamilton	Deanna Crossman	Michelle Rysdon	Brad Dixon, Howard Manning (replaced by Rose Cornelious in September, 2015), Barbara Rhoades (replaced by Samreen Nawaz January 2016), Ashley McCarthy, Tim Devinney
FY 14/15	Alisa Huffman	Don Hamilton	Denise Russo	Joy Pike	Brad Dixon, Richard Hobson, Howard Manning, Barbara Rhoades, Jill Winkler
FY 13/14	Lauren Schaffer	Brad Dixon	Denise Russo	Joy Pike	Kate Mazza, Elizabeth ____, Howard Manning, Carroll Ogle, Terry "Doc" Thorn (replaced by ____ on (date)

SECTION 1.10 BOARD VACANCY LIST [Updated February 2019]

NAME	Elected to Board	Term	DATES Vacated & Replaced	Replacement on Board
Brad Dixon	June, 2013	July 2013 - June 2016		
Howard Manning	June, 2013	July 2013 - June 2016	September, 2015	Rose Cornelious
Alisa Huffman	June, 2014	July 2014 - June 2017		
Don Hamilton	June, 2014	July 2014 - June 2017		
Barbara Rhoades	June, 2014	July 2014 - June 2017	December, 2015 January, 2016	Samreen Nawaz
Neal Sugarman	June 2015	July 2015 - June 2018	Wendy Cutler	
Tim Devinney	June, 2015	July 2015 - June 2018		
Ashley McCarthy	June, 2015	July 2015 - June 2018		
Michelle Rysdon	June, 2015	July 2016 - June 2019		
Deanna Crossman	June, 2015	July 2018 - June 2021		
Rachael Waldman Klayman	January 2019	July 2018 - June 2021	Replaced Wendy Cutler	
		July 2018 - June 2021	Carolyn Hasset	
Rose Cornelious	June, 2016	July 2016 – June 2019		
Ed Gawf	June, 2016	July 2016 – June 2019		
Alisa Huffman	June 2016	July 2016 – June 2019		
Samreen Nawaz	June 2017	July 2017--June 2020		
Leah Campbell	June 2017	July 2017--June 2020		
Scott Korbin	June 2017	July 2017--June 2020		

SECTION 1.11 EMAIL & WEB ADDRESSES

The following email addresses can be used to reach the appropriate persons. Email addresses shall be assigned at the beginning of any fiscal year:

- president@heartofcary.org
- vice-president@heartofcary.org
- secretary@heartofcary.org
- treasurer@heartofcary.org
- carydowntown.org (net)(com)
- Heartofcary@gmail.com
- technology@heartofcary.org
- govtrelations@heartofcary.org
- events@heartofcary.org
- www.heartofcary.org
- www.heartofcary.com
- www.heartofcary.net

Article II. FORMAL ORGANIZATION OF THE ASSOCIATION

ASSOCIATION'S BYLAWS [Revised by the FY 2013/14 BOD; Revised 6/1/2017; Revised _____, 2019]

Article I: Name

Section I: Name: The name of the Corporation is the "The Heart of Cary Association, Inc." which is formed as a nonprofit IRS 501 (c) (3) Corporation.

Article II: Principal Office

Section I: Principal Office: The principal office of the Corporation shall be located at 301 S. Academy Street, Cary, NC 27511 Cary. Wake County. North Carolina or such place as the Board of Directors of the Corporation may from time to time designate. The mailing address is P.O. Box 4903, Cary, NC 27519. Deanna Crossman is the registered Agent.

Article III: Purposes

Section I: Purpose: The purpose of the Corporation shall be to preserve, enhance and promote the fundamental character, charm, diversity and prosperity of the Downtown Cary business community as well as its adjacent residential neighborhoods.

Article IV: Members

Section 1: Members: Membership in the Corporation shall be one of the four classes of membership: (1) **Resident**—which includes all adults who live in the same household; (2) **Nonprofit**—that includes up to 3 persons who are eligible to attend membership meetings at no charge; (3) **Business**—that includes up to 3 persons who are eligible to attend membership meetings at no charge, and (4) **Corporation**—that includes up to 5 persons who are eligible to attend membership meetings at no charge. [A Corporation is defined as a business that has more than one physical location.] Voting members of the Corporation shall be limited to one person from a membership class as defined above and who have paid annual dues and are in good standing with the Corporation at the time of any vote.

Section 2: Voting: Each voting membership shall be entitled to one vote on each matter at the discretion of the Board submitted to a vote of the members. Provision is made for voting by proxy by written or electronic means if voting member is not present.

Article V Board

Section 1: Board of Directors: The management of the Corporation shall be vested in the Board of Directors. who shall determine the policies and activities of the Corporation within the confines of the stated Articles of Incorporation. The Board shall consist of voluntary members. without paid compensation, selected from the voting membership.

Section 2: Number of Directors: The Board of Directors shall consist of seven (7) Directors OR nine (9) Directors. Directors should be representative of and limited to the voting membership. Specifically, one (1) or more Board members must be voting member residents. and one (1) or more members must be voting member business and/or property owners.

Section 3: Directors Terms: A "term" for board members to serve the Association is three years. If there are nine board members, there are three board members serving in the three-year consecutive year. Directors shall be elected for a term of three (3) years on a rotating basis. Directors will be elected in the month of December. Terms start on the first day of January. Each Director shall hold office for three (3) years or until their death, resignation, retirement, removal, disqualification, and until such successor is elected and qualifies to until remainder of open term. The limitation on consecutive terms of service is two (2) terms, or six consecutive years. After a waiting period of one (1) year, a former director may become eligible for election to the board and serve with all of the rights and responsibilities of a newly elected board member.

Section 4: Election of Directors: Directors shall be nominated by the Board of Directors or an ad hoc Nomination Committee, and shall become Directors upon approval by a majority vote of the voting members of the Association. Nominations may also be made by the general membership from the floor during any regular meeting of the Association. Except as provided in Section 6 of this Article, the Directors shall be elected at the Annual meeting and those nominees who receive the highest number of votes shall be deemed to have been elected.

Section 5: Removal of Directors: A Director may be considered for removal upon three (3) absences in a fiscal year and/or upon vote of two-thirds (2/3) of the Board of Directors. If any Directors are so removed, those Directors must be replaced within one (1) month.

Section 6: Vacancies on Board: When a vacancy shall occur on the Board of Directors. the remaining Directors shall nominate and elect a person to fill the vacancy and the nominee shall become a Director upon approval by a majority vote of the remaining Directors. If any vacancy for a Director occurs more than one (1) month prior to the annual meeting, the board chosen director should be replaced within one (1) month of the vacancy, or as soon as possible after notice of a vacancy on the board.

Section 7: Compensation, Loans, Conflict of Interest: The Directors shall serve on the Board without compensation for their services. The Board of Directors shall not be empowered to lend money or corporate property to any Director, Officer or member of this Corporation or anyone else. Any member of the Board who as a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily recuse himself or herself and will vacate their seat and refrain from voting on said item.

Article VI: Officers of the Board

Section 1: Officers of the Board: The Officers of the Board of Directors shall be a President, Vice President, Secretary, and Treasurer. The Board of Directors, from among themselves, shall elect the officers by majority vote of Directors. Upon vote of the Board of Directors, any office may be held by two co-officers who share the responsibilities of any one office, e.g., co-presidents.

Section 2: Term: Each Officer shall hold office for one (1) year or until their death, resignation, retirement, removal, disqualification, and until such successor is elected to fulfill remainder of open term. The limitation on consecutive terms of service is two (2) terms, or six consecutive years. After a waiting period of one (1) year, a former Officer may become eligible for election for a one (1) year term. Officer elections shall be held as soon as possible after new board members are elected to serve the Association at the annual meeting in December. Officer terms start on the first day of January.

Section 3: President: The President shall preside at all meetings of the Board. The President shall sign, with any other proper Board Officer, deeds, mortgages, bonds, contracts, or other instruments which may be lawfully executed on behalf of the Corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be delegated by the Board of Directors to some other Officer or agent: and, in general, he or she shall perform all duties incident to the Office of President and such other duties as may be prescribed by the Board of Directors from time to time. The President shall handle, manage and execute all day-to-day operations of the organization. He or she shall adhere to all requirements and duties outlined in the President's job description in the Policy and Procedure Manual.

Section 4: Vice President: The Vice President, unless otherwise determined by the Board of Directors, shall, in the absence, disability, or temporary unavailability of the President, perform the duties and exercise the powers of at office. He or she shall adhere to all requirements and duties outlined in the Vice President's job description in the Policy and Procedure Manual. In addition, he or she shall perform such other duties and have such other powers as the Board of Directors shall prescribe.

Section 5: Secretary: The Secretary shall keep accurate records and minutes of the Corporation's acts, proceedings of all meetings of the Board, Executive Committee meetings and annual meeting. All other Membership meetings shall be simple abbreviated minutes by the Secretary. He or she shall give all notices required by law and by these Bylaws. He or she shall have general charge of the corporate books, and records and of the corporate seal, and he or she shall affix the corporate seal to any lawfully executed instrument requiring it. He or she shall sign such instruments as may require his or her signature, and, in general, shall perform all duties incident to the office of Secretary and such other duties as may be assigned to him or her from time to time by the Board of Directors. He or she shall adhere to all requirements and duties outlined in the Secretary's job description in the Policy and Procedure Manual.

Section 6: Treasurer: The Treasurer shall have custody of all finds and securities belonging to the Corporation and shall receive, deposit or disburse the same under the direction of the Board of Directors. He or she handles and maintains records for day-to-day operations, deposits, disbursements, keep all financial records. He or she shall keep full and accurate accounts of the finances of the Corporation in books especially provided for that purpose;

and he or she shall cause a true statement of its assets and liabilities as of the close of each fiscal year and of the results of its operations to be made and filed at the registered or principal office of Corporation within four (4) months after the end of such fiscal year. The Treasurer of the Board shall prepare the tax filings as required by Federal and State regulations. The Treasurer of the board shall, in general, perform all duties incident to his or her office and such other duties as may be assigned to them from time to time by the Board of Directors. He or she shall adhere to all requirements and duties outlined in the Treasurer's job description in the **Policy and Procedure Manual**. The offices of Secretary of the Board and Treasurer of the Board may be combined and held by the same person upon vote of the Board.

Section 7: Vacancies: A vacancy in any office of the Board because of the death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Article VII: Meeting of Board of Directors

Section 1: Meetings of Board: The Board of Directors shall meet no less than once per quarter at a time and place designated by the President of the Board of the Corporation.

Section 2: Special Meetings: A special meeting of the Board of Directors may be called by the President upon five (5) days prior notice or upon call of a majority of the Board of Directors. Notification may be by electronic mail, mail or telephone.

Section 3: Quorum- super majority: At any meeting of the Board of Directors of the Corporation, a majority of the Directors of the Corporation shall constitute a quorum. A quorum shall be required at a meeting of the Board of Directors for business transacted thereat to constitute action of the Board of Directors. Critical votes that can change policies or those needed to amend these bylaws must be by supermajority of an unqualified or simple two-thirds majority requires that the number of votes in favor must be at least twice the number of votes against. Abstaining votes or neutral votes are not considered in a simple two-thirds majority.

Section 4: Meetings by Means of Telecommunications: Any or all Members of the Board may participate in an annual or special Board Members' meeting by or through the use of, any means of communication by which all Board Members participating may simultaneously hear each other during the meeting. A Board Member participating in a meeting by this means is deemed to be present in person at the meeting.

Section 5: Robert's Rules of Order: Robert's Rules of Order shall be the rules of order for all meetings, except as may be provided in these Bylaws.

Article VIII: Committees

Section 1: Committees: The President shall appoint, with the advice and consent of the Board of Directors, such committees as may be deemed advisable from time to time. Each Director shall serve as an ex-officio member of a committee.

Section 2: Standing Committees: The Standing Committees shall consist of:

- A. Executive Committee, to the extent provided, shall have and may exercise all the authority of the Board of Directors in the Management of the Corporation; provided, however, that the Executive Committee shall not have the power to either commit the Corporation to an expenditure or liability in excess of \$1,000.00; to elect, appoint, or remove Directors or Officers; or to amend or repeal any articles, bylaws, or resolutions of the Board of Directors, those powers be invested only in the Board of

directors. The four officers serve as the members of the Executive Committee. The Executive Committee shall review the performance of the Executive Director. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors. Executive Committee members serve at the consent of the Board and may be removed with or without cause; but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Vacancy on the Executive Committee - A vacancy in any office of the Executive Committee because of the death, resignation, removal, disqualification or otherwise, may be filled by a qualified voting member of the Association appointed by the majority vote of Board of Directors for the unexpired portion of the term. If any vacancy for an Officer of the Executive Committee occurs more than one (1) month prior to the annual meeting, a new Officer for that position **should** be appointed within one (1) month of that vacancy.

- B. **Membership**
- C. **Events**
- D. **Government Relations**
- E. **Technology**
- F. **Marketing**
- G. **Finance**

Section 3: The operation of committees.

- A. The chairs of any committee shall be appointed by the Board and serve at the consent of the Board and may be removed with or without cause; but such removal shall be without prejudice to the contract rights, if any, of the person so removed. All committee members serve on a volunteer basis without compensation. A vacancy in any committee chair because of the death, resignation, removal, disqualification, or otherwise, may be filled by a qualified member of the Association appointed by the majority vote of Board of Directors for the remaining portion of the term, as soon as possible following the vacancy.
- B. Other ad hoc committees shall be formed and/or dissolved at the discretion and by consent of the Board of Directors.
- C. Any committees may be combined upon approval of the Board of Directors, e.g., Marketing & Technology.

Article IX: Grandfather Clause—REPEALED 6/1/2017

~~**Section I: Grandfather Clause:** To provide smooth transition for enactment of these Bylaws, it is understood that any Board Member or Executive Committee Member who does not meet the Association's voting member criteria with the adoption of these Bylaws is grandfathered into their position until such time as his or her term expires.~~

Article X: Fiscal Year

Section I: Fiscal Year: Unless otherwise fixed by the Board of Directors. the fiscal year of the Corporation shall end on **December 31** at the close of business.

Article XI: Annual Report

Section I: Annual Report: An annual un-audited financial report of the Corporation shall be prepared within seventy-five (75) days after the end of each fiscal year. All Corporate records shall be available for review by the Board of the Directors and the designated independent auditor.

Article XII: Bonding

Section I: Bonding: The Board of Directors may obtain a bond or bonds on the Treasurer(s) or any other Officer of the Corporation of such nature and in such amounts as may be necessary in the opinion of the Board to protect the Corporation from loss.

Article XIII: Indemnity

Section I: Indemnity: The Corporation shall indemnify and hold harmless any Director or Office of the Corporation from any loss including reasonable expense incurred in defense of any action or claim resulting to such Director or Officer as a result of serving in such capacity except to the extent such loss might be occasioned by intentional wrongdoing.

Article XIV: Amendments

Section I: Amendments: These Bylaws or any portion thereof may be amended, altered, or repealed by the affirmative vote of a super majority of the Board at any regular or special meeting call for such purpose with approval of such amendment by the majority of voting members.

SECTION 2.01 CONFLICT OF INTEREST STATEMENT. [Adopted by the FY 2014/15 Board of Directors]

Every board member shall complete the following Conflict of Interest Statement and provide a signed copy to the Secretary. Individual forms shall be signed & dated by each board member at the beginning of their term of office and updated annually when remaining on the board.

No member of the Heart of Cary Association Board of Directors shall derive any personal profit or gain, directly or indirectly, by reason of his or her participation with the organization. Each individual shall disclose any personal interest which he or she may have in any matter pending before the organization and shall refrain from participation in any decision on such matter.

Any member of the Heart of Cary Association Board, who is also an officer, board member, committee member, or staff member of a borrower, loan applicant, contractor, vendor, or supplier of or to the Heart of Cary Association, shall immediately identify his or her affiliation with such agency or agencies. Further, in connection with any committee or board action specifically directed to that agency, he/she shall not participate in the decision affecting that agency and the decision must be made and/or ratified by the full board.

Any member of the Heart of Cary Association Board shall refrain from obtaining any list of Heart of Cary Association members for personal or private solicitation purposes at any time during the term of their affiliation.

At this time, I am an Officer, a Board member, a committee member, consultant to, or employee of the following organizations: _____ (list all)

Members of the Heart of Cary Association Board, are responsible for identifying any conflicts or appearance of conflicts they may have that are not fully or adequately covered elsewhere in this form.

Now this is to certify that I, except as described on the back of this form, am not now nor at any time during the past year have been:

1. A participant, directly or indirectly, in any arrangement, agreement, investment, financial stake, or other activity with any vendor, supplier, or other party; doing business with the Heart of Cary Association which has resulted or could result in personal benefit to me.
2. A recipient, directly or indirectly, of any salary payments or loans or gifts of any kind or any free service or discounts or other fees from or on behalf of any person or organization engaged in any transaction with the Heart of Cary Association.

Any exception to 1 or 2 above are stated on page two below my signature with a full description of the transactions and of the interest, whether direct or indirect, which I have (or have had during the past year) in the persons or organizations having transactions with the Heart of Cary Association.

Please list any exception to 1 or 2 on the space provided below and use the back of this form if necessary with a full description of the transactions and of the interest, whether direct or indirect, which you have (or have had during the past year) in the persons or organizations having transactions with the Heart of Cary Association.

SECTION 2.02 NON-DISCRIMINATION POLICY [Adopted by the FY 2014/15 Board of Directors]

The Heart of Cary Association does not exclude, deny benefits to, or otherwise discriminate against any person on the grounds of race, color, national origin, age, gender, sexual orientation, religion or disability in admission to, participation in, or receipt of the services and benefits of any of its programs and activities or employment therein, whether carried out directly by the Heart of Cary Association or through a contractor or any other entity with whom the Heart of Cary Association arranges to carry out its programs and activities.

Article III. MEMBERSHIP MEETINGS

The Association shall hold membership meetings at least eleven (11) times during each Calendar Year. The President, with the approval of the Board of Directors, shall determine the place, date, and time for membership meetings. Historically, most membership meetings have been held within the Maynard Loop on the first Thursday of each month. The general time for the meetings has been 7:30 – 8:00 AM for networking followed by the formal meeting 8:00 – 9:00 AM. The FY 2015/16 Board of Directors surveyed the general membership regarding their preferences for places, dates and times for membership meetings. The members were generally supportive of flexing locations and times of membership meetings provide there is ample advance notice to members. The FY 2015/16 Board of Directors also agreed that if the meeting times and locations were to change from the traditional time/location, it would be a best practice for the President and the Board to publish a FY calendar by January 30th of each calendar year with the dates, locations, and times of all membership meetings for the year.

Article IV. BOARD OF DIRECTOR OFFICER DUTIES

SECTION 4.01 PRESIDENT. The President shall be responsible for performing duties as set forth in the bylaws in Article II above. In addition, unless otherwise assigned or delegated to other board members, the President shall have the following duties:

- (a) To be the chief executive officer of the Association and represent the Association to outside organizations and public agencies; and
- (b) To be responsible for the administration of all the affairs of the Association excluding those assigned or delegated to other board members or officers; and
- (c) To preside at all general membership meetings of the Association and the annual meeting; and
- (d) To set the agenda and arrange for logistics for meetings such as speakers, meeting space, costs, etc.; and
- (e) To call or cancel any regular and special meetings of the Association; and
- (f) To preserve order and enforce the Bylaws of the Association; and
- (g) To appoint, with the advice and consent of the Board of directors, such committees as may be deemed advisable from time to time; and
- (h) To have regular communication with committee chairs to make sure the committees are functioning and meeting their goals and objectives.

SECTION 4.02 VICE-PRESIDENT. The Vice-President shall be responsible for performing duties as set forth in the bylaws in Article II above. In addition, unless otherwise assigned or delegated to other board members, the Vice-President shall have the following duties:

- (a) To perform such duties as the president may delegate or the Association may prescribe; and
- (b) Should the president vacate that office for any reason, the president-elect shall assume the office of president, with all its privileges and responsibilities until the office is otherwise filled; and
- (c) The Vice-President will generally serve as the President-Elect and will assume the office of president following the completion of the term as Vice-President; and
- (d) The Vice-President will serve as the ex-officio board member to the Membership Committee.

SECTION 4.03 SECRETARY. The Secretary shall be responsible for performing duties as set forth in the bylaws in Article II above. In addition, unless otherwise assigned or delegated to other board members, the Secretary shall have the following duties:

- (a) To maintain attendance records for board members; and
- (b) To keep the minutes of all meeting of the Board of Directors; and
- (c) The secretary shall be the custodian of all current records of the Association and deliver these records to the successor secretary promptly upon completion of the term of office.

SECTION 4.04 TREASURER. The Treasurer shall be responsible for performing duties as set forth in the bylaws in Article II above. In addition, unless otherwise assigned or delegated to other board members, the Treasurer shall have the following duties:

- (a) To collect, receive, and have charge of all funds of the Association. These funds in the form of cash, checks, Square or Paypal payments shall be deposited into the Fidelity bank checking account; and

- (b) To make the books of the Association including the checkbook, QuickBooks Online account and any material work papers, open at all times. The Treasurer shall make the books available for audit as directed by the President or the Board of Directors; and
- (c) To identify an independent auditor to conduct a financial audit within 4 months after the end of each fiscal year; and
- (d) To conduct monthly reconciling of the Fidelity checking account against the QuickBooks Online account; and
- (e) To update the budget report as of the end of each calendar month and present the information at the monthly Board of Directors meetings; and
- (f) Submit the Federal Tax Return, Form 990-N, through the online IRS service by March 15th; and
- (g) Distribute 1099 Forms to qualified recipients by January 31st of each year. Complete the tax form 1096 with 1099 copies and submit to the IRS either electronically or by mail; and
- (h) Remit payment for qualified expenses incurred by the Association and retain copies of all invoices and receipts; and
- (i) Keep up with domain registrations which are registered through GoDaddy.com:

Domain Name	Expiration Date
heartofcary.org	4/23/2019
heartofcary.com	2/06/2021
carydowntown.com	4/23/2019
carydowntown.net	4/23/2019
carydowntown.org	4/24/2019

Article V. STANDING COMMITTEES

The President, with the approval of the Board of Directors, may decide how best to organize and implement the Association's standing committees to ensure that the functions of the committees are accomplished in a manner that matches the knowledge, skill, expertise and available resources of the Association's members who either volunteer as a committee member, or have agreed to submit their name for the Board of Director's approval as the Committee Chairperson. Every standing committee shall have at least one member of the Board of Directors assigned to the committee. Committee Chairs shall recruit committee members and identify **yearly goals** for themselves by **March 31st** of each year so that the Board of Directors will have the opportunity to review and approve the committee's goals by **May 1st of each year**. Board members who serve as ex-officio committee members shall do so in a limited capacity as a non-voting, ex-officio member of the committee whose primary responsibility is to support the leadership of the Committee Chairperson.

SECTION 5.01 EXECUTIVE COMMITTEE

The Executive Committee is made up of the four officers of the Association: President, Vice-President, Secretary and Treasurer. In addition to the responsibilities set forth in the bylaws in Article II above, the Executive committee shall have the following duties:

- (a) To meet or otherwise communicate monthly to discuss and act if required, on any business of the Association. Meetings can be via electronic communication such as email, web-ex or skype or in person meetings.
- (b) While the Bylaws authorize the Executive Committee to commit the Association to contracts up to one-thousand dollars (\$1,000.00) without a vote by the majority of the board, the best practice and prudent policy is that the Executive Committee not commit to any contracts over five hundred dollars (\$500.00) unless the expenditure is approved by a majority vote of the board of directors.
- (c) To notify the Town of Cary, Cary Chamber of Commerce and all other stakeholders at least within one month after making the announcement to the Association Membership that there has been a change in the Board of Directors. Notification should include a short biography and picture if possible, of the new member(s) of the Association Board of Directors.

SECTION 5.02 MEMBERSHIP SUPPORT

The Membership committee is responsible for recruiting, supporting, and engaging both potential and existing members of the Association. In addition, the Membership Committee is the keeper of the names and contact information of each member as well as providing name tags for members and board members.

SECTION 5.03 EVENTS

By February 28th of each year, the Events Committee shall submit to the Board of Directors for approval, committee goals and identify up to three (3) main events along with a proposed budget that they recommend for the Association to either produce, or co-produce for the fiscal year. Historically, the Association has either been primarily responsible for, and/or has collaborated with the Town of Cary for the following events: Downtown Harvest Festival, What's Up? Downtown!, Ole Time Winter Festival, Ashworth Award Celebration, Train Day, and Town of Cary Safety Day. The committee is responsible for making recommendations to the Board of Directors for policies and procedures regarding events so that the hard work of volunteers to produce events can be used by future volunteers. At a minimum, the committee and its members must conduct its business in a way that is consistent with the mission and purpose of the Association. The committee has established the following guiding principles and policies:

- (a) For each large event, vendors will be chosen by requesting 3 bids per vendor for the project then selecting the best service and cost vendor from within the Maynard Loop. Vendors who have their business or home within the Maynard Loop will have first choice to be one of the three bids. There will be a subcommittee of the events committee that handles approving vendors. These individuals will have experience in vendor events in order to ensure that we have the correct paperwork and certification from a chosen vendor.
- (b) Vendor information will be organized in a Google spreadsheet in order to make sure it is easy for the next event committee to find the information. This spreadsheet will be saved within the Google Drive for the heartofcarync@gmail.com. All of the board members will have access to this document and will be able to grant members of the events committee access to this document.

SECTION 5.04 GOVERNMENT RELATIONS (APPROVED & REVISED BY BOD 10/17/2016)

The FY 16/17 Governmental Relations Committee established a mission for the committee: The Governmental Relations committee is responsible for developing and maintaining a strong and

professional strategic alliance with the Town of Cary as well as county, state and federal government with jurisdiction in Downtown Cary. In order to increase its effectiveness and efficiency in achieving its mission and goals, the Association works cooperatively and collaboratively with all governmental employees and elected officials to leverage the total resources in the community. Heart of Cary Association recognizes that their effectiveness depends on successful relationships with all community stakeholders.

Below is an outline of the opportunities that were the priority for the FY 16/17 committee:

1. **Downtown Public Improvements**
 - a. New Library and Parking Structure
 - Schedule
 - Design
 - Relationship to DT Commercial
 - b. Parks and Streetscapes
 - 2-acre park completion date and impact on DT
 - Design of additional 5-acre park
 - Continuation of Streetscape Improvements
 - c. Potential Town Council Work Session on Downtown
 - d. Follow Permanent Home for DT Farmers Market
 - e. Infrastructure Study –
 - Long Range Parking Plan for DT Core
 - Street Beautification Expansion
 - Comment of Town 2017-18 CIP
2. **Transportation Improvements**
 - a. Transit Bond Vote – November 2016
 - b. Harrison Street Bridge/Train-Road Conflict
 - c. Street Overlay Schedule and Striping 2016-17
3. **Downtown Private Development**
 - a. Northwood’s Associates on Chatham
 - Schedule
 - Design
 - Public hearings
 - Ivy-Ellington future location
 - b. Old Library Site redevelopment
 - c. Recruitment of DT property owners to join Heart of Cary Association
 - d. Monthly Listing of all new private DT projects
 - e. Downtown Business Support
 - f. TCAP Plan & Zoning Code
 - Zoning District Review in DT Core
 - Sign Flexibility in DT Core
 - Process Changes (Increased Flexibility)
 - g. Façade Improvement Grant –
 - h. Future use of Jones House
4. **Downtown Strategy**
 - a. Work with Town to Develop a 5-year Downtown Plan

- b. What is our Brand or Why would anyone visit downtown Cary?
 - c. Mid-Range Marketing and Promotion Plan for DT
 - d. Future location of Lazy Daze
 - e. Program visible DT Events every weekend April- December
5. **Heart of Cary Outreach**
- a. Monitor and attend City Council when DT items are on the agenda
 - b. Support downtown projects that implement adopted Heart of Cary Vision Statement
 - c. Quality Downtown Brochures - Focus Dining and Arts
 - d. Interact appropriately with the Cary Chamber of Commerce as it relates to DT activities, business growth and development.
 - e. Visit other City's downtown association to for "Best Practices"
6. **Neighborhood Improvements**
- a. Neighborhood Outreach – meet with surrounding associations
 - b. Encourage Town of Cary Neighborhood Revitalization Programs

SECTION 5.01 TECHNOLOGY

The technology committee is responsible for updating the website, events on the calendar, managing the contact us form and iContact.

SECTION 5.02 MARKETING (OUTREACH)

The marketing and membership committees are jointly responsible for bringing in new members, supporting existing members, and promoting Downtown Cary as a whole.

SECTION 5.03 FINANCE

- (a) The Finance committee is generally made up of three or more members including a chair person and the Treasurer of the Board of Directors who serves as an ex-officio member of the committee. In addition to the responsibilities set forth in the bylaws in Article II above, the Finance committee shall have the following duties Meet on a quarterly basis or more often as needed and are conducted in person or via email.
- (b) Review the books and keep informed of the financial state of the association in order to provide feedback to the board of directors.
- (c) Create a new budget plan for the FY and submit their recommendations to the board for approval. The new budget should be submitted by the September board of directors meeting.
- (d) The current tax return required for the Association is the 990 N submitted online by the Treasurer. The committee should keep in mind that revenues of \$50,000 or more in one FY would require a more complicated tax return and would therefore need the assistance of a professional accountant. Meet on a quarterly basis or more often as needed and are conducted in person or via email.
- (e) Review the books and keep informed of the financial state of the association in order to provide feedback to the board of directors.

- (f) Meet on a quarterly basis or more often as needed and are conducted in person or via email.
- (g) Review the books and keep informed of the financial state of the association in order to provide feedback to the board of directors.
- (h) Create a new budget plan for the FY and submit their recommendations to the board for approval. The new budget should be submitted by the September board of directors meeting.
- (i) The current tax return required for the Association is the 990 N submitted online by the Treasurer. The committee should keep in mind that revenues of \$50,000 or more in one FY would require a more complicated tax return and would therefore need the assistance of a professional accountant.

Article VI. **COMMITTEE SUPPORT and STRUCTURE**

SECTION 6.01 ROLE OF EX-OFFICIO BOARD OF DIRECTOR MEMBERS ON COMMITTEES

The ex-officio board member is a non-voting member of the committee whose primary responsibility is to provide support for the Chair of the Committee to succeed in his/her leadership of the committee. Board members shall only be an ex-officio member of one committee and shall not be members of multiple committees.

SECTION 6.01 ROLE OF COMMITTEE CHAIRS

Committee Chairperson(s) must submit his/her name for approval by a majority vote of the Board of Directors to serve as the committee chairperson. Two or more people may serve as co-chairs of any committees with approval of the Board of Directors. While all chairpersons are encouraged to delegate tasks and form sub-committees, or working groups as appropriate, all committee chairpersons must have knowledge and oversight of all committee volunteer's actions when conducting the business of the Association or representing the Association to the public.



Heart of Cary Association CONFLICT OF INTEREST STATEMENT

No member of the Heart of Cary Association Board of Directors shall derive any personal profit or gain, directly or indirectly, by reason of his or her participation with the organization. Each individual shall disclose any personal interest which he or she may have in any matter pending before the organization and shall refrain from participation in any decision on such matter.

Any member of the Heart of Cary Association Board, who is also an officer, board member, committee member, or staff member of a borrower, loan applicant, contractor, vendor, or supplier of or to the Heart of Cary Association, shall immediately identify his or her affiliation with such agency or agencies. Further, in connection with any committee or board action specifically directed to that agency, he/she shall not participate in the decision affecting that agency and the decision must be made and/or ratified by the full board.

Any member of the Heart of Cary Association Board shall refrain from obtaining any list of Heart of Cary Association members for personal or private solicitation purposes at any time during the term of their affiliation.

At this time, I am an Officer, a Board member, a committee member, consultant to, or employee of the following organizations:

Members of the Heart of Cary Association Board, are responsible for identifying any conflicts or appearance of conflicts they may have that are not fully or adequately covered elsewhere in this form.

Now this is to certify that I, except as described on the back of this form, am not now nor at any time during the past year have been:

- 1) A participant, directly or indirectly, in any arrangement , agreement, investment, financial stake, or other activity with any vendor, supplier, or other party; doing business with the Heart of Cary Association which has resulted or could result in personal benefit to me.
- 2) A recipient, directly or indirectly, of any salary payments or loans or gifts of any kind or any free service or discounts or other fees from or on behalf of any person or organization engaged in any transaction with the Heart of Cary Association.

Final Draft June 21, 2016, revised June 2017

Any exception to 1 or 2 above are stated on page two below my signature with a full description of the transactions and of the interest, whether direct or indirect, which I have (or have had during the past year) in the persons or organizations having transactions with the Heart of Cary Association.

This _____ day of _____, 2015.

(Signature)

(Printed name)

Please list any exception to 1 or 2 on the space provided below and use the back of this form if necessary with a full description of the transactions and of the interest, whether direct or indirect, which you have (or have had during the past year) in the persons or organizations having transactions with the Heart of Cary Association.



Heart of Cary Association Non-Discrimination Policy

The Heart of Cary Association does not exclude, deny benefits to, or otherwise discriminate against any person on the grounds of race, color, national origin, age, gender, sexual orientation, religion or disability in admission to, participation in, or receipt of the services and benefits of any of its programs and activities or employment therein, whether carried out directly by the Heart of Cary Association or through a contractor or any other entity with whom the Heart of Cary Association arranges to carry out its programs and activities.

The Heart of Cary Association further pursues and encourages diversity within its membership, audiences, governing bodies, as well as staff and contractors.