

**BYLAWS**  
**OF**  
**UPTOWN ROXBORO GROUP, INC**

**ARTICLE I**

**Name and Offices**

1. **Name.** The name of this group is Uptown Roxboro Group, Inc. , formerly known as Roxboro Uptown Development Corporation, also formerly known as Roxboro Development Group, Inc..
2. **Offices.** The principal office of the Corporation shall be in Person County, North Carolina. The Corporation may also have offices at such other places as the Board of Directors may, from time to time, appoint or as the purposes of the Corporation may require.

**ARTICLE II**

**Directors**

1. **Election.** The business and property of the Corporation shall be managed and controlled by a Board of Directors, which shall be appointed by the Board of Directors as currently serving on December 1 of each year. The at-large Directors shall initially be grouped into three (3) classes. Class 1 shall consist of three (3) Directors, who shall serve for a term ending on [December 31, 2022](#). Class 2 shall consist of three (3) Directors who shall serve for a term ending on [December 31, 2023](#). Class 3 shall consist of five (5) Directors, who shall serve for a term ending on [December 31, 2024](#). All substitute or successor Directors shall be chosen by the Board of Directors for three-year terms thereafter, such that each year one class of the Board will be subject to election, but at no time will all Board Members rotate off at the same year. Directors shall be elected at the annual meeting of the Board of Directors.
2. **Number.** The number of Directors of the Corporation shall be eleven (11), but such number may be increased or decreased by amendment to these Bylaws, in the manner set forth in Article IX. When the number of Directors is so decreased by amendment adopted by the Board of Directors, each Director in office shall serve until his or her term expires, or until his or her resignation or removal. Nine (9) Directors shall be elected at-large as provided in Section 1 of Article II above. Two (2) additional Directors shall be appointed, one each by the City of Roxboro and the County of Person, to serve at the pleasure of these governmental bodies. In addition, there shall be up to four (4) non-voting, ex-officio members of the Board of Directors consisting of one (1) representative appointed by each of the following local governmental Boards or

Organizations: Roxboro Area Chamber of Commerce, Person County Arts Council, Tourism Development Authority, and Piedmont Community College.

3. **Resignation.** Any Director may resign at any time by giving written notice or notifying either the President or Executive Director of such resignation to the Board of Directors.

4. **Vacancies.** Any vacancy in the Board of Directors occurring during the year, including a vacancy created by an increase in the number of Directors made by the Board of Directors, may be filled for the unexpired portion of the term by the Directors then serving, although less than a quorum, by affirmative vote of the majority. Any Director so elected by the Board of Directors shall hold office until the next succeeding annual meeting of the Board of Directors or until the election and qualification of his or her successor.

5. **Annual Meeting.** The annual meeting of the Board of Directors of the Corporation shall be held at the principal office or at such other place as set forth in the notice thereof, in November or December of each year, for the purpose of electing Directors and for the transaction of such other business as may properly come before the meeting.

6. **Special Meetings.** Special meetings of the Board of Directors may be called by the President or Vice President of the Corporation and must be called by either of them in written request of any Director of the Board.

7. **Notice of Meetings.** Notice of all Board of Directors' meetings, except as otherwise provided, shall be given by email at least three (3) days before the meeting to the usual business or residence address of the Director, but such notice may be waived by any Director. Regular meetings of the Board of Directors may be held without notice at such time and place as shall be determined by the Board of Directors. Any business may be transacted at any Board of Directors' meeting. At any meeting at which every Director shall be present, even though without any notice or waiver, any business may be transacted.

8. **Chairman.** At all meetings of the Board of Directors, the President or Vice President, or in their absence a chairman chosen by the Board of Directors present, shall preside.

9. **Quorum.** At all meetings of the Board of Directors, a majority of the Directors shall be sufficient to constitute a quorum for the transaction of business and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by these Bylaws. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting without further notice to any absent Director, and may take such other and further action as is provided in Article II, Section

8, of these Bylaws. Electronic participation via telephone or email for agenda items discussed shall constitute adequate means to meet quorum requirements.

10. **Contracts and Services.** The Directors and Officers of the Corporation may be interested directly or indirectly in any contract relating to or incidental to the operations conducted by the Corporation, and may freely make contracts, enter transactions, or otherwise act for and on behalf of the Corporation, notwithstanding that they may also be acting as individuals, or as trustees of trusts, or as agents for other persons or corporations, or may be interested in the same matters as shareholders, Directors, or otherwise; provided, however, that any contract, transaction or act on behalf of the Corporation in a matter in which the Directors or Officers are personally interested shall be at arm's length and not violative of the proscriptions in the Certificate of Incorporation against the Corporation's use or application of its funds for private benefit; and provided further that no contract, transaction, or act shall be taken on behalf of the Corporation which would result in the denial of the tax exemption under Section 503 or Section 507 of the Internal Revenue Code and its Regulations as they now exist or as they may be amended. In no event, however, shall any person or other entity dealing with Directors or Officers be obligated to inquire into the authority of the Directors and Officers to enter into and consummate any contract, transaction, or other action.

11. **Compensation.** Directors shall not receive any stated salary for their services. The Board of Directors shall have power in its discretion to contract for and to pay to Directors rendering unusual or exceptional services to the Corporation special compensation appropriate to the value of such services.

12. **Powers.** All the corporate powers, except such as otherwise provided for in these Bylaws and in the laws of the State of North Carolina, shall be vested in the Board of Directors. The Board of Directors may by general resolution delegate to committees of their own number, or to Officers of the Corporation, such powers as they may see fit.

13. **Removal of Directors or Board Members.** The Board of Directors, or any individual Director, may be removed from office with or without cause by a vote of a majority of the Directors entitled to vote at an election of Directors, or at any regular or special meeting called for that purpose, for conduct detrimental to the interests of the Corporation, for lack of sympathy with its objectives, for refusal to render reasonable assistance in carrying out its purposes, or for a pattern of non-participation as a Board Member or committee member (Board Member Responsibility, Attendance and Time Commitments is outlined in the Board Member Application). Any such Director proposed to be removed shall be entitled to at least five (5) days' notice in writing by mail of the meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting. Notwithstanding anything elsewhere herein contained to the contrary, **any Director who is absent without excuse for more than 6 of the 12 regularly scheduled monthly meetings of the Board of Directors in any calendar year shall be automatically removed from the Board and replaced pursuant to the provisions hereof.**

## ARTICLE III

### Officers

1. **Number.** The Officers of the Corporation shall be the President, Vice President, Secretary, Treasurer, and such other Officers with such powers and duties not inconsistent with these Bylaws as may be appointed and determined by the Board of Directors. Any two (2) offices, except those of President and Secretary, may be held by the same person, but if so, such person may not act in more than one capacity at the same.

2. **Election, Term of Office, Qualifications and Responsibilities.** The President and other officers of the Board shall be elected annually by the Board of Directors from among their number. With the exception of the Treasurer, Board members may serve a maximum of two terms and then must leave the Board for one full year, after which they may return to the Board once again if approved by a vote of the Board, during this time they may serve on a committee if agreed upon by the Committee Chair. Unless the Board of Directors votes to remove the Treasurer, the person holding this position may remain in place without term limits due to the sensitive and complicated nature of the office. Directors must agree to and sign the Board Member Responsibilities Agreement, Conflict of Interest Policy and Confidentiality Agreement.

Members of the Board of Directors are expected to volunteer at least 25 hours per calendar year and participate in events and activities that the Board agrees upon. Directors shall represent URG goals and activities in the community and be committed to the mission of the Uptown Roxboro Group and the greater vision for Roxboro. Directors are also expected to attend the annual strategic goal planning session.

3. **President** The President shall preside at all meetings of the Board of Directors. He or she shall have a general charge and supervision of the affairs of the Corporation and shall perform such other duties as may be assigned to him or her by the Board of Directors.

4. **Vice President** The Vice-President shall act in the place and stead of the President in the event of his or her absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him or her by the Board of Directors.

5. **Secretary.** The Secretary shall have charge of books, documents, and papers as the Board of Directors may determine. He or she shall attend and keep the minutes of all the meetings of the Board of Directors. The secretary may assign the duty of keeping the minutes of the Board of Directors to the Director of the Corporation or a member of the Board of Directors other than the President (See Paragraph One of Article III above).

He or She or shall keep a record, containing the names, alphabetically arranged, of all Directors of the Corporation, showing their respective place of residence, and such book shall be open for inspection as prescribed by law. He or she may sign with the President, in the name and on behalf of the Corporation, any contracts or agreements authorized by the Board of Directors, and when so authorized or ordered by the Board of Directors. He or she shall, in general, perform all the duties incident to the office of Secretary, subject to the control of the Board of Directors, and shall do such other duties as may be assigned to him or her by the Board of Directors.

6. **Treasurer.** The Treasurer shall have the custody of all funds, property, and securities of the Corporation, subject to such regulations as may be imposed by the Board of Directors. He or she may be required to give bond for the faithful performance of his or her duties, in such sum and with such sureties as the Board of Directors may require. When necessary, he or she may endorse on behalf of the Corporation for collection checks, notes, and other obligations, and shall deposit the same to the credit of the Corporation at such bank or banks or depository as the Board of Directors may designate. He or she shall sign all receipts and vouchers and, together with such other Officer or Officers, if any, as shall be designated by the Board of Directors, he or she shall sign all checks of the Corporation and all bills of exchange and promissory notes issued by the Corporation, except in cases where the signing and execution shall be expressly designated by the Board of Directors or by these Bylaws to some other Officer or agent of the Corporation. He or she shall make such payments as may be necessary on behalf of the Corporation. He or she shall enter regularly on the books of the Corporation, to be kept by him or her for the purpose, full and accurate account of all moneys and obligations received and paid or incurred by him or her for or on account of the Corporation, and he or she shall exhibit such books at all reasonable times to any Director on application at the offices of the Corporation. He or she shall, in general, perform all the duties incident to the office of Treasurer, subject to the control of the Board of Directors.

## ARTICLE IV

### Agents and Representatives

The Board of Directors may appoint agents and representatives of the Corporation with powers and to perform acts or duties on behalf of the Corporation as the Board of Directors may see fit, so far as may be consistent with these Bylaws, to the extent authorized by law.

## ARTICLE V

### Contract

The Board of Directors, except as in these Bylaws otherwise provide, may authorize any Officer or agent to enter into any contract or execute and deliver any

instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instance: and unless so authorized by the Board of Directors, no Officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or render it liable peculiarly for any purpose or to any amount.

## **ARTICLE VI**

### **Committees**

1. Committees of the Corporation. The Corporation shall have four committees with the following titles: (1) Organization Committee, (2) Promotion Committee, (3) Design Committee, and (4) Economic Vitality Committee.
2. Committee Membership. Each Committee listed in Paragraph 1 of Article VI above shall have members appointed by the Committee Chairs and approved by The Board of Directors. The members of each such committee shall serve during the pleasure of the Board of Directors. Each committee shall advise and aid the Officers of the Corporation in all matters designated by the Board of Directors. Each such committee may, subject to the approval of the Board of Directors, prescribe rules and regulations for the call and conduct of meetings and the committee and other matters relating to its procedure.
3. Salaries. The members of any committee to the Corporation shall not receive any stated salary of the individual members' service or services. The Board of Directors shall have the power in its discretion to contract for and to pay any member of a committee rendering unusual or exceptional services to the Corporation, special compensation appropriate to the value of such service or services.

## **ARTICLE VII**

### **Calendar Year**

The calendar year of the Corporation shall commence on January 1 of each year and ending on December 31.

## **ARTICLE VIII**

### **Prohibition Against Sharing in Corporate Earnings**

No Director, Officer, or employee of the Corporation, or member of a committee of the Corporation, or person connected with the Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the

operations of the Corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. The Board of Directors of the Corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed in such amounts as the Board of Directors may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, exclusively to charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501 (c) (3) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may be amended.

## **ARTICLE IX**

### **Amendments**

The Board of Directors shall have power to make, alter, amend, and repeal the Bylaws of the Corporation by affirmative vote of a majority of the Board, provided, however, that the action is proposed at a regular or special meeting of the Board and adopted at a subsequent regular meeting, except as otherwise provided by law.

## **ARTICLE X**

### **Exempt Activities**

Notwithstanding any other provision of these Bylaws, no Director, Officer, employee, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may be amended, or by any organization contributions to which are deductible under Section 170 (c)(2) of such Code and Regulations as they now exist or as they may be amended.

Revised [December 6, 2022](#)