

**BYLAWS
OF
THE DURHAM COMMUNITY MARTIN LUTHER KING, JR. STEERING
COMMITTEE, INC.**

**ARTICLE I
NAME & MAILING ADDRESS**

- 1.1 NAME. The name of the organization shall be the Durham Community Martin Luther King, Jr. Steering Committee, Inc. hereinafter "MLK Committee" whose mailing address is Post Office Box 98, Durham, North Carolina 27702.

**ARTICLE II
PURPOSE & MISSION**

- 2.1 PURPOSE. The purpose of this Corporation is to preserve the legacy and example of Dr. Martin Luther King, Jr. by planning appropriate ceremonies and programs in recognition of the King Holiday. The Corporation, which is organized under the North Carolina Nonprofit Corporation Act, shall operate exclusively for charitable and educational purposes and in a manner consistent with Chapter 55A of the General Statutes of North Carolina and Section 501 (c)(3) or successor provisions of the Internal Revenue Code.
- 2.2 MISSION. The MLK Committee is a community-based organization that works to improve the quality of life for all citizens by reaching out to those who continue to struggle with issues of poverty, unemployment, drug addiction, homelessness and other social problems.

**ARTICLE III
OFFICERS**

- 3.1 OFFICERS. The officers of the MLK Committee shall consist of the Chair, Vice Chair, Secretary, Assistant Secretary, Treasurer and Assistant Treasurer.
- 3.2 CHAIR. The Chair shall preside at all meetings and be responsible for the agenda and arranging a meeting place for each meeting. The Chair shall also appoint the chairpersons of all committees.
- 3.3 VICE CHAIR. The Vice Chair shall serve in the absence of the Chair and perform other duties as assigned by the Chair.
- 3.4 SECRETARY. The Secretary shall keep records of minutes of all regular, special and executive meetings and ensure their accuracy and safety, maintain records of all actions taken by the MLK Committee and reports of committees. The Secretary shall also be responsible for sending notices of meetings and responding to communications and correspondences received by the MLK Committee.

- 3.5 ASSISTANT SECRETARY. The Assistant Secretary shall serve in the absence of the Secretary and perform other duties as assigned by the Chair.
- 3.6 TREASURER. The Treasurer shall keep records of all monies received and disburse all funds at the request of the MLK Committee. Any disbursement of funds between MLK Committee meetings must be approved by the Chair and Vice Chair. All accounts shall be deposited in a bank in the name of the Durham Community Martin Luther King, Jr. MLK Committee. A financial report shall be made by the Treasurer at each meeting and an annual report given at the end of the fiscal year.
- 3.7 ASSISTANT TREASURER. The Assistant Treasurer shall serve in the absence of the Treasurer and perform other duties as assigned by the Chair.
- 3.8 ELECTION. The election of officers shall take place during the last meeting in February. The election shall be by ballot or by standing vote of the majority of the members present. Officers shall be elected by a simple majority.
- 3.9 TERM OF OFFICE. Officers shall serve a term of two years. Officers shall not serve more than two consecutive years in the same office. The term of office begins in the month of March following the Martin Luther King National Holiday Celebration.
- 3.10 RESIGNATION. An officer may resign at any time by communicating such officer's written resignation to the MLK Committee. A resignation is effective when it is communicated, unless it specifies in writing a later effective date. If a resignation is made effective at a later date and the MLK Committee accepts the future effective date, the Executive Committee may fill the pending vacancy before the effective date if the Executive Committee provides that the successor does not take office until the effective date.
- 3.11 VACANCIES & REMOVAL. A vacancy caused by the death, disability, resignation, or removal of any officer, or by the creation of a new office, may be filled by the Executive Committee. Any officer elected or appointed by the Executive Committee may be removed by the Executive Committee with or without cause, but said removal shall be without prejudice. The person appointed shall serve the remainder of the term.
- 3.12 COMPENSATION. The officers of the MLK Committee shall serve without compensation.
- 3.13 AUTHORIZED SIGNATURES. The Chair, Treasurer and Secretary shall be designated by the MLK Committee to sign checks for the MLK Committee. In the normal course of business the Chair and the Treasurer shall sign the checks, in the absence of one of them, the other designated officers will sign the checks.

ARTICLE IV MEETINGS

- 4.1 REGULAR MEETING. Regular meetings shall be held at least once a month on the second Thursday unless some other time is set by the Chair with prior notice to the members with the exception of June and July.
- 4.2 SPECIAL MEETINGS. Special meetings of the MLK Committee may be called by the Chair or shall be called upon the request of three (3) members of the MLK Committee. Such request shall specify the object the meeting. No other business shall be transacted at any special meeting other than the objective for which the meeting was called.
- 4.3 QUORUM. Seven (7) members present at a regular or at a special meeting shall constitute a quorum. Three (3) of the present members must be officers.

ARTICLE V MEMBERSHIP

- 5.1 QUALIFICATION FOR MEMBERSHIP. The MLK Committee is opened to all members of the Durham Community who subscribe to the ideals and principles of the late Dr. Martin Luther King, Jr. and pay a five (\$5) dollar initial membership fee plus five (\$5) dollars a year membership dues.
- 5.2 MEMBERSHIP. The membership year shall run from March 1 of each year through February 28 or 29 of the following year.
- 5.3 ANNUAL CONTRIBUTION. Every member is required to contribute to the MLK Committee by the December regular meeting a minimum of \$25.00 towards the Martin Luther King, Jr. Holiday Celebration.

ARTICLE VII COMMITTEES

- 7.1 COMMITTEES. The MLK Committee will have the following committees: Executive, Program, Awards, Scholarship, Music, Fundraising, Youth, Publicity, and Day-of-Service.
- 7.2 EXECUTIVE COMMITTEE. The Executive Committee shall be comprised of the elected officers and the immediate past Chair of the MLK Committee and serve as the Board of Directors of the MLK Committee. It shall have the power to act on behalf of the MLK Committee, and shall be responsible for the general oversight of the work of the MLK Committee as a whole. The Executive Committee shall have the power to fill vacancies and appoint ad hoc committees when necessary.
- 7.2 PROGRAM COMMITTEE. The Program Committee shall develop and implement the programs for the annual Dr. Martin Luther King Jr. Holiday Celebration and promote any other programs of the MLK Committee in the schools and community and coordinate the Martin Luther King, Jr. Unity March.

- 7.4 AWARDS COMMITTEE. The Awards Committee shall nominate persons or groups for the 'Keeper of the Dream Award,' who exemplifies the life and works of Dr. Martin Luther King, Jr.
- 7.5 SCHOLARSHIP COMMITTEE. The Scholarship Committee shall contact area high schools to publicize the scholarships, evaluate applicants and determine scholarship recipients.
- 7.6 MUSIC COMMITTEE. The Music Committee shall work with the MLK Committee in planning and providing music for the various programs.
- 7.7 FUNDRAISING COMMITTEE. The Fundraising Committee shall propose and execute ways and means of soliciting funds to underwrite the budget of the MLK Committee.
- 7.8 YOUTH COMMITTEE. The Youth Committee shall coordinate the events of the Dr. Martin Luther King, Jr. Youth Program.
- 7.9 PUBLICITY COMMITTEE. The Publicity Committee shall publicize the programs and events of the MLK Committee.
- 7.11 DAY OF SERVICE COMMITTEE. The Day of Service Committee shall coordinate a signature service project for the betterment of the Durham community with other community organizations.
- 7.12 COMMITTEE REPORTS. All Committees shall be accountable to the MLK Committee and must provide written reports when needed at each regularly scheduled meeting.

ARTICLE VIII CONFLICT OF INTEREST

- 8.1 CONFLICT OF INTEREST. No Officer shall maintain substantial personal or business interests that conflict with those of the Corporation. Any officer or member having an interest in a contract or other transaction presented to the MLK Committee or a committee thereof for authorization, approval or ratification shall give prompt, full and frank disclosure of his or her interest to the MLK Committee or committee prior to its acting on such contract or transaction. The body to which such disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his or her personal influence on, nor participate (other than to present factual information or to respond to questions) in the discussion or deliberations with respect to such contract or transaction. Such person may not be counted in determining the existence of a quorum at any meeting where the contract or transaction is under discussion or is being voted upon. The minutes of the meeting shall reflect the disclosure made, the vote therein, and where applicable, the abstention from voting and participation, and whether a quorum was present.

**ARTICLE IX
INDEMNIFICATION**

- 9.1 STATEMENT OF INTENT. The Corporation shall indemnify the officers and members to the maximum extent permitted by the North Carolina Nonprofit Corporation Act.
- 9.2 INDEMNIFICATION. In addition to, and not in any way limitation of, all indemnification rights and obligations otherwise provided by law, the Corporation shall indemnify and hold harmless its officers and members against all liabilities and expenses in any proceeding (including, without limitation, a proceeding brought by or on behalf of the Corporation itself) arising out of their status as an officer or member, or their service at the Corporation's request as an officer and member, or their activities in such capacity; provided however, that the Corporation shall not indemnify a officer or member against liabilities or expenses that such person may incur on account of activities of such person which at the time take were known or believed by him or her to be clearly in conflict with the best interests of the Corporation. The Corporation shall also indemnify each officer or member for his or her reasonable costs, expenses and attorney's fees incurred in connection with the enforcement of the right to indemnification granted herein, if it is determined in accordance with Section 9.3 of Article IX that the officer or member is entitled to indemnification hereunder.
- 9.3 DETERMINATION. Any indemnification under Section 9.2 of Article IX shall be paid by the Corporation in a specific case only after determination that the officer or member has met the standard of conduct set forth in Section 9.2 of this Article IX. Such determination shall be made by the Executive Committee by a majority vote of a quorum consisting of the members thereof not at the time parties to the proceeding.
- 9.4 ADVANCES FOR EXPENSES. The expenses incurred by an officer or member in defending a proceeding may be paid by the Corporation in advance of the final disposition of such proceeding as authorized by the Executive Committee in the specific case upon receipt of an undertaking by or on behalf of the officer or member to repay such amount unless it shall ultimately be determined that such person is entitle to be indemnified by the Corporation against such expenses. Subject to receipt of such undertaking, the Corporation shall make reasonable periodic advances for expenses pursuant to Section 9.4, unless the Executive Committee shall determine, in the manner provided in Section 9.3 of Article IX and based on the facts then known that indemnification under this Article IX is or will be precluded.
- 9.5 RELIANCE AND CONSIDERATION. Any officer or member who at any time after the adoption of this Article IX serves or has served in any of the aforesaid capacities for or on behalf of the Corporation shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right, however, shall not be exclusive of any other rights to which such person may be entitled apart from the provisions of this Article IX. No amendment, modification, or repeal of this Article IX shall adversely affect the right of any officer or member to indemnification hereunder with

respect to any activities occurring prior to the time of such amendment, modification or repeal.

**ARTICLE X
CORPORATE SEAL & FISCAL YEAR**

- 10.1 **SEAL.** The seal of the MLK Committee shall bear the name of the MLK Committee and the year of incorporation.
- 10.2 **FISCAL YEAR.** Unless otherwise ordered by the MLK Committee, the fiscal year of the Corporation shall run from March 1 of each year through February 28 or 29 of the following year.

**ARTICLE XI
DISSOLUTION**

- 11.1 **DISSOLUTION & DISTRIBUTION OF ASSETS.** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its officers or members, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes set forth herein. The Corporation may be dissolved and its assets and liabilities liquidated in such manner as the Executive Committee shall resolve, provided that upon dissolution, after payment of all debts, no part of the remaining assets may be distributed to any officer or member of the Corporation but shall be distributed as the Articles of Incorporation direct in accordance with such laws and regulations as may be applicable thereto, provided, however, that the distribution must be to another organization exempt under Section 501(c)(3) of the United States Internal Revenue Code.

**ARTICLE XII
AMENDMENTS**

- 12.1 **AMENDMENTS.** Any provision in the bylaws may be amended or repealed by two-thirds (2/3) vote of the members present and voting at a regular meeting, provided that written notice of intention to amend setting forth in writing the exact language of the proposed amendment(s) shall be sent to members at least ten (10) days prior to said meeting at which the amendments are to be effected.

These bylaws were amended at a regular meeting of the Durham Community Martin Luther King, Jr. Steering Committee on the following date:

- August 12, 2010