
AGENDA
CUMBERLAND COUNTY BOARD OF COMMISSIONERS
JUDGE E. MAURICE BRASWELL
CUMBERLAND COUNTY COURTHOUSE- ROOM 118
SEPTEMBER 2, 2025
9:00 AM

INVOCATION - Commissioner Jeannette Council

PLEDGE OF ALLEGIANCE -

RECOGNITIONS

Recognition of Retired Cumberland County Employees

Marc E. Devone-Sheriff's Office

Cheryl McLaurin-Public Health Department

Recognition of Julie Graham, Child Support Agent III

Community Impact Grant Program Award Recipients

1. APPROVAL OF AGENDA

2. CONSENT AGENDA

A. Approval of a Proclamation Recognizing National Recovery Month

B. Approval of a Proclamation Recognizing Cumberland County Preparedness Month

3. ITEMS OF BUSINESS

A. Approval of Transfer of Governance of the FACVB to the TDA

4. NOMINATIONS **There are no Nominations for this Meeting**

5. APPOINTMENTS **There are no Appointments for this Meeting**

6. CLOSED SESSION:

A. Closed Session Pursuant to G.S. 143-318.11(a)(3) for Opioid Litigation Update

ADJOURN

REGULAR BOARD MEETINGS:

September 15, 2025 (Monday) 6:45 P.M.

October 6, 2025 (Monday) 9:00 A.M.

WATCH THE MEETING LIVE

THIS MEETING WILL BE STREAMED LIVE THROUGH THE COUNTY'S WEBSITE, www.cumberlandcountync.gov. LOOK FOR THE LINK AT THE TOP OF THE HOMEPAGE.

**THE MEETING WILL ALSO BE BROADCAST LIVE ON CCNC-TV SPECTRUM
CHANNEL 5**



CLERK TO THE BOARD OF COMMISSIONERS

MEMORANDUM FOR BOARD OF COMMISSIONERS AGENDA OF SEPTEMBER 2, 2025

TO: BOARD OF COUNTY COMMISSIONERS

FROM: IVA CLARK, DEPUTY CLERK TO THE BOARD

DATE: 8/19/2025

SUBJECT: RECOGNITION OF RETIRED CUMBERLAND COUNTY EMPLOYEES

BACKGROUND

Recognition of Retired Cumberland County Employees

Marc E. Devone-Sheriff's Office

Dates of Service: September 30, 1999-May 31, 2025

Cheryl McLaurin-Public Health Department

Dates of Service: January 9, 1995-February 28, 2025



ASSISTANT COUNTY MANAGER COMMUNITY SUPPORT SERVICES

**MEMORANDUM FOR BOARD OF COMMISSIONERS AGENDA OF SEPTEMBER 2,
2025**

TO: BOARD OF COUNTY COMMISSIONERS

FROM: JAMES MCQUEEN, CHILD SUPPORT DIRECTOR

DATE: 9/1/2025

SUBJECT: RECOGNITION OF JULIE GRAHAM, CHILD SUPPORT AGENT III

BACKGROUND

Two of the many legislated tasks assigned to the Child Support Department is the collection of current and past due financial child support. On August 21, 2025, Julie Graham, Child Support Agent III, was recognized by the North Carolina Child Support Council for the highest single Child Support collection in North Carolina for SFY25. Ms. Graham worked with Texas Child Support through the legal and detailed process to obtain the \$160,062.68 payment to fully pay Child Support arrears on a single Child Support case in Cumberland County.

In addition to this award-winning collection, each month, North Carolina Child Support recognizes the top twenty (20) collections for that month. Cumberland has been well represented on this list for 9 of the 12 months in FY25 for a total of 16 different large collections.

Ms. Graham began her career in Cumberland County in 2018 and has been in the Interstate Unit of the Child Support Department since August 2022.

RECOMMENDATION / PROPOSED ACTION

No action, Recognition of Julie Graham.



AMERICAN RESCUE PLAN

MEMORANDUM FOR BOARD OF COMMISSIONERS AGENDA OF SEPTEMBER 2, 2025

TO: BOARD OF COUNTY COMMISSIONERS

FROM: TYE VAUGHT, CHIEF OF STAFF

DATE: 8/27/2025

SUBJECT: COMMUNITY IMPACT GRANT PROGRAM AWARD RECIPIENTS

BACKGROUND

At the February 10, 2025, American Rescue Plan (ARP) Committee meeting, the committee approved opening of the Community Impact Grant Application. The Cumberland County Board of Commissioners authorized the creation of the Cumberland County Community Impact Grant Program to allow nonprofit organizations that perform a "public purpose" to apply for up to \$50,000 in direct assistance to reimburse qualifying organization expenses. The program was funded using a portion of Cumberland County's American Rescue Plan Act freed-up General Fund capacity dollars. The nonprofit organizations were able to apply for assistance through the program from February 21 – April 1, 2025.

The Board of Commissioners approved funding in the amount of \$1,395,000 for the following nonprofit organizations:

- United Way of Cumberland County
- Rape Crisis Volunteers of Cumberland County, Inc.
- Spring Lake Family Support Services
- Carolina Collaborative Community Care, Inc.
- Cumberland County Coordinating Council on Older Adults
- Myrover-Reese Fellowship Homes, Inc.
- Thompson Child & Family Focus
- Coastal Horizons
- Connections of Cumberland County, Inc.
- HEAL Holistic Journey, Inc.
- YouthTHRIVE of North Carolina
- Community Health Interventions

- SouthLight Healthcare
- Cumberland HealthNET
- Gate Beautiful, Inc.
- Broken Chains JC
- Vision Resource Center
- Fayetteville Urban Ministry, Inc.
- Abney Chapel SDA Community Service
- Manna Church
- Divine Empowerment International
- Lebanon Baptist Church
- United Ministries in Christ Church
- Fayetteville Operation Inasmuch
- Global Covenant, Inc.
- The Soul Harvest Apostolic Church
- Greater First Baptist Church
- Harvest Family Church
- Rosa Herman Ministries International
- Heal the Land Outreach Ministries
- Jesus is the Answer Worship Center
- Cumberland Road Volunteer Fire Department, Inc.
- Stoney Point Fire Department, Inc.
- Pearce's Mill Fire Department
- Gray's Creek Volunteer Fire Department, Inc.
- Beaver Dam Volunteer Fire Department of Cumberland County
- Wade Community Fire Department, Inc.
- Cotton Volunteer Fire Department, Inc.
- Eastover Volunteer Fire Department, Inc.
- Godwin Falcon Fire Department, Inc.
- The Young Adults Project of Cumberland County (The YAP)
- The Tulsa Initiative, Inc.
- The Two-Six Project
- Greater Life of Fayetteville
- Future Endeavors Life Program
- Employment Source, Inc.
- Young Men's Christian Association of Fayetteville
- Future Starts Now, Inc.
- LIAM Outreach and Community Support Center
- Margie McLean Foundation
- Carolina Crew FC Incorporated
- Let's Make It Happen Together, Inc.
- thegroupTheory, Inc.
- Jai6 Youth Program
- Penelope Praises
- Follow the Spectrum
- Las Amigas Fayetteville Elite Chapter, Incorporated
- Legal Aid of North Carolina
- Community Concerts of Fayetteville, Inc.
- Fayetteville Symphony Orchestra, Inc.
- The Gilbert Theater, Inc.
- Combined Unified Services
- Sandhills Jazz Society
- Cape Fear Botanical Garden

RECOMMENDATION / PROPOSED ACTION

Recognize the nonprofit organizations that received funding through the Community Impact Grant Program.

Following the meeting, a ceremonial check presentation will be held with Commissioners and funding recipients.



CLERK TO THE BOARD OF COMMISSIONERS

MEMORANDUM FOR BOARD OF COMMISSIONERS AGENDA OF SEPTEMBER 2, 2025

TO: BOARD OF COUNTY COMMISSIONERS

FROM: ANDREA TEBBE, CLERK TO THE BOARD

DATE: 8/25/2025

SUBJECT: APPROVAL OF A PROCLAMATION RECOGNIZING NATIONAL RECOVERY MONTH

BACKGROUND

A request was received for a proclamation recognizing National Recovery Month in Cumberland County.

RECOMMENDATION / PROPOSED ACTION

Respectfully request approval of the proclamation.

ATTACHMENTS:

Description

Nationa Recovery Month 2025

Type

Backup Material

Proclamation

WHEREAS, everyday, millions of Americans prove that recovery from alcohol and substance use disorders is possible – yet at the same time, millions more are struggling with the disease of addiction; and

WHEREAS, substance use disorders affect all communities nationwide, but with commitment and support, people with these disorders can achieve healthy lifestyles; and

WHEREAS, many individuals lead rewarding lives in recovery; by seeking help, people who experience substance use disorders can embark on a new path toward improved health and overall wellness; AND

WHEREAS, the focus of National Recovery Month this September is to celebrate their journey; Recovery Month spreads the message that prevention works, treatment is effective, and people recover; and

WHEREAS, the term “substance use disorder”, commonly known as addiction, is a disease of the brain, and many misconceptions surrounding it have contributed to harmful stigmas that can prevent individuals from seeking the treatment they need. By treating substance use disorders as seriously as other medical conditions, with an emphasis on prevention and treatment, people can recover; and

WHEREAS, through National Recovery Month, people become more aware and able to recognize the signs of mental health and substance use disorders by raising awareness and people in need of recovery services are encouraged to seek help; and

WHEREAS, the National Recovery Month observance works to improve the lives of those affected by mental health and substance use disorders by raising awareness and educating communities about the effective services that are available.

NOW THEREFORE, we, the Cumberland County Board of Commissioners, do hereby proclaim September 2025 as National Recovery Month in Cumberland County.

Presented this 2nd day of September, 2025.

Kirk J. deViere, Chairman
Cumberland County Board of Commissioners



CLERK TO THE BOARD OF COMMISSIONERS

**MEMORANDUM FOR BOARD OF COMMISSIONERS AGENDA OF SEPTEMBER 2,
2025**

TO: BOARD OF COUNTY COMMISSIONERS

FROM: ANDREA TEBBE, CLERK TO THE BOARD

DATE: 8/25/2025

**SUBJECT: APPROVAL OF A PROCLAMATION RECOGNIZING CUMBERLAND
COUNTY PREPAREDNESS MONTH**

BACKGROUND

A request was received for a proclamation recognizing Cumberland County Preparedness Month.

RECOMMENDATION / PROPOSED ACTION

Respectfully request approval of the proclamation.

ATTACHMENTS:

Description

Preparedness Month Proclamation

Type

Backup Material

Proclamation

WHEREAS, all North Carolinians should be prepared for natural and man-made disasters as well as disease outbreaks; and

WHEREAS, North Carolina is traditionally an active state for tornadoes and severe thunderstorms, with tornado touchdowns and straight-line winds causing severe damage in parts of the state this year; and

WHEREAS, in 2024 the state experienced 37 tornado touchdowns, 432 flood incidents and 666 severe thunderstorms with damaging wind and 755 thunderstorms with wind and hail; and

WHEREAS, last year the National Weather Service in North Carolina issued 181 tornado warnings and 641 severe thunderstorm warnings, with an average warning time of 20 minutes; and 267 flash flood warnings, with an average warning time of 77 minutes; and

WHEREAS, every community, business, family and individual in Cumberland County must be ready for natural and man-made disasters including tornadoes, flooding, hurricanes, and public disturbances that might disrupt normal daily activities; and

WHEREAS, all Cumberland County residents can take a few simple steps – making a family disaster plan, creating an emergency supply kit, and staying informed – to help make preparedness and personal responsibility a priority; and

WHEREAS, Cumberland County residents should know the risks for their area and plan accordingly, and

WHEREAS, Cumberland County residents should help the elderly and those who cannot help themselves; and

WHEREAS, Cumberland County residents should include the safety of their pets and/or livestock in their emergency plans; and

WHEREAS, Cumberland County, North Carolina Emergency Management, the State of North Carolina, and the Federal Emergency Management Agency have collaborated to recognize September as Preparedness Month to encourage Cumberland County residents to be disaster ready.

*NOW THEREFORE, We, the Cumberland County Board of Commissioners, hereby proclaim the month of September 2025, as “**CUMBERLAND COUNTY PREPAREDNESS MONTH**” in Cumberland County and encourage all county residents to plan and prepare weather-related and man-made disasters by assembling their emergency supply kits and updating their emergency plans.*

Adopted this 2nd day of September 2025.

*Kirk J. deViere, Chairman
Cumberland County Board of Commissioners*



OFFICE OF THE COUNTY ATTORNEY

**MEMORANDUM FOR BOARD OF COMMISSIONERS AGENDA OF SEPTEMBER 2,
2025**

TO: BOARD OF COUNTY COMMISSIONERS

FROM: COUNTY ATTORNEY

DATE: 8/26/2025

**SUBJECT: APPROVAL OF TRANSFER OF GOVERNANCE OF THE FACVB TO
THE TDA**

BACKGROUND

At the meeting on June 6, 2025, the Board of Directors of the FACVB adopted the attached amendments to its articles of incorporation and bylaws to dissolve the FACVB's Board of Directors and replace it with the governing board of the Cumberland County Tourism Development Authority effective July 1, 2025. The minutes of that meeting are attached. The last section of the current bylaws, entitled "Amendments," states that Article IV and the Amendments section cannot be amended without the approval of the Board of County Commissioners. Although this section references Article IV, the Board of Commissioners does not exercise any authority in Article IV. The authority of the Board of Commissioners to appoint five of the members of the Board of Directors is in Article III. The current bylaws are also attached.

The Board of Commissioners created the FACVB as a nonprofit corporation in 1997 to take on the duties of the county department that was then providing the services undertaken by the FACVB as a nonprofit corporation. The board's Policy Committee recommended the FACVB's original bylaws to the Board of Commissioners by action February 20, 1997. The Board of Commissioners approved the Policy Committee's recommended bylaws March 17, 1997, but the bylaws that were approved by the board were not included in the minutes. The original bylaws could not be found by the county attorney or the clerk to the board.

RECOMMENDATION / PROPOSED ACTION

The TDA requested the Board of Commissioners to approve these amendments to allow the TDA become the Board of Directors of the FACVB. The county attorney advises that it is essential to maintain a Board of

Directors for the FACVB as a corporation.

ATTACHMENTS:

Description

FACVB MINUTES 6-6-25

Amendment to Articles of Incorporation

Amendment to Bylaws

FACVB BYLAWS 6-6-25

Type

Backup Material

Backup Material

Backup Material

Backup Material



Board of Directors Special Meeting Minutes

June 6, 2025, 12:00 PM

Via GoTo Meeting & Teams Video Conference

Roll Call

Voting Board Members Present:

- Manish Mehta
- Seth Benalt
- Sally Shutt
- Byron McNeill
- Sheba McNeil
- Michelle Williams
- RaShawn Moore
- Lily Schmidt
- Jodi Phelps

Voting Board Member Not Present:

- Nathan Ernst – Proxy Vote Submitted and attached
- Michelle Skinner

Ex-Officio Members Present:

- Nat Robertson
- Renee Lane

Others Present:

- Staff - Devin Heath
- Diane Rice, Cumberland County

Call to Order

Ms. McNeil called the DistiNCtly Fayetteville Board of Directors Meeting to order at 12:09 pm. A quorum was met with nine voting members present.

Old Business

Ms. McNeil recapped that the order of business was to correct the previously made motion at the May 21, 2025 meeting.

Ms. McNeil requested the board “To move to amend the bylaws and articles of incorporation to obtain the organizational transition of DistiNCtly Fayetteville, legally known as the Fayetteville Area Convention

& Visitors Bureau, Inc. to the Tourism Development Authority at midnight on June 30, 2025. This action will give the Cumberland County Tourism Development Authority, known as the TDA legal control of the DistiNctly Fayetteville organization and it's operations and all assets."

Mr. Benalt motioned to approve, and Mr. Moore seconded the motion. The motion received 8 votes in favor with votes from Ms. McNeil, Mr. Benalt, Ms. Shutt, Mr. Mehta, Mr. Moore, Ms. Phelps, Ms. Williams, and Mr. Ernst (by proxy). There was 1 vote against the motion by Mr. McNeill and 1 unavailable to vote, Ms. Schmidt. The motion passed at 8 votes in favor and 1 vote against the motion.

Ms. McNeil requested a separate action, "To amend the bylaws and articles of incorporation to dissolve the current DistiNctly Fayetteville Board of Directors, legally known as the Fayetteville Area Convention and Visitors Bureau and replace it with the Board of Directors of the Tourism Development Authority, with the transition on June 30th, 2025. I would also ask the board to allow myself as chair to work with Mr. Heath and their attorneys and the TDA board to ensure a smooth transition of the organization."

Mr. Benalt motioned to approve, and Mr. Moore seconded the motion. The motion received 9 votes in favor with votes from Ms. McNeil, Mr. Benalt, Ms. Shutt, Mr. Mehta, Mr. Moore, Ms. Phelps, Ms. Williams, Mr. McNeil, and Mr. Ernst (by proxy). There was 1 unavailable to vote, Ms. Schmidt. The motion passed unanimously.

Adjournment

Mr. Benalt motioned to adjourn the meeting at 12:25, and Ms. Williams seconded. All approved, and the Board Meeting was adjourned at 12:26 pm.

Attachment: Nathan Ernst Proxy Form

Proxy Form
Fayetteville Area Convention and Visitors Bureau, Inc.
(the "Company")

The undersigned hereby irrevocably constitutes and appoints SHEBA McNEIL their attorney-in-fact and proxy for the sole purpose of casting the vote allocated to the undersigned as a member of the Board of Directors of the Company (the "Board") on all matters submitted to vote at the Meeting of the Board on the 6 day of JUNE, 2025.

This the 6 day of JUNE, 2025.

Nathan K Ernst

Print Name: NATHAN K. ERNST

FIRST AMENDMENT TO THE ARTICLES OF INCORPORATION
OF THE FAYETTEVILLE AREA CONVENTION & VISITORS BUREAU, INC.
(THE “CORPORATION”)

This First Amendment to the Articles of Incorporation of the Fayetteville Area Convention & Visitors Bureau, Inc. D/B/A Distinctly Fayetteville (the “Corporation” or “FACVB”) is made and effective as of the date set forth below.

WHEREAS, the Corporation is a non-profit corporation organized and existing under the laws of the State of North Carolina; and,

WHEREAS, the Corporation desires to amend its Articles of Incorporation as set forth herein; and,

WHEREAS, the Corporation’s Board of Directors approved this Amendment on June 6, 2025, by affirmative vote of two-thirds (2/3) of the Board of Directors, with eight (8) of the eleven (11) Board Members voting in favor, as reflected by the Board’s meeting minutes and as confirmed by the signature of the Corporation’s Chairperson of the Board of Directors below; and,

WHEREAS, this Amendment was approved by the Cumberland County Board of Commissioners on _____, 2025, as reflected by the Board of Commissioners’ meeting minutes and as confirmed by the Chairperson of the Board of Commissioners below.

NOW, THEREFORE, the Articles of Incorporation of the Corporation are hereby amended as follows, effective as of the date set forth below.

1. Paragraph number 5, and each of its subparts, is deleted in its entirety, and replaced as follows:

“5. The directors of the corporation shall be composed of the same directors as those who occupy the Cumberland County Tourism Development Authority (“TDA”) Board of Directors.

2. Paragraph number 9 is deleted in its entirety.

This Amendment is effective as of the date set forth below.

Approved as of the ____ day of _____, 2025.

Sheba McNeil, Chairperson
FACVB Board of Directors

Kirk deViere, Chairman
Cumberland County Board of Commissioners

FIRST AMENDMENT TO BYLAWS
OF THE FAYETTEVILLE AREA CONVENTION & VISITORS BUREAU, INC.
D/B/A DISTINCTLY FAYETTEVILLE
(THE “CORPORATION”)

This First Amendment to Bylaws of the Fayetteville Area Convention & Visitors Bureau, Inc. D/B/A Distinctly Fayetteville (the “Corporation” or “FACVB”) is made and effective as of the date set forth below.

WHEREAS, the Corporation is a non-profit corporation organized and existing under the laws of the State of North Carolina; and,

WHEREAS, the Corporation desires to amend its Bylaws as set forth herein; and,

WHEREAS, the Corporation’s Board of Directors approved this Amendment on June 6, 2025, by affirmative vote of two-thirds (2/3) of the Board of Directors, with eight (8) of the eleven (11) Board Members voting in favor, as reflected by the Board’s meeting minutes and as confirmed by the signature of the Corporation’s Chairperson of the Board of Directors below; and,

WHEREAS, this Amendment was approved by the Cumberland County Board of Commissioners on _____, 2025, as reflected by the Board of Commissioners’ meeting minutes and as confirmed by the Chairperson of the Board of Commissioners below.

NOW, THEREFORE, the Bylaws of the Corporation are hereby amended as follows, effective as of the date set forth below.

1. Article III, Directors, is deleted in its entirety, and replaced as follows:

Article III

Directors

- Section 1.** **General Powers:** The business of the Corporation shall be managed by its Board of Directors.
- Section 2.** **Composition:** The Board of Directors for the Corporation shall be composed of the same Board Members as those Board Members who occupy the Cumberland County Tourism Development Authority (“TDA”) Board of Directors.
- Section 3.** **Term:** Each Member shall serve a term as established by the TDA at the time of their appointment. The term may not exceed three (3) years. No Member shall serve more than two (2) consecutive terms.

Section 4. Board Member Responsibilities: While at Board meetings and functions representing the Corporation, Board Members have a duty to subordinate personal and professional interests to the welfare of the Corporation and Cumberland County. All Board Members should seek to avoid any conflict between their respective personal and professional interests and the interest of the Corporation in all actions taken by them on behalf of the Corporation.

Approved as of the _____ day of _____, 2025.

Sheba McNeil, Chairperson
FACVB Board of Directors

Kirk deViere, Chairman
Cumberland County Board of Commissioners

CUMBERLAND COUNTY, NC

 FAYETTEVILLE

CONVENTION AND VISITORS BUREAU


DISTINCTLY
FAYETTEVILLE

By-Laws

245 Person Street
Fayetteville, North Carolina 28301
www.distinctlyfayettevillenc.com Visit Fayetteville NC

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Article I

OFFICE

- Section 1.** **Name:** This Corporation shall be known as the Fayetteville Area Convention and Visitors Bureau, Inc., [doing business as DistiNCtly Fayetteville.](#)
- Section 2.** **Principal Office:** The principal office of the Corporation shall be located at 245 Person Street, Fayetteville, North Carolina 28301.
- Section 3.** **Registered Office:** The registered office of the Corporation required by law to be maintained in the State of North Carolina may be, but need not be, identical to the principal office. Until otherwise changed by the Board of Directors, the registered office shall be 245 Person Street, Fayetteville, North Carolina 28301.

Article II

PURPOSE

To position Cumberland County as a destination for conventions, tournaments, and individual travel and to engage in any lawful act or activity for which non-profit corporations may be organized under Chapter 55A of the North Carolina General Statutes. In so doing, the Corporation shall have all powers granted under Chapter 55A of the North Carolina General Statutes.

Article III

DIRECTORS

- Section 1.** **General Powers:** The business affairs of the Corporation shall be managed by its Board of Directors.
- Section 2.** **Number of Board Members:** The number of members constituting the Board of Directors shall be eleven (11). The Board of Directors shall also have 8 non-voting ex-officio members.
- Section 3.** **Composition:** Said Board of Directors shall be comprised of the following individuals:
- (a) the County Manager or **his/her** designee,
 - (b) the City Manager of the City of Fayetteville or his/her designee,

- (c) the Director of the Crown Complex or his/her designee,
- (d) one representative nominated by hotels and motels within the County of Cumberland which have fewer than 100 rooms and appointed by the County Commissioners,
- (e) one representative nominated by hotels and motels within the County of Cumberland, which has in excess of 100 rooms and appointed by the County Commissioners,
- (f) one business representative within the County of Cumberland operating an attraction, restaurant, or other local business affected by the Tourism Industry elected by the County Commissioners,
- (g) two at-large members, appointed by the County Commissioners which are representative of one or more of the following groups:
 - (1) arts/cultural community,
 - (2) business community,
 - (3) military and has a demonstrated interest in travel and tourism in the County,
 - (4) business affected by tourism industry
- (h) one representative with hotels and motels within the County of Cumberland which has rooms subject to Occupancy Taxes and with meeting space excess of 6,000 square feet which shall be elected by the Board of Directors, [by removing the cap of meeting space, this opens the seat up to other hotels in Cumberland County].
- ~~(i) one representative of a hotel or motel within the County of Cumberland which has rooms subject to Occupancy Taxes and shall be elected by the Board of Directors,~~
- ~~(j)~~ (i) ~~one~~ two business representatives within the County of Cumberland operating an attraction, restaurant, or other local business affected by the Tourism Industry elected by the Board of Directors,
- ~~(k)~~ (i) Ex-officio positions require reciprocal board positions. Non-voting ex-officio positions are:
 - Tourism Development Authority Liaison
 - President of the Fayetteville Area Hospitality Association
 - President of the Greater Fayetteville Chamber of Commerce

President of the Cool Spring Downtown District

President of the Airborne and Special Operations Museum [this needs to be added to the By-Laws, seat is currently an ex-officio position].

President of the Fayetteville Cumberland County Economic Development Corporation

Past Chair of the Corporation

One (1) position at the Board of Director's discretion.

~~(f) The County Commissioners shall designate a Commissioner Liaison to a non-voting position.~~

Section 4. Appointment:

a. Board of Directors appointed positions can be appointed for 2 – three-year terms, but subject to re-appointment after the first term,

~~(m)~~ b. Board of Directors appointed positions can be reappointed after completion of their 2 – three-year terms after a minimum of two years has passed.

~~(n)~~ c. no hotel/motel or corporation or business group owning or managing several motels/hotels in the County of Cumberland shall have more than two members on the Board of Directors at any one time,

~~(o)~~ d. in making selections to the Board of Directors, particular attention should be made to enhancing the ethnic and gender diversity of the Board of Directors,

~~(p)~~ e. members of the Board of Directors do not need to be members of the Corporation,

~~(q)~~ f. vacancies on the Board of Directors will be filled within sixty (60) days of the vacancy by the appropriate body as outlined in Article IV of these By-Laws,

~~(r)~~ g. Members of the Board of Directors shall be owners, general managers, or top executives

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Section 5. Board Member Responsibilities

While at board meetings and functions representing the Fayetteville Area Convention & Visitors Bureau, Board Members have a duty to subordinate personal interests to the welfare of the Corporation and Cumberland County. Conflicting interests may be financial, personal relationships, status, or power. All Board Members should seek to avoid any conflict between their respective personal and financial interests (including professional or other business interests) and the interests of the Corporation in any and all actions taken by them on behalf of the Corporation in their respective capacities.

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Article IV**MEETINGS**

Section 1. Annual Membership Meeting: An annual meeting of the members of the Corporation, shall be held in January-September each year or at such other time as the Board of Directors may designate.

Section 2. Annual Meeting of the Board of Directors: An annual meeting of the Board of Directors shall be held during the month of January-May each year at a date, time, and place to be decided upon by the Board of Directors or, in the absence of action by the Board of Directors, at the principal office of the Corporation.

Section 3. Regular and Special Meetings: The Board of Directors shall have regular meetings quarterly on the fourth Wednesday on the third Wednesday of every other month (starting in January) unless there is not sufficient business to warrant a meeting. Special meetings of the Board of Directors may be called by or at the request of the President, Chairman, Vice-Chairman, Secretary, Treasurer, or any two directors. Such meetings shall be held at the corporate office within the County of Cumberland or at such place as may be from time to time approved by the Board of Directors. Meetings of the Board of Directors or any committee thereof may be conducted by conference telephone, videoconference or other electronic communication that supports visible displays identifying those participating, identifying those seeking recognition to speak, showing (or permitting the retrieval of) the text of pending motions, and showing the results of votes. These electronic meetings of the Board of Directors shall be subject to all rules adopted by the Board of Directors, to govern them, which may include any reasonable limitations on and requirements for Board of Directors' participation.

Section 4. Notice of Meetings: Annual or regular meetings of the Board of Directors may be held upon five (5) days' notice. The person or persons calling a special meeting of the Board of Directors shall, at least twenty-four (24) hours before the meeting, give notice thereof by the usual means of communication. Such notice of a special meeting shall specify the purpose for which the meeting is being called.

Section 5. Waiver of Notice: Any Director may waive notice of any meeting. The attendance by a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 6. Quorum: A majority of the number of persons serving as Directors, ~~or a majority of Executive Committee members~~ at any time, shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 7. Manner of Acting: Except as otherwise provided in these By-Laws, action by a majority of the Directors present at a meeting in which a quorum is present shall be an act of the Board of Directors.

Section 8 Executive Committee. The Executive Committee shall be comprised of the Chairman of the Board, Vice Chairman, Secretary, and Treasurer. The Chairman of the Board will serve as Chairman of the Executive Committee. The Executive Committee coordinates the activities of the Board of Directors, evaluates the President's performance, ~~and exercises the authority of the Board of Directors when a quorum of board members cannot be established for a regular or specially called meeting.~~ Any actions taken by the Executive Committee shall be reported to the full board at the next board meeting. The Executive Committee will not have authority to:

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- (a) rescind any action taken by the Board of Directors,
- (b) amend or repeal Articles of Incorporation or By-Laws,
- (c) merge, consolidate, or voluntarily dissolve the Corporation,
- (d) sell, lease, exchange, mortgage, pledge, or otherwise dispose of property,
- (e) select or remove the President, or
- (f) obligate the Corporation to any contract or expenditure of funds in excess of \$10,000.

Article V

OFFICERS

Section 1. Officers of the Corporation: The officers of the Corporation shall consist of the Chairman of the Board, Vice Chairman, Secretary, Treasurer, and such other officers as the Board of Directors may, from time to time, elect. Officers of the Corporation must be members of the Board of Directors.

Section 2. Election and Term: The officers of the Corporation shall be elected by the Board of Directors at the ~~April-May~~ meeting for a term of one year commencing on July 1 of the ~~following current~~ year ~~and may be subject to re-appointment for one additional year after their first term-~~

- Section 3. Removal:** Any Director shall be dropped for excess absences from the Board if s/he has three unexcused absences from the Board meetings in a ~~calendar~~ fiscal year. Any officer or Director elected or appointed by the Board of Directors may be removed by the Board of Directors when, in the judgment of the Board of Directors, the best interests of the Corporation will be served by the affirmative vote of two-thirds of the Board of Directors. Any officer or Director may resign at any time by delivering a written resignation to the President or the Secretary.
- Section 4. Vacancies:** Vacancies among officers of the Corporation may be filled by a vote of a majority of the Board of Directors at any annual, regular, or special meeting of the Board of Directors.
- Section 5. Chairman:** The Chairman of the Board shall, when present, preside at all meetings of the Board of Directors. He/She shall sign with any proper officer 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 Board of Directors shall delegate the signing and execution thereof to some other officer or agent. In general, he/she shall perform all duties incident to the office of the Chairman and such other duties as may be prescribed by the Board of Directors from time to time.
- Section 6. Vice-Chairman:** The Vice-Chairman shall, in the absence or disability of the Chairman of the Board of Directors, perform the duties and exercise the powers of that office. In addition, he/she shall perform such duties and have such other powers as the Board of Directors shall prescribe.
- Section 7. Secretary:** The Secretary shall be responsible for keeping accurate records of the acts and proceedings of all meetings of the Board of Directors. He/She shall be responsible for giving all notices required by law and by these By-laws. He/She shall have general care of all corporate books and records. He/She shall sign such documents as may require his signature and, in general, perform all duties incident to the office of Secretary and such other duties as may be assigned him/her from time to time by the Chairman or by the Board of Directors.
- Section 8. Treasurer:** The Treasurer shall oversee the financial aspects of the Corporation without having direct custody of funds and securities belonging to the Corporation, provided that the Board of Directors may appoint a custodian or a depository for any such funds or securities and the Board of Directors may designate those persons upon whose signatures or authority such funds may be disbursed or transferred.

Section 9. President and CEO: The President and CEO shall oversee the day-to-day operations of the Corporation and its employees in accordance with these By-Laws. The President and CEO is authorized to enter into contracts, sign financial and tax documents, serve as a spokesperson, and other legal tasks except as outlined in these By-Laws as authority resting with the Board of Directors.

Article VI

MISCELLANEOUS

- Section 1.** **Contracts:** The President and CEO may approve contracts that would obligate the Corporation for under \$100,000 or three (3) years or less. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument on behalf of the Corporation, and such authority may be general or confined to specific instances.
- Section 2.** **Loans:** No loans shall be contracted on behalf of the Corporation unless approved by the Board of Directors.
- Section 3.** **Checks and Drafts:** All checks, drafts or other orders for the payment of money issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.
- Section 4.** **Deposits:** All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such depositories as the Board of Directors shall direct.
- ~~**Section 5.** **Seal:** The corporate seal of the Corporation shall consist of two concentric circles between which is the name of the Corporation and in the center of which is inscribed "SEAL", and such seal, as impressed on the margin hereof, is hereby adopted as the seal of the Corporation.~~
- Section 65.** **Committees:** The Chairman of the Board shall, subject to the Board of Directors' approval, appoint any committees to consist of as many persons as he/she deems advisable.
- Section 76.** **Fiscal Year:** The fiscal year of the Corporation shall be the year beginning July 1st and ending June 30th.
- Section 87.** **Bond:** At the expense of the Corporation, the Board of Directors may, by Resolution, require any or all officers, agents, and employees of the Corporation to give bond to the Corporation, with sufficient sureties, conditioned on the faithful performance of the duties of their respective officers or positions, and to comply with such conditions as may from time to time be required by the Board of Directors.
- Section 98.** **Inspection of Books:** The books of the Corporation may be inspected for specific and proper purposes by persons determined by the Board of Directors to be entitled thereto at such reasonable times, and places as

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the Board of Directors may determine, upon application by the person's desiring inspection thereof.

Section 119. Independent Outside Audit: The Board of Directors shall require a comprehensive, independent outside audit (certified audit) of the books and financial records of the Corporation on an annual basis, to be completed no later than three months after the end of the fiscal year.

Section 412. Indemnification: Any person who at any time serves or has served as a director, officer, employee, or agent of the Corporation, or in such capacity at the request of the Corporation for any other corporation, partnership, joint venture, trust, or other enterprise, shall have a right to be indemnified by the Corporation to the fullest extent permitted by law against:

- (a) unreasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with any threatening, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative, and whether or not brought by him/her in connection with any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative, and whether or not brought by or on behalf of the Corporation, seeking to hold him/her liable by reason of the fact he/she was working in such capacity, and
- (b) reasonable payments made by him/her in satisfaction of any judgment, money decree, fine, penalty, or settlement for which he/she may have become liable in any such action, suit, or proceeding. The Board of Directors of the Corporation shall take all such action as may be necessary and appropriate to authorize the Corporation to pay the indemnification required by this By-Law, without limitation, to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him/her. Any person who at any time after the adoption of this By-Law 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 shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provision of this By-Law. In addition to all of the foregoing, the Board of Directors shall purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him/her and incurred by him/her in any such capacity, or

arising out of his/her status as such, whether or not the Corporation would have the power to indemnify him/her against such liability.

Section 1213. **Amendments:** These By-Laws may be amended or replaced, and new By-Laws may be adopted only by the affirmative vote of two-thirds (2/3) of the Board of Directors. However, Article IV and this section (Article VI, Section 12) may only be amended or replaced by the affirmative vote of two-thirds (2/3) of the Board of Directors and with the approval of the County of Cumberland Board of Commissioners.

These By-Laws were approved at a meeting of the County of Cumberland Board of Commissioners on August 16, 2021

X
FACVB Board of Directors Chairman Signature

X
Cumberland County Board of Commissioners Chairman Signature