

**KERNERSVILLE MUSEUM FOUNDATION, INC.  
CONSENT OF BOARD OF DIRECTORS  
TO ACTION WITHOUT A MEETING**

Pursuant to N.C.G.S. §55A-1-70, 55A-3-03, and 55A-8-21, the members of the Board of Directors (hereinafter “the Directors”) of the Kernersville Museum Foundation, Inc. (hereinafter “the Corporation”) hereby execute this consent as a waiver of notice of, and consent to, action of the Directors of the Corporation without a meeting.

This consent shall be effective as a waiver of notice of a meeting of the Directors for the purpose of taking the action set forth herein, said consent being signed by all the Directors.

The Directors hereby take the following actions by unanimous written consent:

1. The following resolution is adopted:

WHEREAS a public health emergency (hereinafter “the Emergency”) has been created by the global spread of the Novel Virus COVID-19 (hereinafter “COVID-19”); and

WHEREAS the Emergency has resulted in the declaration of a State of Emergency by the President of the United States and the Governor of North Carolina; and

WHEREAS the emergency declaration by the Governor of North Carolina has, among other things, prohibited the gathering in public of certain groups of people, and has instituted other precautionary measures (hereinafter “the Emergency Measures”); and

WHEREAS the Emergency Measures enacted by the Governor of North Carolina has made an “in-person” meeting of the Directors impractical; and

WHEREAS a number of the Directors are of such age as to make them particularly at risk to contract COVID-19; and

WHEREAS the the public health concerns related to COVID-19 make the assembly of a quorum of the Directors prescribed by the Corporation’s Bylaws for “in-person” meeting unlikely and impractical, and that in light of said concerns, such meeting is inadvisable; and

WHEREAS the Emergency constitutes as “catastrophic event” constituting an “emergency” as defined by N.C.G.S. §55A-3-039(d); and

WHEREAS N.C.G.S. §55A-3-03(c) provides that “Corporate action taken in good faith during an emergency under this section, to further the ordinary affairs of the corporation, binds the corporation and the fact that the action is taken pursuant to this section shall not be used to impose liability on a corporate director, officer, employee, or agent.”

NOW THEREFORE, BE IT RESOLVED that the Directors hereby declare that the Emergency constitutes a “catastrophic event” as defined by N.C.G.S. §55A-3-03(d), which allows the Directors to exercise “Emergency Powers” under N.C.G.S. §55A-3-03, and further that this declaration and all of the actions without a meeting set forth herein shall constitute “Corporate action taken in good faith during an emergency”.

2. The following resolution is adopted:

WHEREAS §55A-1-70 provides that “a corporation may agree to conduct a transaction by electronic means through provision in its articles of incorporation or bylaws or by action of its board of directors.”; and

WHEREAS as set forth above, the Emergency makes an “in-person” meeting of the Directors, impractical and inadvisable; and

WHEREAS the Directors believe it to be in the best interests of the Corporation for the Directors to have the ability to continue to further the ordinary affairs of the Corporation without the necessity of any “in person” meeting;

NOW THEREFORE BE IT RESOLVED that, pursuant to §55A-1-70, the Directors hereby approve the conduct of ordinary affairs of the Corporation and the Directors by electronic means, including, but not limited to: notice (as defined or required by the Corporation’s Bylaws) by electronic mail (“email”), written consent to action without a meeting with signature by the directors by digital or electronic means, and the meeting of the Corporation’s Executive Committee and Directors by teleconference, video conference, or other electronic conferencing methods.

3. The following resolution is adopted:

WHEREAS the Corporation’s Bylaws provide that new Directors and Officers shall be elected at the April meeting of the Directors; and

WHEREAS as set forth above, the Emergency makes an “in-person” meeting of the Directors for its regularly-scheduled April meeting, impractical and inadvisable; and

WHEREAS the Directors believe it to be in the best interests of the Corporation, for the new Directors and Officers to be elected by action of the Directors without a meeting;

NOW, THEREFORE BE IT RESOLVED that

- a. The following individuals shall be elected as officers of the Corporation, for a term of one (1) year, effective April 1, 2020 and continuing until March 31, 2021, or until such time as a duly elected successor shall take their place:
  - i. Board Chair: Angie Pearman
  - ii. 1<sup>st</sup> Vice Chair: Molly Smith
  - iii. 2<sup>nd</sup> Vice Chair: Kim Herman
  - iv. Secretary: Kay Pinnix
  - v. Treasurer: Monte Long

vi. Immediate Past Chair: Jason Grubbs

b. The following individuals shall be elected as Directors of the Corporation, for a term of three (3) years, effective April 1, 2020 and continuing until March 31, 2023:

- i. William Hairston
- ii. Kevin Masten
- iii. Kristi Record

The actions set forth herein shall become effective upon the signature of this Consent by all currently serving directors.

This 30th day of March, 2020.

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Jason T. Grubbs, Board Chair

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Kay Pinnix Secretary

WE CONSENT:

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Mark Chandler, Director

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Anne Coltrane, Director

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Jason Grubbs, Director

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Kim Herman, Director

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Monte Long, Director

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Wayne Mabe, Director

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Doran Maltba, Director

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Chandra Parker, Director

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Angie Pearman, Director

*Rick Plerce*

Rick Plerce (Mar 30, 2020)

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Rick Pierce, Director

*Kay Pinnix*

Kay Pinnix (Apr 6, 2020)

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Kay Pinnix, Director

*Bertha Prim*

Bertha Prim (Apr 6, 2020)

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Bertha Prim, Director

*Molly Smith*

Molly Smith (Apr 6, 2020)

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Molly Smith, Director











# 20200331 - Action Without A Meeting Consent - Final

Final Audit Report

2020-04-06


Created:	2020-03-30
By:	Jason Grubbs (jtg@coltranegrubbs.com)
Status:	Signed
Transaction ID:	CBJCHBCAABAAaTnLQYQmun0X1jur6_NDLcxEFibF7dD4

## "20200331 - Action Without A Meeting Consent - Final" History


-  Document created by Jason Grubbs (jtg@coltranegrubbs.com)  
2020-03-30 - 4:13:14 PM GMT- IP address: 70.61.115.194
-  Document emailed to Rick Plerce (rick.pierce@ngic.com) for signature  
2020-03-30 - 4:15:06 PM GMT
-  Email viewed by Rick Plerce (rick.pierce@ngic.com)  
2020-03-30 - 5:03:59 PM GMT- IP address: 167.19.28.254
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Signature Date: 2020-03-30 - 5:09:04 PM GMT - Time Source: server- IP address: 167.19.28.254
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2020-03-30 - 5:09:06 PM GMT
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2020-03-31 - 9:59:41 PM GMT- IP address: 71.71.67.118
-  Document e-signed by Bertha Prim (beeprim09@aol.com)  
Signature Date: 2020-04-06 - 1:45:38 PM GMT - Time Source: server- IP address: 207.106.161.129
-  Document emailed to Molly Smith (mollysmith@kernersvillenc.com) for signature  
2020-04-06 - 1:45:40 PM GMT
-  Email viewed by Molly Smith (mollysmith@kernersvillenc.com)  
2020-04-06 - 1:49:17 PM GMT- IP address: 98.121.106.83
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Signature Date: 2020-04-06 - 1:49:58 PM GMT - Time Source: server- IP address: 98.121.106.83

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2020-04-06 - 1:50:00 PM GMT

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2020-04-06 - 2:16:30 PM GMT- IP address: 71.71.68.114

 Document e-signed by Kay Pinnix (kay.pinnix@bhhscarolinas.com)

Signature Date: 2020-04-06 - 2:17:55 PM GMT - Time Source: server- IP address: 71.71.68.114

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2020-04-06 - 2:17:55 PM GMT