

Fayetteville/Cumberland County Dr. Martin L. King, Jr. Committee, Inc.  
P.O. Box 111 • Fayetteville, NC 28302

September 3, 2025

**Via Email and U.S. Mail**

Atty. Larry D. Hall

**Berman & Associates**

123 West Main Street, Suite M-08

Durham, NC 27701

**Re:** Response to your **August 26, 2025** “Cease-and-Desist” letter

Counsel:

We acknowledge receipt of your correspondence dated August 26, 2025, sent “on behalf of current and former members” and asserting bylaw and grant-compliance violations, followed by demands for leadership surrender, immediate elections, mass records production, and a special meeting regarding the “Spiral” project. We categorically **deny** each allegation, affirm our **full compliance** with the Committee’s bylaws and external funding agreements, and will not acquiesce to extra-bylaw demands. In our view, these accusations reflect **disgruntled political posturing** by persons aligned with this effort rather than evidence-based governance concerns.

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## **I. Governance and meetings are conducted in accordance with the bylaws**

**Board size and meetings.** The bylaws provide that the Committee has **between five (5) and fifteen (15)** directors and require the Board to hold **no fewer than four meetings annually**. Those meetings are distinct from the standing **monthly Committee** meeting. We adhere to that framework. As summarized contemporaneously, the **Committee President (Mrs. Branch)** schedules and presides over the monthly Committee meetings, while the **Board Chair** is responsible for Board meetings—exactly as the bylaws contemplate.

**Officers and duties.** The bylaws identify corporate officers and delineate the responsibilities of the **Secretary** and **Treasurer**, including maintaining minutes and financial records. These offices exist and function as required. Assertions that Section **4.03.01** (a director-term provision) proves the absence of officers are misplaced; officer duties are set in **Article 6** (e.g., **§6.07 Treasurer**), not §4.03.01.

**Notice.** Meeting notice practices for Board sessions comply with **Article 4.07** (Regular/Special Meetings and related notice provisions). We maintain sign-in records, agendas, and minutes reflecting quorum and action.

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## II. Financial controls, transparency, and document retention are robust and active

**Controls on disbursements.** Article 7.02 requires that checks above \$1,000 be counter-signed by at least two officers, and §7.03 provides for proper depositories—controls we follow.

**Transparency and records.** Article 11 describes transparency (e.g., IRS Form 1023/990 availability; board materials policy), and Article 10 codifies document retention. Financial files are maintained by CPA Alfred Jones, and Board minutes document the delivery of reports at duly noticed meetings.

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## III. External compliance is confirmed by the State and aligned with the City MOU

**State grant (OSBM).** On August 18, 2025, the State’s Grants Administrator confirmed that, after reviewing the legislatively required quarterly expense reports, our expenses are consistent with the approved Scope of Work and the legislative intent, and that the State did not anticipate additional action—while encouraging timely construction to avoid future statewide budget-cycle risks.

**City MOU (Park/Spire project).** Our memorandum of understanding with the City of Fayetteville delineates roles and fiscal safeguards for the Park and memorial, including the City CFO’s fiscal management, monthly financial statements to the Committee, and cooperative project administration—further demonstrating transparent, multi-party oversight. (See Section D — Cost Sharing/Final Accounting and Section E — Duties and Responsibilities.)

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## IV. Point-by-point response to the five allegations in your letter

1. **“Failure to conduct/file financial audits timely.” Denied.** The bylaws impose specific financial controls and transparency requirements; they do not mandate an annual external audit. Records are maintained by our CPA and Board reports are provided at meetings. The State (OSBM) has expressly found our expenditures consistent with our Scope of Work and legislative intent.
2. **“Failure to have a Secretary and Treasurer (citing §4.03.01).” Denied.** Section 4.03.01 concerns director terms, not officer existence. Officer positions and duties are set

in **Article 6**; those functions (including the Treasurer’s oversight) are active and documented.

3. **“Failure to provide adequate notice of meetings (citing §4.07.02).” Denied.** Our notice practices comply with **Article 4.07**. The bylaws also distinguish Board meetings from the standing monthly Committee meeting led by the Committee President; we follow that structure.
4. **“Failure to provide timely financial and committee reports.” Denied.** The **Treasurer and Committee President** report in accordance with **Article 6** and **Article 11**; minutes reflect these reports.
5. **“Failure to transparently administer grant funds for the Spiral.” Denied.** The State’s written confirmation establishes that our **quarterly expense reports** align with the Scope of Work and legislative intent; the City MOU sets out further fiscal and project oversight.

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## V. Responses to your demands

**Leadership surrender / suspension.** The bylaws prescribe the exclusive process for director removal—a **two-thirds vote of the Board**—and do not authorize removal by external demand. We will follow the bylaws, not extra-bylaw directives.

**“Immediate elections.”** Director terms and vacancies are governed by **Article 4.03**; unscheduled “immediate” elections are neither required nor appropriate absent a bylaw-recognized basis.

**Special meeting and wholesale production of “all” Spiral documents.** We already meet regularly under **Article 4.07**, maintain project records, and share information with the City and State consistent with the **MOU** and grant terms. We will continue to provide information **in accordance with the bylaws and applicable agreements**; however, we will not compromise procurement integrity or confidentiality.

**Mass distribution of “all financial and operational records to all organizational members.”** The corporation has **no membership classes**; the bylaws provide a defined transparency regime (e.g., IRS filings; board materials made available consistent with policy) rather than unlimited disclosure to undefined “members.” We will continue to honor those provisions and all legal requests from authorized bodies.

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## VI. Clarification regarding separate “resignation requirements”

We also note a separate list of personal “resignation requirements” circulating in recent communications (e.g., demands about bank signatories, online access, social-media takedowns, and “no recourse” assurances). Those items are **not** prerequisites under the bylaws for ordinary

officer/agent transitions and will be handled, if applicable, through proper corporate processes and law—not by private conditions.

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## VII. Good-faith path forward

We will continue the Committee's business consistent with the **bylaws**, **State grant guidance**, and the **City MOU**, including timely coordination to keep the project on schedule. If you or your clients have specific, good-faith questions grounded in the bylaws or governing agreements, we will address them through the Board's established processes. To the extent your clients or third parties wish to pursue claims premised on the allegations above, please be advised that the written record—including our bylaws (Articles **4**, **6**, **7**, **10**, and **11**), the **OSBM** confirmation, and the **City MOU**—contradicts those claims.

Finally, for completeness: our prior correspondence (including the **September 2–3, 2025** email summaries and the intake exchange with outside counsel) reflects these same facts—board size, meeting cadence, officer responsibilities, CPA custody of financial files, and regular reporting to the State and City.

The names of these individuals, Shearl Turner, Dr. Floyd Johnson, and email: [earthhealthy4ever3@gmail.com](mailto:earthhealthy4ever3@gmail.com) are on the email list. To the best of my knowledge, I have no knowledge of their participation in meetings or any organizational functions during the appointment as Board Chairman of the Fayetteville Cumberland County, Dr. Martin Luther King, Jr. Committee.

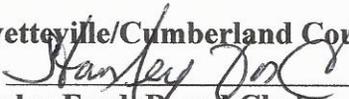
The delivery of electronic email and certified mail will take place.

Please address any omissions to me, and I will address them.

This letter is sent **without waiver** of any rights, claims, or defenses, all of which are expressly reserved.

Respectfully,

Fayetteville/Cumberland County Dr. Martin L. King, Jr. Committee, Inc.

By:   
Stanley Ford, Board Chair

cc: Clients identified in your August 26, 2025, letter (Cumberland County Commission; Fayetteville City Council; Cumberland County Legislative Delegation)