

The N.C. Center for Nonprofits recommends that an attorney who is knowledgeable about nonprofit law review your bylaws. If your nonprofit makes significant changes to your articles of incorporation, you will need to submit these changes to the IRS and the N.C. Department of the Secretary of State. Examples include changes in principal office, registered office and/or registered agent, and your organization's mission.

BYLAWS

ARTICLE I: Name and Purpose

Section 1. **Name.** The name of the organization shall be _____ hereinafter called the "Corporation.

Section 2. **Purpose.** The purpose of the Corporation is to _____ in the state. The Corporation, which is organized under the Non-Profit Corporation Act of North Carolina, 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.

Section 3. **Offices.** The principal office and registered agent of the Corporation shall be located in _____ North Carolina. The Corporation may have such other offices, within or outside the city of _____ as may be designated by the Board of Directors, or as shall be appropriate or necessary for the conduct of the affairs of the Corporation.

ARTICLE II: Membership

Section 1. **General Rights and Powers.** Except as otherwise provided by law, by the Articles of Incorporation, or by these bylaws, the number, classes, qualifications, rights, privileges, dues, fees, responsibilities, and the provisions governing the withdrawal, suspension, and expulsion of members shall be determined by the Board of Directors. Except as may otherwise be required by law, the Articles of Incorporation, or these bylaws, any right of members to vote and any right, title or interest in or to the Corporation, its properties and franchises, shall cease and divest upon termination of membership, except that liability of a member for sum due the Corporation shall survive such termination unless otherwise expressly provided by the Board of Directors.

Section 2. **Qualifications for Membership.** _____ which are registered in North Carolina and which are or would be eligible to be tax-exempt under Section 501(c)(3) or successor provisions of the Internal Revenue Code will be eligible for membership in the Corporation, subject to any additional standards which may be set by the Board of Directors.

Section 3. **Election of Members.** Members shall be elected upon the affirmative vote of a majority of the Board of Directors present at a duly constituted meeting upon nomination by at least one member of the Board.

Section 4. **Voting Rights.** Except as otherwise provided in these bylaws, each member shall be entitled to one vote on each matter upon which members have voting rights.

Section 5. **Compensation.** No member shall receive any compensation for his or her service in such capacity, except that the Board of Directors may by resolution provide for reimbursement for actual disbursements expended on behalf of or in service to the corporation and according to policies authorized by the Board of Directors.

ARTICLE III: Annual Meeting

Section 1. **Annual Meeting.** The annual meeting shall be held at a time and place to be determined by the Board of Directors.

Section 2. **Special Meetings.** Special meetings may be called by the Chair of the Board, the President/Executive Director, by one-third of the members of the Board of Directors, or by the members having one-tenth of the votes entitled to be cast at such meeting.

Section 3. **Notice.** Written notice stating the place, date, and hour of the Annual Meeting and any special meetings shall be mailed by regular mail to the address of record for each member entitled to vote at the meeting not less than two weeks nor more than 90 days before the date of the meeting, by or at the direction of the Secretary.

Section 4. **Quorum.** One fifth of the number of members then in good standing present in person or by proxy shall constitute a quorum for the transaction of any business. If at any meeting of the members there is less than a quorum present, a majority of those present may adjourn the meeting, without further notice, until a quorum is obtained.

Section 5. **Proxies.** At any meeting of the members, a member entitled to vote may do so by proxy executed in writing for that meeting. Proxies may confer general voting rights, or they may be limited to prescribed action on a particular issue.

Section 6. **Manner of Acting.** A majority of the votes cast on a matter to be voted upon by the members present or represented by proxy at a duly constituted meeting shall be necessary for the adoption thereof unless a greater proportion is required by law or these bylaws.

Section 7. **Alternative Action.** Any action required by law to be taken at a meeting of the members, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the members entitled to vote with respect to the subject matter thereof and filed with the Secretary of the Corporation as part of the corporate records, whether done before or after the action so taken. Meetings may also be held in a form other than physical presence, such as conference calls or teleconferences. Any other action which may be taken at a meeting of members, including the election of Directors, may be conducted by mail ballot in such manner as the Board of Directors may by resolution determine.

ARTICLE IV: Board of Directors

Section 1. **General Powers.** The property, business, and affairs of the

Corporation shall be overseen by its Board of Directors in accordance with these Bylaws and the purposes of the

The Board is responsible for overall policy and direction of the Corporation and delegates responsibility for day-to-day operations to the President/Executive Director. Specific powers of the Board of Directors include but are not limited to:

- a. defining the mission, goals, and objectives of the Corporation, and assigning priorities among the goals and objectives when needed;
- b. selecting the Corporation's President/Executive Director and periodically reviewing his or her performance;
- c. approving major personnel policies;
- d. reviewing and approving the Corporation's budget;
- e. raising the financial resources required to meet the Corporation's goals and objectives, as coordinated by the President/Executive Director, and establishing general fund raising policies; and
- f. conducting a biennial review and evaluation of the Corporation's performance of the goals and objectives of highest priority.

Section 2. **Number and Qualifications.** The number of Directors shall be not less than four nor more than fifteen, of whom eight shall be elected by the members of the Corporation in accordance with these bylaws and seven appointed by the elected Directors and the continuing appointed Directors. Directors shall have a demonstrated commitment to the Corporation's mission.

Section 3. **Nomination.** The Chair of the Board of Directors shall appoint a Nominations Committee which shall be responsible for producing a slate of candidates for election to the Board of Directors, in accordance with such procedures as the Board of Directors may by resolution determine. The Nominations Committee shall provide each member of the Corporation, in such form as the Board of Directors may prescribe, a description of the procedure for nomination and election of Directors.

Section 4. **Election.** Directors shall be elected by written mail ballot sent by regular mail to the address of record of each member of the Corporation. A candidate or candidates shall be deemed elected upon receipt of a plurality of the votes cast by date certain.

Section 5. **Appointed Directors.** The Board of Directors in office at the time that a call for nominations is made shall by majority vote appoint to the Board of Directors one person for each vacancy in the appointive seats thereof. The newly appointed directors will serve during the same term as the Directors elected for the upcoming term.

Section 6. **Term of Office.** Directors shall serve for a term of two years, or until a successor is duly elected or appointed, except that in the case of the first Board of Directors established after the effective date of these Bylaws four of those elected and three of those appointed shall serve for a term of one year. Except as provided otherwise in these bylaws, the term shall begin at the Annual Meeting following election or appointment. Each Director shall hold office until his or her term expires, death, resignation, removal, disqualification, or his or her successor has been elected or appointed. No Director, whether elected or appointed, may serve more than six consecutive years. Any director may resign at any time by

giving written notice to the Chair of the Board. The resignation takes effect upon receipt of notice or at a later date if specified in the notice; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any director may be removed at any time with or without cause by two-thirds vote of the Board of Directors.

Section 7. **Vacancies.** Vacancies may be filled by majority vote of the remaining members of the Board of Directors for the unexpired term.

Section 8. **Quorum.** One half of the number of Directors then in office shall constitute a quorum for the transaction of any business, except that if the number of Directors then in office is four or fewer, then three Directors shall constitute a quorum. Except as otherwise provided in these bylaws, the act of the majority of the Directors present at a meeting of which a quorum is present shall be the act of the Board of Directors. A Director who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her contrary vote is recorded or his or her dissent is otherwise entered in the minutes of the meeting or unless he or she shall file written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to Directors who voted in favor of such action. If at any meeting of the Board of Directors there is less than a quorum present, a majority of those present may adjourn the meeting, without further notice, until a quorum is obtained.

Section 9. **Meetings.** Meetings of the full Board of Directors shall be held at least twice each year at such place within or outside of North Carolina as may be fixed by resolution of the Board, or as may be specified in the notice of the meeting. Regular meetings of the Board of Directors shall be held at times set by resolution of the Board. Any meeting of the Board may be held in a form other than physical presence, such as conferences or teleconferences. Special meetings of the Board may be called by or at the request of the Chair, the President, or any three Directors. Notice must be given at least one week in advance by any usual means of communication to each member of the Board of Directors, and any action taken at a special meeting shall be voidable upon a failure to obtain acknowledgement of receipt of notice from any member of the Board. Such notice need not specify the purpose of which the meeting is called. Notice need not be given of regular meetings of the Board of Directors held at times fixed by resolution of the Board. Meetings may be held at any time without notice if all the directors are present, or if at any time before or after the meeting those not present waive notice of the meeting in writing. Action on specific items can be taken by the Board by a mail ballot signed by a majority of the Directors then in office, or by similar usual means of communication.

Section 10. **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 expressed purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 11. **Committees.** The Board of Directors may create committees,

including an Executive Committee, which shall have and may exercise such powers as conferred or authorized by the resolutions creating them. The Chair of the Board shall appoint the chairpersons of all committees of the Board. If an Executive Committee is created, it shall be composed of Directors, shall consist of three or more members of the Board, shall include the Chair of the Board and the President/Executive Director, and shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board, subject to the direction and control of the Board of Directors. The designation of any committee and the delegation thereto of authority shall not relieve the Board of Directors, or any member of the Board, of any responsibility or liability imposed upon it or him or her by law. A majority of any such committee, if the committee is composed of more than two members, may determine its action and fix the time and place of its meetings, unless the Board of Directors shall provide otherwise.

Section 12. **Compensation.** No Director shall receive any compensation for his or her service in such capacity, except that the Board of Directors may by resolution provide for the reimbursement of actual travel and lodging expenses incurred in the performance of duties of Directors, to the extent provided by such resolution, and except as otherwise provided in these bylaws.

ARTICLE V: Officers

Section 1. **Officers.** The officers of the Corporation shall consist of a Chair of the Board of Directors, a Vice-Chair of the Board, a Secretary, a Treasurer, a President/Executive Director, additional Vice-Chairs as the Board of Directors may authorize, and such subordinate officers as the Board of Directors may appoint or authorize the Chair or President/Executive Director to appoint. Any two or more offices may be held by the same person, but no officer may act in more than one capacity where action of two or more officers is required.

Section 2. **Election.** The Board of Directors, initially and at each subsequent annual meeting thereafter, shall elect from among the Directors the Chair, Vice-Chair, Secretary, and Treasurer, and such Vice-Chairs as the Board may have authorized. Each officer shall hold office until the next annual meeting or until his or her death, resignation, retirement, removal, or disqualification, if such occurs before the next annual meeting or until his or her successor has been elected and qualified. If necessary to fill offices that have become vacant, the Board may elect officers at any regular meeting.

Section 3. **Vacancies.** The term of office of any office shall terminate upon the election and qualification of a successor or upon the effective date of his or her resignation submitted in writing to the Secretary of the Board of Directors, upon his or her death, or upon a vote of two-thirds of the Directors then in office to remove him or her from office if in their judgment the best interests of the Corporation will be served thereby. Any vacancy among the officers shall be filled by the Board of Directors. Any officer or assistant officer may also be removed from office by the Board of Directors or the Chair, whichever is the appointing authority, upon such terms as may have been specified in writing at the time of appointment of such officer.

Section 4. **Chair.** The Chair shall chair the Annual Meeting and meetings

of the Board of Directors and shall perform the following duties and responsibilities:

- a. appoint the chairpersons of all Board committees and serve as liaison among the Corporation's Board, its committees, and the staff;
- b. maintain liaison as needed with foundations supporting the Corporation and other potential funding sources;
- c. facilitate and coordinate the Board's discharge of its responsibilities as set forth in the bylaws and by Board resolutions; and
- d. such other responsibilities as provided in the Corporation's bylaws or as may be directed by the Board.

Section 5. **Vice-Chair.** The Vice-Chair, or Vice-Chairs if authorized, shall have such powers and perform such duties as the Board of Directors may prescribe or as the Chair may delegate, provided that the First Vice-Chair shall sit in the stead of the Chair in his or her absence.

Section 6. **Secretary and Assistant Secretary.** The Secretary shall do or oversee the following: the keeping of minutes of all meetings of the Board of Directors and the Executive Committee, including all votes and resolutions adopted; the recording of all Corporate documents and records; the issuing of notices for the Annual Meeting and for meetings of the Board of Directors; and the filing of all reports required by governmental authorities. The Secretary shall have other responsibilities as the Board of Directors may prescribe. In the absence of the Secretary or in the event of his or her death, inability or refusal to act, the Assistant Secretary, unless otherwise determined by the Board of Directors, shall perform the duties of the Secretary, and when so acting shall have all the powers of and be subject to all the restrictions upon the Secretary. The Assistant Secretary shall perform such other duties as may be assigned by the Secretary or Board Chair.

Section 7. **Treasurer and Assistant Treasurer.** The Treasurer shall oversee the custody of all funds, securities, and assets of the Corporation. He or she shall make to the Board of Directors at each meeting an accurate account of the Corporation's receipts and disbursements; prepare or cause to be prepared a true statement of the Corporation's assets and liabilities within a reasonable time after the close of each fiscal year; and, in conjunction with the President, make financial information available to Board members and to the public. The Treasurer shall have other responsibilities as the Board of Directors may prescribe. In the absence of the Treasurer or in the event of his or her death, inability or refusal to act, the Assistant Treasurer, who shall be appointed by the Chair of the Board unless otherwise determined by the Board of Directors, shall perform the duties of the Treasurer, and when so acting shall have all the powers of and be subject to all the restrictions upon the Treasurer. He or she shall perform such other duties as may be assigned to them by the Board of Directors or by the Treasurer, Board Chair, or President.

Section 8. **President/Executive Director.** The President of the Corporation, who also holds the title of Executive Director, shall direct and execute all decisions of or programs adopted by the Board of Directors, shall act as the chief executive officer of the Corporation, shall serve as Assistant Secretary, and shall perform such other duties as the Board of Directors may prescribe or authorize. The foregoing duties shall include, but

not be limited to, the hiring and discharging of all employees; the execution of contracts or other instruments on behalf of the Corporation except in cases where the execution thereof is expressly delegated by the Board of Directors or by the bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; the signing of checks, drafts, or other orders for payment of money; the depositing of all monies and other assets in the name of the Corporation according to policies or in such depositories as the Board of Directors may prescribe; serving as a voting member of the Board of Directors; and serving on the Executive Committee if the Board of Directors authorizes an Executive Committee. The President/Executive Director shall furnish the Board with an operating and financial report at each meeting thereof. The President/Executive Director shall be appointed upon the majority vote of the Board of Directors present at a duly constituted Board meeting and shall serve at the pleasure of the Board of Directors, except that the Board may, at its discretion, retain the services of the President/Executive Director upon a contract for a fixed period of time.

Section 9. **Other Officers.** The duties and terms of office of any other officer or assistant officer appointed pursuant to Section 1 of this Article shall be specified by the Board of Directors or by the Chair or President if so authorized by the Board of Directors.

Section 10. **Surety.** The Board of Directors may require the Treasurer, President/Executive Director, or any other officer or assistant officer to furnish such surety as it may determine.

Section 11. **Compensation of Officers.** The President/Executive Director may be paid such reasonable compensation as the Board of Directors or its Executive Committee may authorize and direct. No other officer who is a member of the Board of Directors may receive any compensation, except as reimbursement for actual disbursements expended on behalf of or in service to the Corporation and according to policies authorized by the Board of Directors.

ARTICLE VI: Miscellaneous Provisions

Section 1. **Indemnification.** Every person who is or shall have been a director or officer of the Corporation and his or her personal representatives shall be indemnified by the Corporation against all costs and expenses reasonably incurred by or imposed upon him or her in connection with or resulting from any action, suit, or proceeding to which he or she may be made a party by reason of his or her being or having been a director or officer of the Corporation or of any subsidiary or affiliate thereof, except in relation to such matters as to which he or she shall finally be adjudicated in such action, suit, or proceeding to have acted in bad faith and to have been liable by reason of willful misconduct in the performance of his or her duty as such director or officer. "Costs and expenses" shall include, but without limiting the generality thereof, attorney's fees, damages, and reasonable amounts paid in settlement.

Section 2. **Fiscal Year.** The fiscal year of the Corporation shall begin on the first day of July of each year and shall end on the thirtieth of June of the next year, unless otherwise determined by the Board of Directors.

Section 3. **Corporate Seal.** The official seal of the Corporation shall have inscribed thereon the name of the Corporation. The official seal shall also contain such other words or figures as the Board of Directors may determine. The official seal may be used by placing, by any process whatsoever, an impression, facsimile, or other reproduction of said official seal.

Section 4. **Amendments.** The Bylaws may be altered, amended, or repealed and new Bylaws adopted upon the vote of two-thirds of the members of the Board of Directors present and voting at a duly constituted meeting, provided that notice of such proposed action, including the content thereof, be included in the call for the meeting. These Bylaws may also be amended by mail ballot upon the affirmative vote of two-thirds of the members of the Board of Directors. In the case of amendment by mail ballot, the notice of vote shall include a description of the proposed amendment and a statement as to its effect and purpose.

Section 5. **Activities of the Corporation.** No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law).

Section 6. **Conflict of Interest.** No contract or other transaction between the Corporation and one or more of its trustees or officers, or between the Corporation and any other corporation, firm, association or other entity in which one or more of the trustees or officers are directors or officers, or have a substantial financial interest, shall be approved by a vote of the Board or any committee thereof if such trustee or trustees or officer or officers (hereinafter called "interested trustee or trustees") are present at the meeting of the Board, or of a committee thereof, which authorizes such contract or transaction, or his or her votes are counted for such purpose, unless:

- a. The material facts as to such trustee's or officer's interest in such contract or transaction and as to any such common directorship, officership, or financial interest are disclosed in good faith or are known to the Board or committee, and the Board or committee authorizes such contract or transaction by unanimous written consent, provided at least one trustee so consenting is disinterested, or by a majority vote without counting the vote or votes of such interested trustee or officer even though the disinterested trustees are less than a quorum; or
- b. The material facts as to such trustee's or officer's interest in such contract or transaction and as to any such common directorship, officership, or financial interest are disclosed in good faith or are

known to the members entitled to vote thereon, if any, and such contract or transaction is authorized by a majority vote of such members.

Section 7. Dissolution and Distribution of Assets. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, 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 Board of Directors shall resolve, provided that upon dissolution, after payment of all debts, no part of the remaining assets may be distributed to any trustee, member, or officer 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 of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law), or to the United States, state or local governments, for a public purpose.

These bylaws were approved at a meeting of the Board of Directors of the
on