

MFS DRAFT
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BYLAWS

OF

THE NORTH CAROLINA CHIROPRACTIC ASSOCIATION, INCORPORATED,

a Nonprofit Corporation

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[NOTE: Table of Contents to be updated once revisions finalized.]

BYLAWS

THE NORTH CAROLINA CHIROPRACTIC ASSOCIATION, INCORPORATED

[NOTE: We should review the 1955 Articles. They likely need to be updated. One option as it relates to the Bylaws is to update the objectives and mission in the Articles and reference that in the Bylaws.]

ARTICLE I - NAME, OFFICES, PURPOSE

- A. Name: The name of the corporation is the “North Carolina Chiropractic Association, Incorporated”, hereinafter referred to as the “Association”.
- B. Principal Office: The principal office of the Association shall be located at such place as the Board of Directors of the Association (the “Board”) may fix from time to time.
- C. Registered Office: The registered office of the Association required by law to be maintained in the State of North Carolina may be, but need not be, the principal office.
- D. Other Offices: The Association may have offices at such other places, either within or without the State of North Carolina, as the Board may from time to time determine.
- E. Purpose: The purpose of this Association shall be as set forth in the Articles of Incorporation, as many be amended from time to time.

[NOTE: NCCA should have another set of governance documents that is more policy/procedure/detail oriented and is intended to be frequently and easily updated and modified. The Bylaws represents the core internal organizational document that describes the structure of the Board, Officers and Members and should be infrequently updated. It would be appropriate to include in the Policies & Procedures items such as a Conflict of Interest policy, Code of Ethics and Member class details. We can work with you to develop the initial Policies & Procedures.]

ARTICLE II - MEMBERS

A. Classes: There shall be classes of membership in the Association, which initial classes are listed below (as may be changed from time to time by the Board, with the members thereof being the “Members”). If an applicant fits into more than one class of membership, which class is assigned shall be at the Association’s discretion.

1. Active Members;
2. Non-Resident Members;
3. Student Members;
4. Non-Practicing Members; and
5. Honorary Members.

Active Members who are the only member class entitled to vote, are sometimes referred to in these Bylaws as “Voting Members” or the “Voting Membership”. The Board shall prescribe

the requirements, benefits, obligations and dues of each class and may remove, add or combine classes.

B. Dues: Subject to the approval of the Board, all dues and payment plans shall be set by the Chief Executive Officer.

C. Assessments: Emergency assessments for any unusual or special financial needs of the Association may be levied against Active Members by the Board not to exceed Two Hundred Fifty and No/100 Dollars (\$250.00) in any one (1) year. Any other emergency assessments must be approved by the Voting Members.

D. Suspension, Expulsion or Denial of Membership: Membership and the privileges thereof may be revoked, suspended, terminated, or denied upon the Board's determination that a Member has:

1. failed to adhere to or abide by (i) any part of these Bylaws or any other governing or guidance document of the Association, as amended or replaced; (ii) Chapter 90 of the North Carolina General Statutes (as the same may be amended from time to time) or any replacements thereof; or (iii) the rules and regulations of the North Carolina Board of Chiropractic Examiners as amended or replaced; or

2. exhibited a continued course of unprofessional conduct evidencing a deliberate intent to obstruct the orderly progress of a meeting or meetings of the Association; or

3. exhibited a continued course of unprofessional conduct that reflects poorly upon the Association.

E. Districts: The Association shall be divided geographically into districts (collectively, the "Districts", with each being a "District"). The number of Districts and the boundaries of the Districts shall be determined and changed at the discretion of the Board, and upon any such change the Board may then make such corresponding changes as it deems appropriate. Any Member may become a member in the District in which the Member practices (according to the practice address then on file with the Association). The Board shall appoint a district liaison ("District Liaison") for each District. Each District Liaison, while not a member of the Board, is provided notice of all Board meetings and encouraged to attend any Board meetings.

F. Dues: No later than November 1 of each year, each District Liaison may submit an annual budget request (which shall include district dues revenue and a detail of district expenses) for consideration by the Board in the Association's annual operating budget. All cash management and accounting for District activities shall be maintained by the Association.

G. Local Organizations: Nothing herein shall prevent the organization of local Chiropractic organizations or societies. However, they shall not have the authority to obligate the Association in any manner without proper written permission first having been obtained from the Board.

ARTICLE III- VOTING MEMBER MEETINGS

A. Place of Meetings. All meetings of the Voting Members shall be held at such place, if any, either within or without the State of North Carolina, or by means of remote communication, as shall be designated from time to time by resolution of the Board and stated in the notice of meeting. Without limiting the manner by which notices of meetings otherwise may be given effectively to Voting Members, any such notice may be given by electronic transmission in accordance with applicable law.

B. Annual Meeting of the Voting Members: The annual meeting of the Voting Members (“Annual Meeting”) shall be held at such date as determined by the Board. Notice of the Annual Meeting shall be given at least ten (10) days prior to such meeting in writing as may be determined by the Board, or in the absence of such determination, the Chief Executive Officer.

C. Special Meetings of the Voting Members: A special meeting of the Voting Members may be called by the Chief Executive Officer, approved by the Board. Notice of the time and place of any special meeting of the Voting Members shall be given to Voting Members at least ten (10) days prior to such meeting. The notice of every special meeting shall state the object of the meeting and no other business shall come before such meeting.

D. Voting: Each Voting Member is entitled to one vote on each matter subject to vote. The approval of a majority of Members at a meeting at which a quorum is present shall constitute the approval of the Voting Members.

E. Quorum: Unless, otherwise required by law, five percent (5%) of Voting Members present at a properly called meeting of the Voting Members constitute a quorum on matters presented.

F. Election of Directors: The election of Directors shall be by written ballot on or before September 30 (“Election Date”) of each calendar year at a special meeting of the Voting Members. At least 30 days prior to the date of the special meeting of the Voting Members, the Board shall distribute to the Voting Members the list of Director nominees approved by the Board (“Initial Nominee List”). Any Voting Member may nominate additional candidates by submitting written notice to the Association within 15 days after the date of Initial Nominee List. The Association shall circulate a final list of Director nominees to the Voting Members and permit Voting Members to vote in the six (6) day period prior to the Election Date.

G. Permitted Electronic Voting for Directors: The requirement of a written ballot at a special meeting of the Voting Members may be satisfied by a ballot submitted by electronic transmission by a Voting Member, provided that any such electronic transmission must either set forth or be submitted with information from which it can be determined that the electronic transmission was authorized by the Voting Member. Electronic approval, whether digital or encrypted, whether a signature or submission of an electronic ballot, is intended to authenticate such ballot and to have the same force and effect as a manual signature.

ARTICLE IV – OFFICERS

A. Titles: The officers of the Association (collectively, the “Officers”, with each being an “Officer”) shall be one (1) Chief Executive Officer, (1) President, one (1) Advisory Officer, one (1) Vice President, one (1) Secretary, one (1) Treasurer and such other Officers as

may be appointed herein. The Board from time to time may appoint other Officers, each of who shall hold office for such period, have such authority, and perform such duties as the Board from time to time may determine. The terms related to the Chief Executive Officer are described in Article IV, Sections F and G. The terms for all other Officers are described in Article IV, Sections B – E.

B. **Terms of Office:** Except with respect to the Chief Executive Officer and Advisory Officer, all Officers shall serve for one (1) year terms which shall begin on the first day of the calendar year following their appointment; provided however, an Officer may not serve more than three (3) consecutive terms in a particular Officer position.

C. **Appointment:** Officers will be appointed by the Board on an annual basis after the Annual Meeting and prior to the end of the calendar year. In order to be a qualified candidate for an Officer position, such person must be either (i) a Director then sitting on the Board whose term does not expire prior to the end of the one (1) year Officer term or (ii) a Director elected at that year's Annual Meeting. The term of all Officers appointed pursuant to this Section C shall begin on the January 1 of the year that follows such Director's election.

D. **Duties of Officers:**

1. **President.** The President shall preside over all meetings of the Voting Membership and of the Board. The President may call special meetings of the Board and of the Voting Membership. The President shall also serve as a member, ex- officio, with the right to vote, on all Committees except the Nominating Committee. Except as otherwise expressly provided for in these Bylaws, the President shall appoint the chairperson and the members of each of the Committees.

2. **Vice President.** Vice President shall assist the President in directing the affairs of the Association, and shall be the chairperson of the Membership Committee. The Vice President shall, in the case of death, absence, resignation, disqualification, refusal, or inability of the President to discharge the duties of the President, preside and perform the duties of the President during such absence, inability or unexpired term. The Vice President shall assist the President in directing the affairs of the Association. The Vice President shall have such other powers and perform such other duties as may be assigned by the Board.

3. **Secretary.** The Secretary shall be the recording and corresponding officer of the Association and the Board. The Secretary shall keep a record of the minutes of all applicable meetings. The Secretary shall have such other powers and perform such other duties as may be assigned by the Board.

4. **Treasurer.** The Treasurer shall report on the financial condition of the Association at all meetings of the Board, at other times called upon by the President, and at the end of each fiscal year. The Treasurer shall be the chair of the Finance Committee. The Treasurer shall have such other powers and perform such other duties as may be assigned by the Board.

5. **Advisory Officer.** The Advisory Officer position shall be the immediate past President and shall serve as an advisor to the Board. To the extent the immediate past President does not wish or is unable to serve as Advisory Officer, the Board shall appoint an Advisory Officer. The Advisory Officer does not need to be a Director. The Advisory Officer shall have such other powers and perform such other duties as may be assigned by the Board.

[NOTE: There is a scenario where we have 8 elected Directors and the CEO. This could occur if the Advisory Officer was one of the 8 elected Directors. There are several ways to handle. One option would be to require 8 elected Directors instead of a specific number of total Directors, giving NCCA the flexibility to have 9-10 Directors depending on whether the Advisory Officer was an elected Director. That is the structure in the current draft. One issue with this structure is that 8 elected Directors could lead to a 4-4 stalemate since the CEO does not vote. A more complicated option would be to require 10 Directors and permit a special election to fill the slot. That seems like a lot of work]

E. Additional Qualifications and Restrictions for Certain Officer Positions: A candidate for election to the office of President, or Vice President shall be required to have (i) been an Active Member, in good standing, for no less than the five (5) consecutive years immediately previous to such candidacy, and (ii) served at least two (2) years on the Board.

F. Chief Executive Officer: The Board shall appoint a salaried head of staff with the title of Chief Executive Officer and whose terms and conditions of employment shall be specified by the Board.

G. Chief Executive Officer Authority and Responsibility:

1. The Chief Executive Officer shall be responsible for all day-to-day operations and management functions of the Association, in accordance with these Bylaws, and the policies, goals and objectives set by the Board. The Chief Executive Officer shall be (i) under the supervision of the President and ultimately the Board, and (ii) a non-voting, ex-officio member of the Board (provided that the Board may go into executive sessions that exclude the Chief Executive Officer).

2. The Chief Executive Officer shall employ and fix the compensation of (within the approved budget), and may terminate the employment of, staff members to carry on the work of the Association. The Chief Executive Officer shall define the duties of the staff, supervise their performance, establish their titles, and delegate those responsibilities of management as shall be, per the Chief Executive Officer's reasonable judgment, in the best interest of the Association.

3. The Chief Executive Officer shall be the spokesperson for the Association.

4. The term of the Chief Executive Officer shall be determined by the Board.

ARTICLE V – DIRECTORS

A. Authority and Responsibility: The property, affairs and business of the Association shall be managed by the Board.

B. Composition and Election: The Board shall be composed of the following Directors:

1. The Advisory Officer shall be an *ex officio* voting Director. The Advisory Officer may, but is not required to be a Director elected by the Voting Members.

2. The Chief Executive Officer shall be an *ex officio* nonvoting Director.

3. Eight (8) of the Directors will be elected by the Voting Members. Four (4) Directors will be elected every year by the Voting Members in the election process set forth in Article III. Additional Directors may be elected by the Voting Members in the event of vacancies.

C. Terms of Office: Directors shall serve for two (2) year terms which shall begin on the first day of the calendar year following their election; provided however, each Director shall continue in office until such Director's successor shall have been duly elected.

D. Additional Qualifications and Restrictions for Director Positions: In order to be a qualified candidate for a Director position, such person must have been a Voting Member for no less than the two (2) consecutive years immediately previous to such candidacy.

ARTICLE VI – REMOVAL AND VACANCIES OF DIRECTORS, OFFICERS

A. Removal:

1. Any Director, or Officer may be removed at any time, with or without cause, by no less than a two-thirds (2/3) vote of the Board.

2. Any Director, or Officer may be removed at any time by a majority vote of the Board that such person has:

- (a) failed to adhere to or abide by (i) any part of these Bylaws or any other governing or guidance document of the Association (as any of the aforementioned may be amended from time to time, and including any replacements of any of the aforementioned); (ii) Chapter 90 of the North Carolina General Statutes (as the same may be amended from time to time) or any replacements thereof; or (iii) the rules and regulations of the North Carolina Board of Chiropractic Examiners (as the same may be amended from time to time) or any replacement thereof; or
- (b) exhibited a continued course of unprofessional conduct evidencing a deliberate intent to obstruct the orderly progress of a meeting or meetings of the Association; or
- (c) exhibited a continued course of unprofessional conduct that reflects poorly upon the Association.

B. Absence: Any Director who is absent from two (2) regular meetings of the Board during a single calendar year shall be automatically removed from the Board; provided however, that the Board may, for good cause shown, expressly excuse one (1) or more such absences.

C. Effect of Removal: Any removal of a Director or Officer shall immediately remove that Director or Officer from all other positions with the Association except status as a Member.

D. Resignations: Any Director or Officer may resign at any time by communicating such

resignation to the Secretary. Such resignation shall cause the removal of that individual from all other positions with the Association except status as a Member.

E. Vacancies:

1. A vacancy in any office because of death, resignation, removal or disqualification, or any other cause, shall be filled by the Board for the unexpired portion of the term; provided however, the Vice President shall fill any vacancy of the President's office.

2. A vacancy in any elected Director position because of death, resignation, removal or disqualification, or any other cause, shall be filled by a candidate elected by the Voting Members for the unexpired portion of the term. At the direction of the Board, such election may be (a) on the Election Date concurrently with the regular election of Directors pursuant to the process set forth in Article III or (b) by special election at another date and with different rules and guidelines as approved by the Board. The Board will continue to act during the period of vacancy even if the number of Directors is less than the number of Directors required in Article V.

ARTICLE VII - BOARD MEETINGS

A. Regular Meetings: The Board shall meet at the call of the President, no fewer than four (4) times every year, with such regular meetings called by the President.

B. Special Meeting: Special meetings of the Board shall be called upon the request of the President or any two (2) Directors.

C. Place of Meetings: Meetings of the Board may be held at any place within or without the State of North Carolina as shall be designated in the notice of the meeting.

D. Notice of Meetings: The Secretary shall serve notice of each Board meeting to the Directors by mail or electronic mail at least five (5) days before the applicable meeting. Unless otherwise indicated in the notice, any and all business may be transacted at a meeting. Attendance by a Director at a meeting shall constitute a waiver of notice, except in the event that a Director attends for the express purpose of objecting to notice not being properly given.

E. Quorum: The presence of a majority of Voting Directors at a duly called meeting shall constitute a quorum.

F. Manner of Acting: Except as otherwise expressly required these Bylaws or law, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.

G. Action Without Meeting: Action taken by the Board or a Committee without a meeting is nevertheless the action of the Board if written consent to the action in question is signed by all of the Voting Directors. Such consent shall be filed with the minutes of the proceedings of the Board.

H. Meeting by Telecommunications: Any one (1) or more members of the Board, a Committee or District board may participate in a meeting of the Board by means of a conference telephone or similar communications device which allows all of the participants in

the meeting to simultaneously hear each other during the meeting (including, but not limited to, videoconference), and such participation in a meeting shall be deemed present in person at such meeting.

ARTICLE VIII - COMMITTEES

A. Committees: The Board may create committees, councils or task forces of the Association (collectively, the “Committees”, with each being a “Committee”), with such Committees having and exercising such authority as may be proscribed by the Board; provided however, the Committees shall not have or exercise the authority of the Board.

B. Initial Committees: There shall be the following Committees:

1. Nominating and Awards Committee- The Nominating and Awards Committee shall nominate Director and District Liaison candidates. The Nominating and Awards Committee shall consist of (a) the Advisory Officer, who shall serve as the Chair of the Nominating and Awards Committee; and (b) two Directors appointed by the then serving President, provided that said Directors cannot be up for re-election while serving on the Nominating and Awards Committee and any such Director on the Nominating and Awards Committee who is up for re-election shall be automatically removed (without a vote of the Board being required) and replaced via appointment by the then serving President). The Nominating and Awards Committee will seek to include geographic diversity of Board candidates as a factor in selecting Director candidates.

2. Conflicts of Interest Committee

3. Constitution and Bylaws Committee

4. Finance Committee

5. Legislative Committee

6. Membership Committee

C. Committee Chairs: The President shall, within fifteen (15) days of taking office, appoint a chairperson of each of the then-existing Committee. Except as expressly provided herein, the chairperson of a Committee does not need to be a Director.

D. Other Committees: The Board may create additional Committees.

E. Committee Members: Committee members will be appointed by the Board and may be removed and replaced by the Board at any time. Except for the Nominating and Awards Committee, the Committees may include non-Director members.

F. Terms of Office: Each Committee member shall hold his/her position until the end of the calendar year in which he/she took his/her position.

G. Duties: The President, with the advice of the Board, shall set forth in writing the duties

of any new or special Committee at the time of such Committee's formation.

H. Reporting: Committee chairpersons are required to report the activities, progress and potential obstacles of the Committee activities to the Board at needed or requested, either in person, or by written report, unless granted an exception by the President.

ARTICLE IX - FINANCE

A. Fiscal Year: The fiscal year shall begin on January 1st and end on December 31st.

B. Bonding: All Officers and employees having care, custody, or control of property belonging to the Association must be adequately bonded at the Association's expense.

C. Budget: No later than December 31st of each year, the Chief Executive Officer shall prepare an annual, balanced budget and shall provide such budget to the Board for consideration at the first Board meeting of the year. Said proposed budget shall be subject to the review, revision and approval of the Board. No later than the end of the first quarter of the calendar year, the Board shall pass a budget for that fiscal year.

D. Review: Quarterly, or more often at the discretion of the Board or the Finance Committee, the Finance Committee shall provide to the Board, and the Board shall review, the budget, incurred expenses, and other applicable fiscal reports.

ARTICLE X - AFFILIATION

The Association, by a two-thirds (2/3) vote of the Voting Members present at any regular or called meeting of the Voting Membership, with quorum present, may affiliate with any state or national organization having the same or similar purposes as the Association.

ARTICLE XI - INDEMNIFICATION

A. Expenses and Liabilities:

1. Except as provided below, to the extent and upon the terms and conditions provided by the North Carolina Nonprofit Corporation Act as it exists or may hereafter be amended, the Association shall indemnify any and all of its Officers and Directors against liability and litigation expense, including reasonable attorneys' fees, arising out of their status as such. The Officers and Directors shall be entitled to recover from the Association, and the Association shall pay, all reasonable costs, expenses, and attorneys' fees in connection with the enforcement of rights to 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 right to which such person may be entitled apart from the provisions of this Bylaw. Such indemnification rights shall apply against liability incurred in a proceeding if the Officer or Director: (a) conducted himself in good faith; (b) reasonably believed: (i) in the case of conduct in his official capacity with the Association, that his conduct was in its best interest; and (ii) in all other cases, that his conduct was at least not opposed to its best interest; and (c) in the case of any criminal proceeding, had no reasonable cause to believe his conduct was unlawful.

2. The Association shall not indemnify a Director or Officer: (a) in connection with a proceeding by or in the right of the Association in which the Director or Officer was adjudged liable to the Association; or (b) in connection with any other proceeding charging improper personal benefit to the Director or Officer, whether or not involving action in his official capacity, in which the Director or Officers was adjudged liable on the basis that personal benefit was improperly received by the Director or Officer. The Association shall indemnify a Director or Officer who was wholly successful, on the merits or otherwise, in the defense of any proceedings to which the Director or Officer or officer was a party because he is or was a Director or Officer of the Association against reasonable expenses actually incurred by the Director or Officer in connection with the proceeding.

3. The Association also shall have the power, in its sole discretion, to indemnify any present or former Director, Officer, employee or agent or any person (who has served or is serving (i) in such capacity at the request of the Association in any other corporation, partnership, joint venture, company, trust or other enterprise or (ii) as a trustee or administrator under an employee benefit plan), with respect to any liability or litigation expenses, including reasonable attorneys' fees (incurred in such capacity by any such person) to the extent and upon the terms and conditions provided by the North Carolina Nonprofit Corporation Act as it exists or may hereafter be amended.

B. Advanced Payment of Expenses: Expenses incurred by a Director, Officer, employee or agent in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding as authorized by the Board in the specific case or as authorized or required under any charter or Bylaw provision or by any applicable resolution or contract upon receipt of an undertaking by or on behalf of the Director, Officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association against such expenses. Notwithstanding the provisions of the preceding paragraph, the Association shall, upon receipt of an undertaking by or on behalf of the Director or Officer involved to repay the expenses described in the second paragraph of the preceding [Section A of Article X] unless it shall ultimately be determined that he is entitled to be indemnified by the Association against such expenses, pay expenses incurred by such Director or Officer in defending a civil or criminal action, suit or proceeding in advance of the final disposition of such action, suit or proceeding.

C. Insurance: The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Association, or is or was serving at the request of the Association as Director, Officer, employee, trustee or agent of another nonprofit corporation or trust against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability.

ARTICLE XII

Contracts, Loans, Deposits, Liquidation

A. Contracts: The Board may authorize any Officer or agent, to enter into any contract or execute and deliver any instrument on behalf of the Association, and such authority may be general or confined to specific instances.

B. Loans: No loans shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances. In no event shall loans be made by the Association to members of the Board or Officers.

C. Checks and Drafts: All checks, drafts or other orders for the payment of money issued in the

name of the Association shall be signed by such Officer or Association employees of the Association and in such manner as shall from time to time be determined by resolution of the Board.

D. Deposits: All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such depository or depositories as the Board shall direct.

E. Gifts: The Board may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Association.

F. Forbidden Activities and Liquidation: No part of the net earnings of the Association shall inure to the benefit of or be distributable to its Officers, Directors, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its non-profit purposes and that the Association shall be authorized in the event of liquidation or dissolution to distribute the balance of all money and other property to one or more organizations which is exempt as organizations described in Sections 501(c)(6) of the Code or corresponding sections of any future Federal Internal Revenue laws, or to the Federal, state or local government for exclusively public purposes. The Association 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.

ARTICLE XIII General Provisions

A. Seal: The corporate seal of the Association shall consist of two concentric circles between which is the name of the Association and in the center of which is inscribed "SEAL"; and such seal, as impressed on the margin hereof, is hereby adopted as the corporate seal of the Association.

B. Waiver of Notice: Whenever any notice is required to be given to any member of the Association or any member of the Board under the provisions of the North Carolina Nonprofit Corporation Act or under the provisions of the charter or Bylaws of this Association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

C. Books and Records: The Association shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its meetings and committees.

D. Fiscal Year: The fiscal year of the Association shall begin on the January 1 and end on the December 1 in each year.

E. Gender: Wherever the context shall so require, all words herein in any gender shall be deemed to include the masculine, feminine, or neuter gender, all singular words shall include the plural, and all plural words shall include the singular.

F. Bond: The Board may, by resolution, require any or all Officers, agents and employees of the Association to give bond to the Association, with sufficient sureties, conditioned on the faithful performance of the duties of their respective offices or positions, and to comply with such other conditions as may from time to time be required by the Board.

G. Amendments: Proposed amendment(s) may be initiated by any Voting Member or the Board no fewer than ten (10) days before any Voting Membership meeting or at any time by the Board.

Amendments require approval by more than two-thirds (2/3) of the votes cast at any Membership Meeting.