

**Board of Director Bylaws**  
**Exchange Club Child Center for the Prevention of Child**  
**Abuse of North Carolina, Inc.**

Last updated: March 2018  
(Board Approved March 27, 2018)

**Article I**

*Name, Location and Purpose*

Section 1. Name:

The name of this not-for-profit Corporation shall be the Exchange Club Center for the Prevention of Child Abuse of North Carolina, Inc.

Section 2. Location:

Its principal office shall be located at 500 Northwest Boulevard, Winston-Salem, NC or at any other place as the Board of Directors directs. The Corporation may also have offices at such other places as the Board of Directors may from time to time appoint, or the purpose of the Corporation may require.

Section 3. Purpose:

The purposes for which the Corporation is organized, as are stated in Paragraph 3 of the Articles of Incorporation, are to aid, assist, investigate, and counsel families, adults and children regarding problems relating to child abuse, neglect, and deprivation within the State of North Carolina; also to participate, so far as circumstances may warrant, in any activity designed and carried on to promote the general welfare of the community, so long as such activity is related to the specialized field for which the Corporation was established.

**Article II**

*Board of Directors*

Section 1. General Powers:

The business and property of the Corporation and the management of its affairs shall be conducted by a Board of Directors referred to herein as the "Board" and "Directors". The Board shall have all powers in the direction and management of this Corporation consistent with applicable law, the Articles of Incorporation, and the Bylaws.

Section 2. Actions of the Board:

Any instrument required to be executed in the name of the Corporation shall be by the Chair or Vice-Chair, Secretary, Assistant Secretary or Executive Director. All actions of the Directors shall be taken either by resolution at a meeting or by written record without a meeting in accordance with waiver and consent procedures (Article III, Section 3). A copy of any resolution or action taken by the

Directors certified by any one of the Directors may be relied upon by any person dealing with the Corporation. No Director shall be liable for any loss in investments or diminution of the corporate assets unless caused by their intentional act or omission made in actual bad faith, and no Director shall be liable for the acts or omissions of any other Director.

Section 3. Number:

The Board of Directors shall consist of a maximum of 40 and a minimum of 13 Directors.

Section 4. Term:

Board Directors shall be elected for three year terms.. Directors may be appointed for a second three-year term and also may fill the unexpired term of another Director. Re-election for a third three- year term shall be interposed by twelve months' time. No Director shall serve three consecutive terms.

Section 5. Resignation:

Any member of the Board of Directors may resign by submitting a written notice of such intention to the Board.

Section 6. Removal:

A Director may be removed, with or without cause, by a two-thirds (2/3) vote of all Directors then in office, provided that notice of intention to call such a vote be submitted to all Directors at least 7 days before the meeting at which such a vote is to be taken. A period of six months inactivity or failure to fulfill board responsibilities may be considered as proper cause for removal.

Section 7. Compensation:

Directors of the Board shall receive no compensation for services as such; provided, however, that any expense incurred by any m acting in the performance of his or her duties shall be, with approval of the Board, paid by the Corporation.

Section 8. Code of Conduct:

The Corporation shall maintain a Code of Conduct Policy and all Board Directors shall be bound by said policy. The Code of Conduct Policy is attached.

Section 9. Conflict of Interest:

The Corporation shall maintain a Conflict of Interest Policy and all Board Directors shall be bound by said policy. The Conflict of Interest Policy is attached.

Section 10. Board Director Emeritus:

There shall be a category of Board Director known as a *Board Director Emeritus* who is nominated and elected by the Board. Board Directors emeritus

shall be selected from those Directors who have served on the Board of Directors with distinction and excellence. Emeritus Directors shall serve three (3) year renewable terms, and may end their term at any time. Emeritus Director candidates will have served the board with distinction and considered deserving of same for outstanding service.

A Board Director Emeritus shall be entitled to receive all written notices and information which are provided to the Board of Directors, to attend all Board meetings, to participate in meetings of the committees in which they serve, and encouraged to attend all other events conducted by the Exchange Club Center for the Prevention of Child Abuse of North Carolina, Inc. A Board Director Emeritus shall not be subject to any attendance policy, counted in determining if a quorum is present at meeting, entitled to hold office, or entitled to vote at any board meeting.

**Eligibility:** In order to be considered for designation as a Board Director Emeritus, a person must be a current or former Director of the Exchange Club Center for the Prevention of Child Abuse, Inc. Board of Directors who:

- Has served the Board of Directors with distinction
- Held an important leadership role, and made or continues to make significant contributions
- Engaged in major volunteer or advocacy activities in his or her service on the board
- Completed the term(s) for which he or she was appointed

**Election:** Annually, with the recommendation of the board nominating committee, the Executive Committee of the board will consider potential candidates and may nominate one (1) or more individuals for a board emeritus position. The Executive Committee will present the nomination(s) along with supporting statements to the Directors for its consideration. A simple majority vote of directors present at a meeting at which a quorum is present is sufficient to approve an appointment.

### **Article III** *Meeting of the Board*

#### Section 1. **Schedule:**

The annual meeting of the Board of Directors shall be held within thirty (30) days of the end of the fiscal year (July 1 -June 30) of the Corporation at the principal office of the Corporation or such other place as may be designated by the Board of Directors. Regular meetings shall be set at such times as the Board shall determine. In no event shall the Board meet fewer than six (6) times per year. Special meetings may be called by the Chair, or at the written request of two or more Directors.

#### Section 2. **Meeting Notices:**

Notice of regular meetings shall be sent by the Secretary or at the Secretary's direction, to all Board Directors at least 7 days prior to each meeting. Notice of special meetings shall be given to each Director by those persons responsible for calling the meeting at least 24 hours prior to the meeting. All notices of special meetings shall state the purpose thereof.

Section 3. Action taken without a meeting:

Any action that may be taken at a meeting of the Directors may be taken without a meeting if written consent to the action is signed, on or after the action, by all the Directors. Such consent shall be filed in the minutes of either the preceding or succeeding regularly scheduled meeting.

Section 4. Quorum:

One-half (1/2) of the members of the Board shall constitute a quorum for the transaction of business at any regular meeting. One-third (1/3) of the members of the Board shall constitute a quorum for the transaction of business at any special meeting. If a quorum is present, all actions require approval by a simple majority of the members present.

Section 5. Proxy:

There shall be no voting by proxy.

Section 6. Minutes:

The Secretary shall cause to be prepared and sent to each Director the minutes of each meeting of the Board of Directors at least seven (7) days prior to the Board's next regularly scheduled meeting. Dissenting votes shall be recorded and reported in such minutes. Absent Directors shall be deemed to have ratified all action reported in such minutes unless such Director reports in writing his opposition to any such action within five (5) days after his receipt of such minutes, which written opposition shall be recorded in such minutes.

**Article IV**  
*Officers*

Section 1. General:

The Directors shall elect a Chair, Vice-Chair, who shall serve as Chair – Elect, Secretary, and Treasurer. The Secretary shall have the power to appoint an Assistant Secretary and such Assistant Secretary need not be a Director of the Corporation. During absence of an officer, the Board of Directors may transfer the powers or duties to be described herein of any officer to any other officer of the Corporation.

Section 2. Terms:

Officers shall be elected for a term of one year and may be re-elected to serve a consecutive term of one year, but no more than two consecutive years and hold office until their successors are elected.

Section 3. Removal:

Any officer may be removed, with or without cause, in the interest of this Corporation at any meeting of the Board provided that the Directors determine that such removal is in the interest of the Corporation and provided that notice of the meeting of the Board of Directors must specify that removal of that officer be considered at the meeting.

Section 4. Chair:

The Chair shall preside at all Board meetings; shall have general supervision over all affairs of the Corporation and over the other officers; shall affix the signature of the Corporation to all deeds, conveyances, mortgages, leases, obligations, and other documents and instruments that may require the same; and shall perform all other such duties as are incident to this office.

Section 5. Vice-Chair:

In case of the absence, disability or death of the Chair, the Vice-Chair shall take their place and perform their duties. The Vice-Chair shall have such other powers and perform such other duties as may be assigned to them by the Chair or prescribed by the Board.

Section 6. Secretary and Assistant Secretary:

The Secretary shall issue notice to all Board meetings and shall attend and keep the minutes of the same; shall have oversight of all Corporate books, records, and papers; and shall perform all other such duties as are incident to this office.

Section 7. Treasurer:

The treasurer shall be the lead director for oversight of the financial condition and affairs of the corporation. The treasurer shall oversee and keep the board informed of the financial condition of the corporation and of audit of financial review results. In conjunction with other Directors or officers, the treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the corporation, are made available to the board of directors on a timely basis or as may be required by the board. The treasurer shall perform all duties properly required by the board or the board chair. The treasurer may appoint, with approval of the board a qualified fiscal agent or member of the staff to assist in performance of all of part of the duties of the treasurer.

## Article V *Committees*

### Section 1. General:

The Board of Directors shall have the power to create such standing or special committees as are deemed necessary to carry out the purposes of the Corporation and to prescribe rules and regulations for any such committee consistent with these Bylaws and applicable law. The Chair shall serve as ex-officio member of all committees. Each committee shall consist of at least two Board Directors. Employees and other members of the Corporation, and volunteers from the community may also be appointed to a committee to assist the Directors. The term of the committee chair is one year.

### Section 2. Executive Committee:

The Executive Committee shall consist of the Chair, Vice Chair, Secretary, and Treasurer. It may also consist of those Directors selected by the Chair and approved by the Board of Directors. The Executive Committee shall have such powers and duties as given to it by these Bylaws and by the Board of Directors. In the absence of action by the Board, and subject to its discretion, the Executive Committee shall have and exercise the authority of the Board of Directors in the management of the Corporation except that the Executive Committee shall have no authority to amend or repeal the Bylaws or adopt new Bylaws. The Chair of the Board shall be the Chair of the Executive Committee, and the Executive Committee shall meet upon the call of the Chairman.

### Section 3. Nominating Committee:

A Nominating and Orientation Committee for officers and Board Directors may be appointed by the chair at least thirty (30) days before each annual Board meeting. The nominating committee may be responsible for selection of candidates for officers and Board Directors and orienting same to their position. The nominating committee shall consist of no fewer of five board members.

### Section 4. Audit Subcommittee:

There shall be an audit subcommittee of the Finance Committee composed of three persons whose responsibility shall be to:

- Nominate the independent auditors;
- Discuss with the Corporation's independent auditors the scope and results of the annual audit examination;
- Review the annual financial statements of the Corporation prior to their submission to the Board of Directors;
- Inform the Board of Directors as it determines that the Board's responsibility for the quality of financial reporting and safeguard of the Corporation's assets are being met;
- Review the Corporation's 990 and present to the board for signature

- Consider such other matters in relation to the audit of the Corporation's accounts and in relation to the financial affairs of the Corporation and its accounts as the Committee may, in its own discretion, determine to be desirable.

Section 5. Limitations of Authority:

No committee shall have authority as to the following matters:

- Dissolution or merger of the Corporation;
- Amendment or repeal of bylaws, or adoption of new bylaws;
- Amendment of the Charter of the Corporation; Sale, lease, or exchange of any property of the Corporation Amendment or repeal of any resolution of the Board;
- The designation of committees or the filling of vacancies on the Board of Directors.
- Any other matters which the Board of Directors may from time to time resolve to be non-delegable.

**Article VI**

*Election of Officers and Directors*

Section 1. Election of Directors:

The nominating committee shall present to the Board at its annual meeting a list of persons recommended by it for election as Directors. A majority vote of those Directors present shall be necessary to the election of a Director.

Section 2. Election of Officers:

The officers shall be elected by the Board of Directors at its annual meeting. A majority vote of those Directors present is needed for election.

Section 3. Installation:

Installation of newly elected Directors and officers shall be effective as of the moment of confirmation of the vote, or upon such later date as shall be specified by the Board from time to time.

Section 4. Method of Voting:

Voting for officers and Directors may be by voice vote provided that any such vote shall be by ballot at the request of any Director of the board.

Section 5. Expiration of Term:

The terms of the officers and Directors shall expire at the moment of installation of newly elected officers and Directors, as described in Section 3 above.

**Article VII**

*Vacancies*

Section 1. Board of Directors:

All vacancies in the Board of Directors, whether caused by failure to elect, resignation, death, or otherwise, may be filled by a majority of the remaining Directors at any regular or special meeting, upon the recommendation of the nominating or executive committee. Installation is effective upon confirmation vote.

Section 2. Executive Committee:

All vacancies in the Executive Committee, whether caused by failure to elect, resignation, death, or otherwise may be filled by the Board of Directors at any meeting in the same manner as specified in Article VII, Section 1.

Section 3. Officers:

Vacancies in the officer positions may be filled in accordance with provisions in section 1 above.

Section 4. No Preclusion:

Nothing herein shall be interpreted to preclude any Director or officer, from serving the number of terms permitted by these bylaws in addition to the vacant position being filled by such Director or officer.

**Article VIII**  
*Fiscal Policies*

Section 1. Fiscal Year:

The fiscal year shall run from July 1 to June 30.

Section 2. Books and Accounts:

The books and accounts shall be kept in accordance with generally accepted accounting practices and shall be audited annually by a certified public accountant.

Section 3. Distribution of Assets:

In the event of dissolution of this Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities and obligations of the Corporation, distribute its assets in accordance with the Charter of the Corporation and the Resolution of the Board of Directors dated November 1, 1988 to the Winston-Salem Foundation. The Resolution is attached to the Bylaws.

Section 4. Unauthorized Compensation:

No compensation or payment shall ever be paid or made to any officer, Director, creator or organizer of this Corporation, or substantial contributor to it, except as a reasonable allowance for actual expenditures or services actually made or



rendered to or for this Corporation; and neither the whole nor any part or portion of the assets or net earnings, current or accumulated, of this Corporation shall ever be distributed to or among any such persons; provided, further, that neither the whole nor any part or portion of such assets or net earnings shall ever be used for, accrue to, or inure to the benefit of any member or private individual within the meaning of Internal Revenue Code Section 501 (c) 3.

Section 5. Gift Acceptance Policy:

Acceptance of gifts by any Director, executive director or staff shall be governed by the attached Gift Acceptance Policy.

Section 5. Deposits and Withdrawals:

The funds of the Corporation shall be deposited in such bank or trust company as the Directors shall designate and shall be withdrawn only upon the check of the Corporation signed by such officer or agent as the Board of Directors may by resolution designate.

Section 6. Disbursements:

All disbursements made in the name of this Corporation shall be duly recorded by the Bookkeeper and reported to the Treasurer who shall in turn report the individual disbursements by proper reports to the full Board of Directors.

**Article IX**

*Employees and Agents*

Section 1. General:

This Corporation may have such agents and employees as shall be determined from time to time by the Board of Directors and Executive Director.

Section 2. Executive Director:

The Board of Directors shall appoint an Executive Director who shall manage the business affairs of the Corporation under the direction and policies of the Board, and shall exercise such powers and duties as shall be delegated to them by the Board and these Bylaws, always to be consistent with the stated purposes of the Corporation.

**Article X**

*Non-Discrimination*

Section 1. General:

The officers, Directors, committee members, employees, and persons or organizations served by this Corporation shall be selected entirely on the basis of individual merit and consideration without regard to age, sex, sexual orientation, race, religion or national origin.

Section 2. Compliance:

This Corporation shall comply with the Civil Rights Act of 1964, as amended, and with other federal, state, and local laws and regulations concerning non-discrimination.

**Article XI**  
*Prohibited Activities*

Section 1. General:

Nothing herein shall authorize this Corporation, directly or indirectly, to engage in activities in violation of any applicable laws.

Section 2. Directors:

No power or authority shall be exercised by the Directors, officers, employees, or representatives of this Corporation in any matter or for any purpose whatsoever which may not be exercised by an organization which is tax exempt or by an organization donations to which are deductible from taxable income to the extent allowable by the provisions of Internal Revenue Code Section 501 (c) 3 and other applicable legislation and regulations as they now exist or may hereafter be amended.

**Article XII**  
*Amendments*

Section 1. General:

The Board of Directors shall have the power to make, alter, amend, or repeal the bylaws of this Corporation by a simple majority vote of the entire Board. Any such amendments shall be submitted to the Board of Directors in written or electronic form prior to the proposed amendment being voted on.

Section 2. Consistency with Applicable Laws:

Any amendments, alterations, changes, additions, or deletions from these bylaws shall be consistent with applicable laws. No amendment shall be made which may jeopardize the tax-exempt status of this Corporation.

Section 3. Review of Bylaws:

The Bylaws shall be reviewed in full at least every three years and amendments made when necessary.

Section 4. Publication of Bylaws:

The current bylaws shall be maintained on the website associated with the corporation.

**Article XIII**  
*Indemnity of Officers and Directors;*

## *Liability Insurance*

### Section 1. Indemnity:

Subject to any restrictions in the Articles of Incorporation or applicable laws this Corporation shall indemnify through regular Board action, any Director or officer, or former Director or officer, for expenses, including reasonable attorney's fees, actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they were made a party by reason of having been such an officer or Director, except in relation to matters to which they shall be adjudged in such action, suit, or proceeding to have acted in bad faith or to have been liable or guilty for willful misconduct in the performance of duty.

### Section 2. Advance 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 Corporation in advance of the final disposition of such action, suit, or proceeding as authorized by the Board of Directors in the specific case 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 Corporation as authorized in these bylaws.

### Section 3. Insurance:

The Corporation shall have the power to purchase and maintain insurance on the behalf of any person who is or was a Director, officer, employee, or agent of the Corporation, against any liability asserted against them and incurred by them in any such capacity, or arising out of their status as such, whether or not the Corporation would have the power to indemnify them against such liability.

### Section 4. Indemnification:

To the extent insurance proceeds or benefits are available, the Corporation shall indemnify to the maximum extent permitted by Chapter 55A of the General Statutes of North Carolina any one or more of the Directors, officers, or employees of the Corporation (and persons formerly in that status), and persons who serve or have served at the request of the Corporation as Directors, officers, partners, employees or agents of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, against judgments, penalties, settlements and other liabilities incurred by them in connection with any pending, threatened or completed action, suit or proceeding, whether civic, criminal, investigative or administrative (a "proceeding") and against reasonable costs and expenses (including attorneys' fees) in connection with any proceeding, where such liabilities and litigation expenses were incurred incident to the good faith performance of their duties. Any such indemnification shall be paid from any insurance proceeds or benefits available for this purpose. The foregoing does not restrict the Corporation from taking any action in accordance with Chapter 55A, Article 8, Part 5 of the General Statute of North Carolina.

Section 5. Bond Action:

The Corporation by Board action may provide such other protection to the Corporation and its Directors and officers as shall be permitted by applicable law and regulation.