

AMENDED AND RESTATED  
BYLAWS OF  
UNITED WAY OF THE CAPE FEAR AREA, INC.

ARTICLE I

Mission and Objectives

The Corporation is organized for exclusively charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under said Section 501(c)(3) of the Internal Revenue Code of 1986 and to engage in any lawful activity or activities for which corporations may be organized under Chapter 55A of the North Carolina General Statutes.

The mission of the Corporation is to mobilize resources to empower local people working toward leading self-sufficient healthy lives. Toward the accomplishment of this mission, the Corporation aims to make the necessary investments that will improve the quality of life in our communities by identifying and prioritizing needs in our communities; mobilizing people, organizations, and financial resources to deliver high impact solutions; and measuring results for continued success.

The geographic area to be served by this Corporation shall include Brunswick County, Columbus County, New Hanover County and Pender County, North Carolina.

ARTICLE II

Offices

The Corporation shall have and continuously maintain in this state a registered office and a registered agent whose office is identical with such registered office, and may have such other offices within or without the State of North Carolina as the Board of Directors may from time to time determine.

ARTICLE III

Members

Section 1. Members. The Corporation will not have members.

## ARTICLE IV

### Board of Directors

Section 1. General Powers and Composition. The affairs of the Corporation shall be managed by its Board of Directors comprising not less than fifteen (15) persons. All directors shall be volunteers and shall not be (i) paid personnel of this Corporation or (ii) paid personnel of any organization receiving financial support from this Corporation.

The Board of Directors may exercise all corporate powers not specifically prohibited by the Articles of Incorporation, Chapter 55A of the General Statutes of North Carolina, or Section 501(c)(3) of the Internal Revenue Code of 1986. The powers and duties of the Board of Directors shall include, but not be limited to, the following:

- a. To transact the business of the Corporation;
- b. To supervise the work of the President/Chief Executive Officer;
- c. To elect directors to the Board of Directors;
- d. To create or terminate Committees of the Board of Directors.
- e. To approve allocations and expenditures; and
- f. To receive by gift, devise, bequest or otherwise from any private or public sources, personal or real property, and hold, administer, invest, reinvest, manage, use, disburse, distribute, and apply the income and/or principal of the same in accordance with the directions and intent of the donor or donors of such property, or, in the absence of such directions, as the Corporation may deem best, from time to time, for the promotion of any or all of the objectives of the Corporation.

Section 2. Tenure and Qualifications. Directors shall be elected for overlapping three (3) year terms. No person may serve more than two (2) consecutive three (3) year terms except after an absence from the Board of Directors of one (1) year, provided, however, an outgoing Chair completing two (2) consecutive terms as a director may serve an additional year as immediate past Chair.

Attendance at regular meetings of the Board of Directors is expected of all directors. If any director is absent for three (3) consecutive regular meetings, the Board of Directors may consider this continued absence to constitute resignation from the Board of Directors.

Section 3. Regular Meetings. Regular meetings of the Board of Directors may be called by the presiding officer of the Board of Directors, the President, or 20% of the directors then in office, at such time and place, within or without

the State of North Carolina, without notice of the date, time, place, or purpose of the meeting. The attendance of a director at any regular meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President/Chief Executive Officer, the Chair of the Board of Directors or by five (5) or more of the directors. The person or persons authorized to call special meetings of the Board may fix as the place any place, either within or without the State of North Carolina, as the place for holding such special meeting.

Section 5. Notice. Notice of any special meeting of the Board of Directors shall be given at least three (3) days previously thereto by any usual means of communication, including by electronic means, to each director at his/her address as shown on the records of the Corporation. The attendance of a director at any special meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law.

Section 6. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided, however, if less than a majority of the directors are present at the meeting, a majority of the directors present may adjourn the meeting from time to time, without further notice until a quorum shall be present or represented.

Section 7. Vacancies. Any vacancy occurring in the Board of Directors shall be filled by a majority of the directors in office.

Section 8. Compensation. Directors shall not receive any compensation for their services, but may be reimbursed for their expenses related to the performance of the official business of this Corporation.

Section 9. Executive Committee.

(a) Composition. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint an Executive Committee which shall be the Executive Committee of the Board of Directors. Unless otherwise specified by the Board of Directors, the Executive Committee shall be comprised of the Chair, Vice Chair, Treasurer, and Secretary.

(b) Powers and Duties. The Executive Committee shall have all the powers and duties of the Board of Directors when the Board is not in session except as to those matters set forth below and may also act upon such matters as may be referred to it by the Board of Directors and may make recommendations to the Board of Directors on such matters as it deems appropriate. The Executive Committee shall not have authority to act on the following matters:

- (i) The dissolution, merger or consolidation of the Corporation; or the sale, lease or exchange, pledge, or transfer of all or substantially all of the assets of the Corporation or the adoption of a plan of distribution of corporate assets;
- (ii) The designation of any other Committee or the filling of vacancies in the Board of Directors;
- (iii) The election, appointment or removal of officers and/or directors;
- (iv) The amendment or repeal of the Articles of Incorporation or the Bylaws, or the adoption of new Bylaws;
- (v) The amendment or repeal of any resolution of the Board of Directors;
- (vi) The taking of any action inconsistent with any resolution or action of the Board of Directors; and
- (vii) Any other matter which the Board of Directors from time to time by resolution specifically reserves itself.

(c) Quorum. A quorum of the Executive Committee for any meeting shall be all of its members. Unless otherwise specified, action at a meeting of the Executive Committee shall be by a unanimous vote of all of the members of the Executive Committee.

(d) Meetings. The Executive Committee shall meet at the call of the President/Chief Executive Officer, the Chair of the Board of Directors or by any Executive Committee member. Meetings may be conducted by conference call or other electronic means so long as all members of the quorum can speak to the group and can hear all deliberations. Action on specific items may also be taken by the Executive Committee by a vote taken by electronic means or by mail.

(e) Notice of Meetings. Notice of each meeting of the Executive Committee shall be given at least 24 hours in advance of such meeting by any usual means of communication, including by electronic means to each Executive Committee member at his/her address as shown on the records of the Corporation. The attendance of an Executive Committee member at any meeting shall constitute a waiver of notice of such meeting, except where an Executive Committee member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Executive Committee need be specified in the notice or waiver of notice of such meeting, unless specifically required by law.

#### Section 10. Other Committees.

(a) The Committees of the Board of Directors shall be as set forth in these bylaws or as determined by the Board of Directors. Each such Committee shall consist of one or more directors and others members as may be appointed as herein provided. Such Committees shall have the power to act only in intervals between meetings of the Board of Directors and shall at all times be subject to the control of the Board of Directors. The chair and members of each Committee shall be appointed by the Chair of the Board of Directors annually and may be removed at any time, with or without cause, by the Chair of the Board of Directors. Each committee chair shall report regularly to the Board of Directors. The Chair of the Board of Directors shall be an ex-officio member of all Committees.

(b) Term of Office. The chair and each member of each Committee shall serve for a term of one year or until his or her successor is appointed or until such Committee is sooner terminated, or until such person is removed, resigns, or otherwise ceases to qualify as a chair or a member, as the case may be, of the Committee.

(c) Vacancies. Vacancies on any Committee may be filled for the unexpired portion of the term in the same manner as provided in the case of original appointment.

(d) Meetings; Quorum. Each Committee shall meet as often as necessary to perform its duties at such times and places as directed by its chair, by the Chair of the Board of Directors, or by the Board of Directors. A majority of the members of the Committee shall constitute a quorum of such Committee, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Committee. Each Committee shall make periodic reports and recommendations to the Board of Directors.

Section 11. Action by Directors or Committees; Attendance by Telephone and Electronic Means.

(a) Action taken by a majority of the directors or members of a Committee without a meeting is nevertheless Board or Committee action if written consent to the action in question is signed by all the directors or members of the Committee, as the case may be, and filed with the minutes of the proceedings of the Board or Committee, whether done before or after the action is taken. A director's consent to action taken without a meeting may be in electronic form and delivered by electronic means.

(b) If a meeting of directors otherwise valid is held without proper call or notice, action taken at such meeting otherwise valid is deemed ratified by a director who did not attend unless promptly after having knowledge of the action taken and of the impropriety in question he or she files with the secretary or assistant secretary of the Corporation his or her written objection to the holding of the meeting or to any specific action so taken.

(c) Any one or more directors or members of a Committee may participate in a meeting of the Board or Committee by means of a conference telephone or similar communications device which allows all persons participating in the meeting to hear each other and such participation in a meeting shall be deemed presence in person at such meeting.

(d) Any action that may be taken at any regular or special meeting of the Board or any Committee may be taken by a written ballot, which written ballot may be submitted by electronic means.

ARTICLE V

Officers

Section 1. Officers. The officers of the Corporation who shall be elected by the Board of Directors shall be the Chair, one or more Vice-Chairs, Treasurer,

and Secretary and such Assistant Secretaries, Assistant Treasurers, and other officers as may from time to time be appointed by or under the authority of the Board of Directors.

Section 2. Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at its regular annual meeting. Vacancies may be filled or new offices created and filled by the Board of Directors. Each officer shall hold office for a term of one year or until a successor is duly elected and qualified.

Section 3. Duties of Officers. The duties of the officers shall be as set forth below and, in addition thereto, such further duties as may be designated from time to time by the Board of Directors.

- a. Chair: shall preside at all meetings of the Corporation and of the Board of Directors and shall perform the duties as usually attach to a presiding officer;
- b. Vice-Chair: in case of the absence of the Chair, shall preside at all meetings of the Corporation and of the Board of Directors and shall perform the duties as usually attach to a presiding officer;
- c. Treasurer: shall serve as financial liaison of the Board of Directors and, whenever deemed appropriate by the Board of Directors, shall render an account of the financial condition of the Corporation, including details of all transactions as may be required; shall oversee all financial matters of the Corporation on behalf of the Board of Directors. The Treasurer shall serve as the chair of the finance committee, if any;
- d. Secretary: shall maintain the books and records of the Corporation.
- e. Other Officers: Assistant Secretaries and/or Assistant Treasurers shall, in the absence or disability of the Secretary or the Treasurer, respectively, perform the duties and exercise the powers of those office except those duties and powers of the Executive Committee, and shall, in general, perform such other duties as shall be assigned to them by the Secretary or the Treasurer, respectively, or by the Chair or the Board of Directors.

Section 4. Insurance and Bonding of Directors, Officers and Others.

The Corporation shall purchase and maintain insurance on behalf of any person who is or was a director or officer against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Corporation would have the power or obligation to indemnify such person against such liability under this Article. The Corporation shall provide blanket fidelity bonds for anyone who either handles or is responsible for funds held or administered by the Corporation, whether or not they receive compensation for their services.

The Corporation may purchase and maintain insurance on behalf of any person who is or was an employee, agents, trustees, the members of any duly constituted Committee of the Board or volunteers against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

ARTICLE VII

Contracts, Checks and Deposits and Funds

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or other officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. Except within the scope of the authority delegated by resolutions adopted from time to time by the Board of Directors, no director, officer, employee or agent of this Corporation shall have any authority to borrow money on its behalf, to pledge its credit, or to mortgage or pledge any property of this Corporation.

Section 3. Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.



Section 4. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

## ARTICLE VIII

### Books and Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the directors. The books and records of the Corporation may be inspected by any director or their agent or attorney in good faith and for any proper purpose at any reasonable time and may make copies of the records specified in N.C.G.S. §55A-16-02(b) or any replacement statute at his/her own expense provided the director delivers to the Corporation at least five (5) business days before the date on which the director wishes to inspect and copy. Such notice must state (i) the records or other information to be inspected and copied or otherwise provided by the Company and (ii) the purpose for, and intended use of, the information.

## ARTICLE IX

### Seal

The corporate seal of the Corporation shall be circular in form and shall be inscribed with the name of the corporation.

## ARTICLE X

### Non-Discrimination

The officers, directors, committee members and employees of the Corporation shall be selected on a non-discriminatory basis with respect to age, sex, race, religion, national origin, mental and physical disability.

## ARTICLE XI

### Waiver of Notice

Whenever any notice whatsoever is required to be given under the provisions of the Non-Profit Corporation Act of the State of North Carolina or under the provisions of the articles of incorporation or the Bylaws of the Corporation, 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

deemed equivalent to the giving of such notice.

## ARTICLE XII

### Amendments to Bylaws

These Bylaws may be amended by vote of two-thirds of the full membership of the Board of Directors at any regular or special meeting thereof where proper notice of such proposed action has been announced in the notice of such meeting.

## ARTICLE XIII

### Indemnification

Any person who at any time serves or has served as a member of the Board of Directors, officer, employee, agent or Committee member of the Corporation, or in such capacity at the request of the Corporation for any other Corporation, partnership, joint venture, trust or other enterprise, shall have a right to be indemnified by the Corporation to the fullest extent permitted by law against (a) reasonable expenses, including attorneys' fees, actually and necessarily incurred by that person in connection with any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative, or investigative, and including any derivative action or proceeding on behalf of the Corporation, seeking to hold that person liable by reason of the fact that he or she is or was acting in such capacity, and (b) reasonable payments made by that person in satisfaction of any judgment, money decree, fine, penalty or settlement for which he or she may have become liable in any such action, suit or proceeding. In no event, however, shall there be any indemnification when the Corporation itself brings any of the above proceeding upon specific authorization of the Board of Directors, unless the Board of Directors subsequently specifically determines indemnification to be appropriate.

The Board of Directors of the Corporation shall take all such action as may be necessary and appropriate to authorize the Corporation to pay the indemnification required by this Bylaw, including without limitation, to the extent needed, making good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due.

The Board of Directors may advance expenses incurred by a director or officer in defending any threatened, pending or completed action, suit or proceedings in advance of the final disposition as may be authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be

determined that such person is entitled to be indemnified by the Corporation against such expenses. Subject to receipt of such undertaking, the Corporation shall make reasonable periodic advances for expenses unless the Board of Directors shall determine, based on the facts then known that indemnification is or will be precluded.

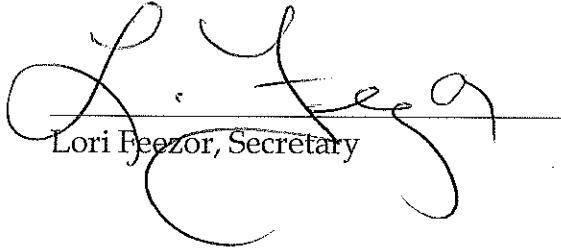
Any person who at any time after the adoption of this Bylaw serves or has served in any of the aforesaid capacities for or on behalf of the Corporation shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be inclusive of any other rights to which such person may be entitled apart from the provision of this Bylaw.

#### ARTICLE XIV

##### Conflicts of Interest

The Board of Directors shall maintain a Conflict of Interest Policy which must be acknowledged and signed by each member of the Board of Directors annually.

The foregoing Amended and Restated Bylaws of the United Way of the Cape Fear Area, Inc. dated February 22, 2018 were adopted by the Board of Directors as the Bylaws of this Corporation with immediate effect on February 22, 2018.

  
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Lori Feezor, Secretary

