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Reviewed by the Board of Directors on February 27, 2018
Member Review Period February 27, 2018 – May 3, 2018

BYLAWS
of the
EASTOVER CIVIC CLUB, INC.

ARTICLE I - NAME

The name of this corporation is the Eastover Civic Club, Inc., hereinafter referred to as the "Corporation" or the "Club".

ARTICLE II - PURPOSE

Section 1. **Purpose.** The purpose of the Corporation is to promote community spirit and assist in the welfare of the residents of the Eastover, North Carolina community through educational, civic, and charitable activities. 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. The Corporation is not involved in political activities.

Section 2. **Distribution of Funds.** Cash donations, in-kind donations, bequests, devises, or grants to the Corporation or funds raised by the Corporation may be used for programs benefiting the community, or for such purposes in accordance with the terms of gifts, bequests, devises, or grants to the Corporation not inconsistent with its purposes, as set forth in these Bylaws, the Articles of Incorporation, or in accordance with determinations made by the Board of Directors pursuant to these Bylaws, the Articles of Incorporation, and applicable laws.

Section 3. **Offices.** The registered office and the principal office of the Corporation shall be in the County of Cumberland, North Carolina. The Corporation may have offices at such other places, either within or without the County of Cumberland, North Carolina, as the Board of Directors may, from time to time, determine or as the affairs of the Corporation may require. Current registered and principal office addresses will be maintained with applicable government and private organizations in accordance with policies authorized by the Board of Directors.

ARTICLE III - 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, assessments, responsibilities, and the provisions governing the withdrawal, suspension, and expulsion of members shall be determined by the Board of Directors. Except as otherwise provided by law, by the Articles of Incorporation, or by these Bylaws, any right of members to vote and any right, title or interest in or to the Club, its properties and franchises, shall cease and divest upon termination of membership, except that liability of a member for the amount due the Club shall survive such termination unless otherwise expressly provided by the Board of Directors.

Section 2. **Qualifications for Membership.** Membership in the Club shall be open to residents, property owners and friends of the Eastover, North Carolina community.

Section 3. **Selection of Members.** Prospective members shall be invited to join the Club upon the recommendation of a member in good standing.

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Section 4. **Discrimination.** The Club shall not discriminate or restrict membership based on race, national origin, religion, age, gender, gender identification, sex, sexual orientation, or handicapping condition.

Section 5. **Voting Rights.** Except as otherwise provided by these Bylaws, each member in good standing shall be entitled to one vote on each matter upon which members have voting rights.

Section 6. **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 of reasonable and documented expenses incurred on behalf of or in service to the Corporation and according to policies authorized by the Board of Directors.

Section 7. **Dues, Fees, and Assessments.** Each member must pay, within the time and on the conditions set by the Board of Directors, the dues, fees, and assessments in amounts to be fixed from time to time by the Board. The dues, fees, and assessments shall be equal for all members of each class, but the Board may, in its discretion, set different dues, fees, and assessments for each class. The dues shall be paid to the Treasurer or his or her designee as approved by the Board.

Section 8. **Members in Good Standing.** Members who have paid the required dues, fees, and assessments in accordance with these Bylaws and who are not suspended shall be members in good standing.

Section 9. **Membership Termination.** A membership shall terminate on occurrence of any of the following events:

- a. resignation of the member;
- b. death of the member;
- c. expiration of the period of membership, member's failure to pay dues, fees, or assessments in compliance with terms as set by the Board;
- d. any event that renders the member ineligible for membership, or failure to satisfy membership qualifications; or
- e. termination of membership based on the good faith determination by the Board that the member has engaged in conduct materially and seriously prejudicial to the Club's purposes and interests.

If grounds exist for terminating a membership under this Article, the Club shall follow procedures in accordance with policies authorized by the Board of Directors which comply with those set forth under applicable law, the Articles of Incorporation, and these Bylaws. In the event the membership of a Director or an elected Officer is terminated for any reason, his or her position as Officer and/or Director of the Corporation shall automatically terminate and be vacant.

Section 10. **Membership Reinstatement.** Members may be fully reinstated in accordance with policies authorized by the Board of Directors when the amount due the Club is received, and reinstatement has been approved by the Board.

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ARTICLE IV – OFFICERS

Section 1. **Officers.** The officers of the Corporation shall consist of a President, a Vice President, a Secretary, a Treasurer, and an Immediate Past President.

Section 2. **Nominations.** A committee consisting of two members and the Immediate Past President as Chair shall present a slate of candidates for each office to be elected by the members. The Board of Directors will select a member in good standing to chair the Nominating Committee if the Immediate Past President is unable to perform this duty. The Nominating Committee Chairperson shall select the Nominating Committee members no later than the regular Club meeting in April to assess candidates and present a slate of candidates to the members of the Club at the regular Club meeting in June.

Section 3. **Election.** Members in good standing at each regular Club meeting in June shall elect the President, Vice President, Secretary, and Treasurer. Beginning at the end of the June meeting, each officer shall hold office until the next election or until his or her death, resignation, removal, or disqualification, if such occurs before the next annual election or until his or her successor has been elected. If necessary to fill offices that have become vacant, the Board of Directors may appoint officers at any regular Board 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 Corporation, upon his or her death, or upon a vote of two-thirds of the Board of Directors then in office to remove him or her from office if in their judgement the best interest of the Corporation will be served thereby. Any vacancy among the officers shall be filled by the Board of Directors.

Section 4. **President.** The President shall chair meetings of the Board of Directors, preside over regular meetings of the Club members, 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, members, and volunteers;
- b. maintain liaison as needed with funding sources supporting the Corporation and potential funding sources;
- c. facilitate and coordinate the Board's discharge of its responsibilities as set forth in the Bylaws and by Board resolutions;
- d. direct and execute all decisions of or programs adopted by the Board of Directors;
- e. act as the chief executive officer and the executive director of the Corporation; and
- f. such other duties and responsibilities as provided in the Corporation's Bylaws or as the Board of Directors may prescribe or authorize.

The foregoing duties shall include, but not be limited to, 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 of payment of money; serving as a voting member of the Board of Directors; serving as an ex-officio of all

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committees except the Nominating Committee; and serving on the Executive Committee if the Board of Directors authorizes an Executive Committee.

Section 5. **Vice President.** The Vice President shall have such powers and perform such duties as the Board of Directors may prescribe or the President may delegate.

Section 6. **Secretary.** The Secretary shall do or oversee the following: the keeping of minutes of all meetings of the Board of Directors and regular Club meetings, including all votes and resolutions adopted; the recording of all Corporate documents and records; the issuing of meeting notices; the filing of all reports required by governmental authorities; the general correspondence of the Corporation, and any additional duties as the Board of Directors may prescribe or authorize.

Section 7. **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, make financial information available to Board members, Club members, and the public. The Treasurer shall receive all monies and other assets of the Corporation and deposit 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. The Treasurer shall have other responsibilities as the Board of Directors may prescribe.

Section 8. **Immediate Past President.** The Immediate Past President shall provide advice and leadership to the Board of Directors regarding past practices and other matters to assist the Board in governing the Corporation. The Immediate Past President supports the President and shall serve as Chairperson of the Nominating Committee.

Section 9. **Compensation of Officers.** Officers shall receive no compensation for serving in their capacity as an officer. Officers may be reimbursed for reasonable and documented expenses incurred on behalf of or in service to the Corporation and according to policies authorized by the Board of Directors.

ARTICLE V – STANDING COMMITTEES

Section 1. **Committees.** There shall be the following standing committees comprised of officers and members that will act within these Bylaws and are subject to the Board of Directors.

- a. Internal Affairs Committee,
- b. External Affairs Committee, and
- c. Governance Committee.

Section 2. **Internal Affairs Committee.** The Internal Affairs Committee is responsible for all internal and operational matters including but not limited to finance and audit functions; planning, preparing and directing member meetings; and, member activities, engagement, and retention.

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Section 3. **External Affairs Committee.** The External Affairs Committee is responsible for all external matters including but not limited to fundraising, community outreach, public relations, marketing, membership recruitment, volunteer management, and special events.

Section 4. **Governance Committee.** The Governance Committee is responsible for all matters regarding organizational assessment and development, strategic planning, risk management, regulatory compliance, and legal compliance.

Section 5. **Committee Chairperson.** The chairperson of standing committees shall be appointed by the President to serve as the Board of Directors may prescribe or authorize.

Section 6. **Committee Members.** Each chairperson shall select the members to serve on the committee he or she chairs in accordance with the committee charter authorized by the Board of Directors.

Section 7. **Subcommittees or Task Forces.** Each committee chairperson may use subcommittees or task forces to perform time-limited functions in accordance with the committee charter authorized by the Board of Directors.

Section 8. **Committee Reports.** Each chairperson shall make a report of activities of the committee to the President prior to each Board of Directors meeting and to the Club members at each regular member meeting.

ARTICLE VI – BOARD OF DIRECTORS

Section 1. **Qualification.** The Board of Directors shall consist of the Corporation's Officers and the Standing Committee Chairpersons.

Section 2. **General Powers.** The Board of Directors shall be vested with the authority to govern the Corporation, by directing its policy and operations in all matters in accordance with the provisions of applicable law, the Articles of Incorporation, and these Bylaws.

Section 3. **Vacancies.** All vacancies among members of the Board of Directors shall be filled for the unexpired term by the Board of Directors.

Section 4. **Meetings.** Regular meetings of the full Board of Directors shall be held at least four times each year at a place specified in the notice of meeting. Special meetings of the Board may be called by the President or any two Directors. Any meeting of the Board may be held in a form other than physical presence, such as teleconferences.

Section 5. **Quorum.** At any regular meeting of the Board of Directors, a majority of the Board members 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. At any special meeting of the Board of Directors, three fourths of the Board members shall constitute a quorum.

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Section 5. **Manner of Acting.** Except as otherwise specifically provided in these Bylaws or as is required by law, action approved by the affirmative vote of a majority of the Directors, present at a meeting at which a quorum is present shall be the action of the Board of Directors.

Section 6. **Meeting by Conference Telephone.** Members of the Board of Directors may participate in any meeting of the Board or any committee thereof by means of telephone or similar communications equipment, and such participation shall constitute presence in person at such meeting.

Section 7. **Voting.** Each Director shall be entitled to one vote upon any matter properly submitted to the Directors for their vote. No Director shall have veto power. All matters of business for the Corporation shall require approval or consent of the Directors for the authorization or taking of any action, such action may be authorized or taken only by the affirmative vote or consent of a majority of the Directors present at a meeting at which a quorum is present, unless otherwise expressly required by law, the Articles of Incorporation, or these Bylaws.

ARTICLE VII –MEETINGS

Section 1. **Regular Member Meetings.** The regular meetings of the Club shall be held the first Thursday of each month, except for the months of January, July, and August.

Section 2. **Special Member Meetings.** Special meetings of the Club may be called by the President or upon the written request of three Club members.

Section 3. **Meeting Notice.** Notice of member meetings shall be given by the Secretary in accordance with policies authorized by the Board of Directors.

Section 4. **Quorum.** A quorum shall consist of one third of the total members in good standing of the Club.

ARTICLE VIII – FINANCE

The funds of the Corporation shall be derived from sources that comply with those set forth under applicable law, the Articles of Incorporation, and these Bylaws.

ARTICLE IX – GENERAL PROVISIONS

Section 1. **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 Boards of Directors, and Committees having any of the authority of the Board.

Section 2. **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,

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except in relation to such 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. The Corporation, to the extent permitted by applicable law, may purchase and maintain insurance on behalf of any person who is or shall have been a director or officer of the corporation and his or her personal representatives.

Section 3. **Fiscal Year.** The fiscal year of the Corporation shall begin on the first day of July each year and shall end on the thirtieth of June of the next year, or such other period as may be designated by the Board of Directors.

Section 4. **Corporate Seal.** The Board of Directors may provide a corporate seal for the Corporation. The Secretary or such other officer as the Board may, from time-to-time, direct shall oversee the corporate seal. The seal shall be affixed to such documents as may require the corporate seal.

Section 5. **Parliamentary Authority.** The rules contained in most current version of Robert's Rules of Order shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Corporation may adopt. The Vice President or his appointee shall be the parliamentarian at all meetings.

ARTICLE X – AMENDMENTS

These Bylaws may be amended or repealed and new Bylaws may be adopted by a two-thirds vote of the Directors in office at any meeting of the Board; provided, that at least ten days' written notice of the meeting shall have been given which states that the purpose or one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and includes a copy or summary of the proposed amendment or states the general nature of the amendment. Such notice may be waived as provided in these Bylaws. The amendment to the Bylaws approved by the Board of Directors must be ratified by two thirds of the eligible voting Club members at a regular meeting of the Club with a quorum of members present, as prescribed by Article VII Section 4 of these Bylaws.

CERTIFICATE

THIS IS TO CERTIFY that the foregoing Bylaws of the Eastover Civic Club, Inc. were adopted by the Club's Board of Directors on _____ and ratified by the Club's members on _____ to amend and restate Bylaws which were approved by the Board on _____ and ratified by the Club's members on _____.

This the ____ day of _____, ____.

Secretary