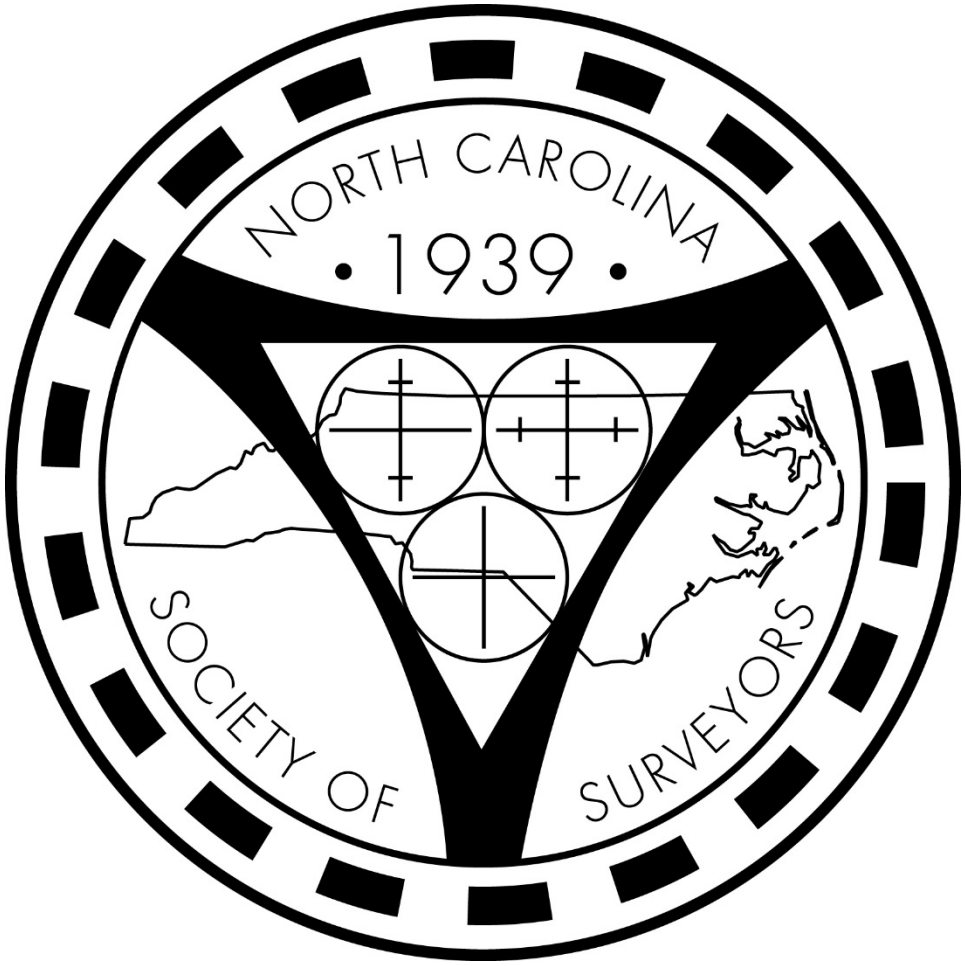


**BY-LAWS OF THE  
NORTH CAROLINA SOCIETY OF SURVEYORS, INC.**



**KEY:**

**Original text** = Struck-through original text to be eliminated and/or replaced with proposed text  
*Proposed text* = Red Italic proposed text to be included in this revision

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AMENDED AND RESTATED  
BY-LAWS OF THE  
NORTH CAROLINA SOCIETY OF SURVEYORS, INC.

~~November 10, 2012~~ *TBD 2024*

**ARTICLE I**  
**NAME OF ORGANIZATION**

The name of this organization shall be The North Carolina Society of Surveyors, Inc. and can be called “NCSS”.

**ARTICLE II**  
**PURPOSE AND MISSION STATEMENT**

NCSS shall be a society of professional surveyors and their associates dedicated to enhancing professionalism, involving surveyors in the legislative process, and promoting the profession of surveying. The society and its members shall embrace strong ethical *and* operational procedures to raise the profession to the highest level *of* professionalism as possible and maintain that level.

**ARTICLE III**  
**ORGANIZATION FORM**

Section 1. Tax Exempt Status:

This Society shall be exempt from income tax under Internal Revenue Code (herein, the “Code”) §501(c)(6). Notwithstanding any other provisions of these By-laws, this Society is not organized for profit and no part of the net earnings of this Society shall inure to the benefit of any private shareholder or individual.

Section 2. Anti-Trust Statement:

NCSS shall be a corporation chartered by the State of North Carolina. It shall be chartered as a “Non Profit” corporation and shall adhere to all state and federal laws of operation. The society shall be governed by these bylaws.

**ARTICLE IV  
LOCATION OF ORGANIZATION**

NCSS shall have one primary office located in *or adjacent to*, Wake County in the state of North Carolina.

**ARTICLE V  
MEMBERSHIP**

Section 1.     Membership

NCSS membership shall be comprised of four categories of members as follows:

- a.) Professional member - a Professional Land Surveyor holding a current or retired issued certificate of licensure by the North Carolina State Board of Examiners for Engineers and Surveyors to practice land surveying within the State of North Carolina and who has ~~applied~~ *registered* for and been accepted to membership and is current in payment of annual dues to the Society.
- b.) Associate member – any person who has been certified by the North Carolina State Board of Examiners for Engineers and Surveyors as a Surveyor Intern. Any person with an interest in the surveying profession, who is not eligible to be a professional member and who has a desire to participate in the activities of the Society or any NCSS chapter.
- c.) Sustaining member – any person, partnership, company, corporation, agency or other entity engaged in either the manufacture or distribution of surveying instruments or equipment, in the compilation or reproduction of maps, or in the performance of services for land surveyors; or shall be licensed as a surveying firm in North Carolina and the employees, who are not otherwise eligible to be Professional members may have Society benefits as voted on by the Society’s Board of Directors from time to time.
- d.) Student member – a student enrolled *full time or part time*, in a geomatics, surveying, mapping, earth science or mathematics program in a university, college or high school.

Section 2.     Special Designations

In addition to the foregoing classes of members there shall be three designations of membership as follows:

- a.) Professional Life – *Designation as a* **A** “Professional Life” member shall be a Professional member who has maintained membership in good standing in the

Society for at least twenty-five (25) years and is age seventy-five (75) or older at the time of application, ***OR*** a Professional Life member shall be a Professional member who has maintained membership in good standing in the Society for at least twenty-five (25) years and is a *Professional Land Surveyor, Retired* with the NC Board of Examiners for Engineers and Surveyors and is age sixty-five (65) or older at the time of application.

- b.) Fellow - Designation as a “Fellow” is an honor bestowed by the Society’s Board upon certain deserving Professional or Professional Life Members of the Society. A Fellow shall be a Professional or Professional Life Member who has served as an officer, director, or has chaired a committee of the Society; has maintained membership in good standing in the Society for at least ten (10) years (membership need not be consecutive years); has provided outstanding, continual, and responsible service to the Society; has shown a dedication to the advancement of the Society; and has been elected as a Fellow by the Society’s Board of Directors.
- c.) Honorary - Designation as an “Honorary” member is an honor bestowed by the Society’s Board upon certain deserving individuals who may otherwise not be members of the Society. The honored person shall be a person who has rendered outstanding service to the Society or has made valuable contributions to the profession of surveying in the State of North Carolina and has been elected to receive honorary status by the Society’s Board of Directors.

### Section 3. Voting Privileges

- a.) Voting – Professional, Professional Life, and Fellow Members
- b.) Non-voting – Associate, Sustaining, **and Student Members** *and Honorary Members*

### Section 4. Dues and Application Fees:

Annual dues may be required of all classes of members in such amounts as determined by the Board of Directors.

### Section 5. Membership Discipline - Removal, Suspension, and Reprimand:

Actions or conditions that may lead to membership discipline are listed as follows:

1. Being adversarial to the best interest of the Society as expressed by the purposes and objectives in these By-Laws and Articles of Incorporation.
2. Willful violation of the Society’s By-Laws, Articles of Incorporation, policies, or procedures.

3. Violating the rules of Professional Conduct as adopted by the North Carolina **State** Board of Examiners for Professional Engineers and Land Surveyors.

Section 6. Resignation:

Any Member may resign membership in the Society by delivering by mail or otherwise a written, signed resignation to the Secretary/Treasurer or the Executive Director at the Society's office.

## ARTICLE VI MEETINGS OF GENERAL MEMBERSHIP

Section 1. Annual General Membership Meeting. The Annual Meeting shall be held in the first quarter (winter) of the calendar year at such date, time, and place within the state of North Carolina, or any contiguous state, **shall be as** determined by the President-Elect and authorized by the Board of Directors. The place of the annual meeting shall be rotated within the state of North Carolina, or any contiguous state.

Section 2. Summer General Membership Meeting. A summer meeting shall be held approximately six months following the Annual meeting at such date, time, and place **as** determined by the President-Elect and authorized by the Board of Directors. The place of the summer meeting shall be rotated within the State of North Carolina, or any contiguous state.

Section 3. Special General Membership Meetings. Special Meetings may be called by the President or by request of a majority of current Directors. Special Meetings shall be held at such date, time and place **as** determined by the President or Board of Directors, within the State of North Carolina or any contiguous state.

Section 4. Notice of General Membership. All Notices of the Annual and Summer General Membership meetings shall be given as provided herein at least thirty (30) days prior to the date of each such meeting and notice of any Special Meeting to be given as **provided herein at least ten (10)** *soon as practically possible*, but not more than thirty (30), days prior to the date of such meeting.

Section 5. Quorum of General Membership Meetings. Three percent (3%) of voting Membership in person shall constitute a quorum.

## ARTICLE VII BOARD OF DIRECTORS

Section 1. Management of Society: Powers. The management of the affairs of the Society and its property is vested in the Board of Directors (herein, the "Board" or "Board of Directors"). All corporate powers, business, and property of the Society shall be exercised, conducted, and controlled by the Board; and the business and affairs of the Society shall be managed under the direction of the Board.

Section 2. Number of Directors. The Board of Directors shall include the elected persons serving in the offices of the President, President-Elect, Vice President, Secretary/Treasurer, NSPS Delegate, Immediate Past President of the Society, and a Director elected or appointed by and representing each of the separate Chapters of the Society.

Section 3. Term. The terms of office for Directors of the Society shall be the same term as their respective offices *as outlined within these By-Laws.*

Section 4. Selection of Chapter's representative Director. **A** Chapter Presidents serving as Directors shall be elected or appointed by such Chapter and shall hold office for two (2) years or until his/her successor is duly elected or appointed. Only Professional and Professional Life Members of NCSS that are members of the Chapter shall be eligible to elect, appoint, and remove the Chapter's representative Director on the Board of Directors for NCSS and to establish a quorum at a Chapter meeting for such purposes.

Section 5. Qualifications of Directors. All members of the Board of Directors shall hold a current or retired certificate of licensure as a Professional Land Surveyor and shall be a Professional or Professional Life Member of the Society in good standing.

Section 6. Resignation and Removal of Directors. Any Director may resign from the Board at any time. A Director who is not an officer may be removed as member of the Board of Directors only by action of the representing Chapter, which elected or appointed such Director. If the Executive Committee has reason to believe a Director who is an officer and not acting in good faith and in the best interest of the Society in his/her office as Director, then the Executive Committee may refer a complaint against the Director to his/her Chapter. The complaint shall be in writing, specify the action or failure to act complained of, and identify witnesses and other evidence supporting the complaint. A copy of the complaint shall be sent to the Director. Upon receipt of a complaint, the Chapter shall conduct an investigation and may dismiss the complaint or determine to conduct a formal hearing. If a formal hearing is held, the Director subject to the hearing shall have an opportunity to present evidence to be heard and confront the complainant. After hearing all evidence presented, the Chapter may deliberate and vote in Executive Session without the Director subject to the hearing being present. A Chapter may remove a Director only by a majority of votes cast by Members of such Chapter who are voting Members of the Society. If a Director representing a Chapter is removed from office, the Chapter shall immediately notify the President, Secretary/Treasurer, and Executive Director *of the NCSS* of such action.

Section 7. Vacancies of a Director. Whether due to resignation, removal, or death, all vacancies in the office of a Director representing a Chapter shall be filled by the election or appointment of a new Director by the Chapter from among its membership by the votes of Professional and Professional Life Members of NCSS that are members of the Chapter. Such new Director shall serve for the remaining vacated term.

Section 8. Compensation. Directors, as such, shall not receive any salary for their services, but may receive reimbursement of reasonable expenses incurred by them on behalf of the Society after approval of the Board of Directors. Directors may be reimbursed by the Society or the Chapter electing or appointing them for reasonable expenses incurred by them on behalf of the Society or the Chapter after approval by the Society or the Chapter. Directors shall not be reimbursed for the same reasonable expenses by both the Society and Chapter.

Section 9. Chapter Representative. In the event a duly elected or appointed Director representing a Chapter, due to circumstances such as illness and other reasonable causes, cannot attend a duly noticed meeting of the Board of Directors, then the Chapter represented by such Director may elect or appoint a substitute Chapter Representative to attend such meeting. Such Chapter Representative shall be a Professional or Professional Life Member of the Society and shall have the authority of the Director representing such Chapter during the Director's temporary absence.

## **ARTICLE VIII MEETINGS OF THE BOARD OF DIRECTORS**

Section 1. Place. The Board of Directors shall hold regular and special meetings within the State of North Carolina, or any contiguous state.

Section 2. Regular Board of Directors Meetings. Regular meetings shall be held during each quarter of the year at such date, time and place provided in the Notice of the meeting.

Section 3. Special Board of Directors Meetings. Special meetings may be called by the President by delivery of written notice to each Director. The President must call a Special Meeting upon written notice from the Executive Committee or ten members of the Board requesting such meeting.

Section 4. Notice of Board of Directors Meetings. Notice of the date, time, and place of any regular or special meeting shall be in writing and shall be delivered either personally, by facsimile transmission, U.S. mail, electronic mail, express delivery service to each Director then in office at his/her address appearing in the records of the Society.



The Secretary or his/her designee shall cause notice of all regular meetings to be given as provided herein at least thirty (30) days prior to the date of such meeting and notice of any Special Meeting to be given as provided herein at least ten (10) but not more than thirty (30) days prior to the date of such meeting. Notice of any Special Meeting shall state the purpose of the meeting. No other business of the Society shall be conducted at the Special Board of Directors meeting.

Section 5. Quorum of the Board of Directors Meeting. At all meetings of the Board of Directors a sixty percent (60%) majority of the Directors in office shall be necessary to constitute a quorum.

Section 6. Unanimous written consent/Action without meeting. Whenever the vote of Directors is required to be taken in connection with any action, the meeting of Directors may be dispensed with, but only if all the Directors shall consent in writing to such action being taken. Action required or permitted to be taken at a meeting of the Board of Directors may be taken without such meeting if the action is taken by all members of the Board. Such action must be evidenced by written consents signed by each Director before or after such action, describing the action taken, and included in the minutes and filed with Society records.

Section 7. Meetings by Means of Simultaneous Communication. At any regular or special meeting, the Board of Directors may permit any or all Directors to participate in such meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

## **ARTICLE IX ELECTED OFFICERS**

Section 1. General. The officers of the Corporation shall consist of a President, President-Elect, Vice President, Secretary/Treasurer, National Society of Professional Surveyors (NSPS) delegate to the NSPS Board of ~~Governors~~ *Directors* and the Immediate Past President. The offices of Secretary/Treasurer may be held by one person who shall have a single vote on all matters which may duly come up for vote at any meeting of the Board of Directors, Executive Committee or otherwise.

Section 2. Term of Elected Officers. The term of office of President, President-Elect, Vice President and Immediate Past President shall be one year. The term of office for the Secretary/Treasurer and the NSPS delegate shall be two years. Each term of office shall begin upon the installation of each officer at the Annual Meeting of Members next following his/her election and shall continue until a successor to such office is duly elected and installed. No

officer shall serve in the same elected office for more than two consecutive terms with the exception of the NSPS Delegate who may serve for four (4) consecutive terms.

Section 3. Nomination and Election of Elected Officers. After service in office as President-Elect and President, respectively, the President-Elect shall automatically succeed to the office of President, and the President shall automatically succeed to the office of Immediate Past President upon the installation of officers at the Annual Meeting of Members. For other officers, each year the Nominating Committee shall meet and select a slate of nominees for office from among the Membership and shall present such slate to the Membership at the summer meeting of Members. Such slate of nominees shall consist of a candidate for President-Elect, candidate(s) for Vice President, Secretary/Treasurer (in the second year of the then current Secretary/Treasurer's term), and NSPS delegate (in the second year of the then current NSPS delegate's term). Following the report of the Nominating Committee, additional nominations may be made from the floor. Such nominations from the floor, if any, must be accompanied by the consent of the nominee, either written or oral, to the nomination. Members of the Nominating Committee shall not be eligible for office unless prior to the slate of nominees being submitted to the Membership such committee member desiring to serve in office resigns from the Nominating Committee. Officers should be elected according to the Policy Manual.

Section 4. Resignation and Removal of Officers. Any officer may resign office in the Society by delivering by U.S. mail or otherwise, a written, signed resignation to the Secretary or the President at the Society office. If an Officer is adversarial to the best interests of the Society, as expressed by the purposes and objectives in these By-Laws and the Articles of Incorporation; or, acts or refuses to act in willful violation of the Society's By-Laws, Articles of Incorporation, policies or procedures; or has been found in violation of the Rules of Professional Conduct as adopted by the North Carolina State Board of Examiners for Engineers and Surveyors; or is determined guilty of a crime or of moral turpitude; or is in violation of acts of the standard of conduct for Directors and Officers of the Society as described in Part 3 and Part 4 of Article 8 of N.C.G.S. § 55A; then, upon the written complaint of any Member, Chapter, the Board of Directors, or the Executive Committee the Executive Committee shall notify the Officer and the Complainant in writing of the complaint and the time, date, and place of formal hearing before the Executive Committee. After this formal hearing, the Executive Committee, by a majority vote, may dismiss the complaint or may refer the matter to the Board. The Executive Committee shall notify the Officer in writing at least thirty (30) days in advance of the time, date, and place of hearing before the Board. Upon hearing before the Board, a two-thirds (2/3) majority of votes cast shall be required for removal. Officers may be removed according to the policy manual.

Section 5. Vacancies of Elected Officers. Vacated officer positions shall be filled by a majority vote of ballots cast by the Board of Directors after receiving the nomination of a candidate for the vacated office from the Nominating Committee and other nominations, if any, from the floor. Notwithstanding the foregoing, there shall be no election to fill the vacated term

of the Immediate Past President, President (when there is a President-Elect serving in office) and President-Elect (when there is a Vice-President serving in office). A person elected to fill a vacated term shall serve for the remaining vacated term.

Section 6. Society Elected Officers.

- 1) President – The president shall be the Chief Executive Officer of the Society and shall preside at all meetings of the Society, Board of Directors and Executive Committee. The President shall have no vote in any matter coming before the Board and Executive Committee; however, in the event of a tie vote, the President shall cast the deciding vote of the Board or Executive Committee.
- 2) President Elect – The president elect shall, in the absence or disability of the president, perform the duties and exercise the powers of the president.
- 3) Vice President – The vice president shall, in the absence or disability of the president elect, perform the duties and exercise the powers of the president elect. The vice president shall be the society parliamentarian.
- 4) Immediate Past President – The immediate past president shall provide advice and assistance, based on previous tenure, to the president and executive committee.
- 5) Secretary/Treasurer – The secretary/treasurer shall coordinate with the executive director and report to the society all financial accounting and society documentation.
- 6) NSPS Delegate – The NSPS delegate shall be the official delegate of the Society and be a delegate on the Board of **Governors** *Directors* of the National Society of Professional Surveyors.
- 7) Executive Director – The executive director shall be in charge of the day to day business of the society and officially represent the society as directed by the **P**resident, **E**xecutive **C**ommittee and the **B**oard of **D**irectors.

**ARTICLE X  
COMMITTEES**

Section 1. Standing Committees of the Board of Directors.

- (a) Conference Committee
- (b) Education Committee
- (c) Executive Committee
- (d) Finance and Budget Committee
- (e) Legislative Committee
- (f) Long Range Planning Committee
- (g) Membership Development & Chapter Relations Committee
- (h) Nominating Committee
- (i) Public Relations Committee - **consider if still relevant. See Policy Manual**

(j) Standards of Practice Committee

In addition to Standing Committees, Special Committees, and Liaisons may be established by the Board of Directors for special tasks as circumstances warrant. A special committee or liaison shall limit its activities to the accomplishment of the task for which it was established, and it shall have only those powers which are expressly conferred upon it by the Board. When the task is completed, the special committee and liaison shall be automatically dissolved and its members shall be discharged. The Board may dissolve a special committee or liaison at any time.

Section 2. Appointments. The President and/or the Board of Directors may designate and appoint members of the committees and liaisons of the Board.

Section 3. General Powers and Limitations. All appointed committees and liaisons shall operate according to the rules set out in the policy manual.

In accordance with the By-Laws, the Board of Directors shall have the power at any time to determine, to fill vacancies in, to change the size or membership of, and to discharge any committee or member thereof. Each committee shall have and may exercise such power as is set forth in these By-Laws or as may be conferred or authorized by resolution appointing it.

However, no such committee shall have the authority to *the following*:

- (a) amend, alter or repeal these By-Laws or the Articles of Incorporation of the Society;*
- (b) elect, appoint or remove any Director or officer of the Society;*
- (c) adopt a plan of merger or adopt a plan of consolidation with another corporation;*
- (d) authorize the sale, lease, exchange or mortgage of all or substantially all the property and assets of the Society;*
- (e) authorize the voluntary dissolution of the Society or revoke proceedings thereof;*
- (f) adopt a plan for the distribution of the assets of the Society;*
- (g) amend, alter or repeal any resolution of the Board of Directors;*
- (h) authorize prohibited distributions as described in NCGS §55A-8-25(e)(1) and defined in NCGS §55A-1-40(8); or*
- (i) incur any indebtedness on behalf of the Society.*

The designation and appointment of any committees and delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it or him/her by law. In addition to the duties and authority granted standing and special committees by the Bylaws and conferred by separate resolution, each such committee shall have such additional duties and authority and shall be subject to such policies and procedures as are from time to time adopted by the Board of Directors and described in the Policy Manual of the Society. Each member of a committee, including non-director members and the person presiding at the meeting, (except the President presiding as chair of the Executive Committee unless there is a tie vote) shall be entitled to one vote.

Section 4. Composition. All committees shall have at least two (2) members. All committees shall be chaired by a Member of the Society.

Section 5. Quorum. A majority of the members of a committee shall constitute a quorum and the transaction of committee business shall require a majority vote of the quorum present at any meeting.

Section 6. Executive Committee. The Executive Committee shall consist of the officers of the Society together with two (2) other Directors elected by the Board of Directors at the first regular Board of Directors meeting after the installation at the annual meeting of members. These two (2) individuals shall serve on the Executive Committee until two (2) successors are duly elected.

In the event of any vacancy(s) on the Committee by reason of death, resignation, removal or otherwise of one or both of the non-officer members, the Board shall fill such vacancy by electing a replacement member at its next regular meeting following such vacancy.

The Executive Committee shall hold regular and special meetings called by the President or by any two members of the Committee. The Executive Committee shall have the discretionary authority to transact the regular business of the Society between meetings of the Board of Directors, but it shall not have such authority as is prohibited by the Articles of Incorporation, these By-Laws, or by resolution of the Board of Directors.

Section 7. Nominating Committee. The Nominating Committee chaired by the Immediate Past President shall consider the names of candidates for the offices of President-Elect, Vice President, Secretary/Treasurer, NSPS Delegate, and vacated positions within the Education Foundation and Surveyor of the Year and shall recommend to the Board and Membership the names of suitable and qualified candidates for election to office. The Nominating Committee shall present a slate of nominees to the Executive Director for publication thirty (30) days prior to the summer general membership meeting in accordance with these By-Laws.

## **ARTICLE XI MISCELLANEOUS PROVISIONS**

Section 1. Audit of Books and Annual Report. The books and records of the Society shall be examined or audited each fiscal year by a certified public accountant(s) selected by the Executive Committee.

Section 2. Contracts. The Board of Directors may authorize any officer or officer's agent or agents to enter into any contract or to execute and deliver any instrument on behalf of the Society, and such authority may be general or confined to specific instances.

Section 3. Loans No loans shall be contracted on behalf of the Society and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 4. Checks and Drafts. All checks, drafts, or other orders for the payment of money issued in the name of the Society shall be signed by such officer or officers, agent or agents of the Society and in such manner as shall be determined by resolution of the Board of Directors.

Section 5. Deposits. All funds of the Society not otherwise employed shall be deposited to the credit of the Society in such depositories as the Board of Directors shall direct.

Section 6. Bonds. The Board of Directors may by resolution require any or all Directors, officers, agents, and employees of the Society to give bond to the Society, with sufficient sureties, conditioned on the faithful performance of the duties of their respective offices or positions, and to comply with other conditions required by the Board of Directors. The Secretary/Treasurer and the Executive Director shall be bonded. The cost of such bond shall be paid by the Society as a necessary administrative expense.

Section 7. Fiscal Year. The fiscal year of the Society shall be from July 1<sup>st</sup> to June 30<sup>th</sup> of the following year.

Section 8. Seal. The corporate seal of the Society shall consist of two concentric circles between which is the name of the Society and the name of the state of incorporation (North Carolina) and in the center of which is inscribed CORPORATE SEAL: and such seal is hereby adopted as the corporate seal of the Society.

Section 9. Gifts. The Executive Committee may accept on behalf of the Society any contribution, gift, bequest, devise, trust, endowment, or other charitable transfer of any real or personal property for any general or special corporate purpose described in these By-Laws and the Articles of Incorporation of the Society.

Section 10. Dissolution. In the event of dissolution of the Society, no part of the property of the Society or any of the proceeds thereof shall be distributed to or inure to the benefit of any individual, officer, Director, Member, or Chapter of the Society; but all such property and proceeds shall be distributed as follows:

- a.) all liabilities and obligations of the Society shall be paid, satisfied, and discharged, or adequate provisions shall be made therefore;
- b.) All remaining assets shall be distributed consistent with the Articles of Incorporation and as directed by the Board of Directors to a non-profit corporation succeeding to the interests of the Society then in existence and qualified under Section 501(c) of the Internal Revenue Code;
- c.) and if such successor corporation is not in existence, then to the North Carolina Society of Surveyors Scholarship Foundation, Inc., provided such Foundation is then in existence

and has maintained its status as an organization described in Section 501(c)(3) and Section 509(a)(1), (2) or (3) of the Code;

- d.) and if such Foundation is not then in existence or has not maintained such status, to such charitable non-profit corporations, organizations or institutions then having a status as organizations described in such Sections of the Code that are organized for purposes which further the theory, practice, science, and profession of surveying and mapping or other similar charitable and educational purposes within the meaning of Section 501(c)(3) of the Code.

Section 11. Political Campaigns. The Society shall not engage in the direct or indirect participation or intervention in political campaigns on behalf of or in opposition to any candidate's public office; nor shall a substantial part of the activities of the Society be in connection with any attempt to influence the general public, or segments thereof, with respect to legislative matters, elections, or referendums. The Society may, however, conduct such political, legislative, and lobbying activities as allowed by an organization described in Section 501(c)(6) of the Code.

Section 12. North Carolina Nonprofit Corporation Act. These By-Laws are intended to comply with the various provisions of Chapter 55A of the General Statutes of North Carolina. In the event of conflict between these By-Laws and Chapter 55A, these By-Laws shall control to the extent legally allowed. If any part or provision of these By-Laws shall be invalid or unenforceable under applicable law, such part or provision shall be ineffective to the extent of such invalidity only, without in any way affecting the remaining parts or provision of such By-Laws.

## **ARTICLE XII INDEMNIFICATION OF OFFICERS AND DIRECTORS**

Section 1. Policy. It is the policy of this Society to attract and maintain responsible, qualified Directors and officers, and, to such end, to allocate the risk of personal liability of such Directors and officers through indemnification and insurance to the fullest extent available and as authorized by Chapter 55A, Part 5, Article 8, of the North Carolina General Statutes.

Section 2. General Indemnification and Limitation. Except as provided herein and in accord with NCGS §55A-8-51, any person who at any time serves or has served as a Director or officer of the Society shall be indemnified by the Society if such person is made an individual party in a proceeding because said person is or was a Director or officer of the Society, and if such person

- (a) Conducted himself / herself in good faith

- (b) Reasonably believed (i) in the case of conduct in his/her official capacity with the Society that his/her conduct was in its best interest; and (ii) in all other cases that his/her conduct was at least not opposed to the best interests of the Society; and
- (c) In the case of any criminal proceeding, he/she had no reasonable cause to believe his/her conduct was unlawful. ~~Notwithstanding the foregoing, this Society shall not indemnify a Director or officer.~~

*Notwithstanding the foregoing, this Society shall not indemnify a Director or officer:*

- (d) In connection with a proceeding by or in the right of the Society in which the director or officer was adjudged liable to the Society; or
- (e) In connection with any other proceeding charging improper personal benefit to the Director or officer whether or not involving action in his/her official capacity, in which the Director or officer was adjudged liable on the basis that personal benefit was improperly received by such Director or officer. However, a Director or officer may be indemnified by the Society in connection with a proceeding by or in the right of the Society that is concluded without final adjudication on the issue of liability provided such indemnification is limited to reasonable expenses incurred in connection with the proceeding.

Section 3. Expenses. In accord with NCGS § 50A-8-53 expenses incurred by a director or officer in defending a proceeding may be paid by the Society in advance of the final disposition of such proceeding as authorized by the Board of Directors in the specific case or by resolution or by contract 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 the Director or officer is entitled to be indemnified by the Society against such expenses.

Section 4. Authorization for Indemnity. The Society shall not indemnify a Director or officer in accord with the authority to indemnify contained herein and under NCGS § 55A-8-51 unless authorized in the specific case after a determination has been made that indemnification is permissible in the circumstances because the Director or officer has met the standard of conduct set forth herein and under NCGS § 55A-8-51. Determination as to indemnification and the reasonableness of expenses shall be made in accord with NCGS § 55A-8-55.

Section 5. Additional Indemnification by Resolution and Limitation. In addition to the indemnification provisions above, the Society may by resolution agree to indemnify any one or more of its Directors, officers, employees, or agents against liability and expenses in any proceeding arising out of their status as such or their activities in any of the foregoing capacities, provided, however, the Society shall not indemnify or agree to indemnify any Director, officer,



employee or agent against liability or expenses he/she may incur on account of his/her activities which were at the time taken, known, or believed by such person to be clearly in conflict with the best interests of the Society or if he/she received an improper personal benefit.

Section 6. Insurance. The Society shall purchase and maintain insurance on behalf of those individuals who are or were Directors and officers of the Society, or who, while Directors or officers of the Society, are or were serving at the request of the Society as a Director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against liability asserted against or incurred by such individual(s) in that capacity or arising from his/her status as director or officer whether or not the Society would have the power to indemnify him/her against the same liability under any provision of NCGS § 55A-8-50 through NCGS § 55A-8-58. The Society shall not be liable to any person for failure to maintain or obtain such insurance.

### **ARTICLE XIII AMENDMENTS**

These By-Laws may be amended according to the following procedure:

- 1) *Any proposed amendment to the By-Laws together with a summary of the proposed changes shall first be submitted in writing to each member of the Board of Directors at least thirty (30) days in advance of the regular or special meeting of the Board at which the amendment is considered for vote. Notice of such meeting shall include a statement that By-Law amendments will be considered for vote.*
- 2) *At such meeting, the proposed amendment shall be considered for adoption. If the proposed amendment is adopted by a majority of votes cast by the Board, the Society office, within thirty (30) days following the Board meeting, shall provide a copy of the current By-Laws together with a copy of the proposed amended By-Laws and a written ballot indicating a vote "for" or "against" the amendment. A Teller's Committee appointed by the President shall count the ballots and report the results to the Secretary/Treasurer. If a majority of all the verified ballots timely cast are "for" the amendment, the amendment shall be adopted. The Secretary/Treasurer shall report the results of such election to the Board at its next scheduled meeting.*
- 3) *Amendments to the Articles of Incorporation of the Society shall be adopted in the same manner as amendments to the By-laws except it shall require a two-thirds (2/3) majority of votes cast by the Board and a two-thirds (2/3) majority of votes timely cast by Members entitled to vote to adopt a change in the Articles of Incorporation. Notwithstanding the foregoing procedure to amend the Articles of Incorporation, the location of the Registered Office of the Society and the name and address of the Registered Agent of the Society appearing in said Articles may be amended by majority vote of the Board of Directors at any regular or special meeting of the Board, provided,*

*however, notice of any such amendment shall be provided to all Directors entitled to vote at least thirty (30) days in advance of said meeting.*