

# **BYLAWS OF THE INTERNATIONAL FRIENDSHIP CENTER OF HIGHLANDS**

**(As Amended August , 2022)**

## **ARTICLE I: NAME**

**1.1 Name.** The name of this North Carolina nonprofit corporation is International Friendship Center of Highlands.

## **ARTICLE II: PURPOSE AND MEMBERSHIP**

**2.1 Purpose.** The purpose of the corporation is to support underserved residents and workers in the Highlands and Cashiers area of North Carolina by providing or connecting them with resources to help meet their basic needs for food, shelter, and health care, and to reach for growth and success through education in language and employment skills and in their legal rights and duties as members of the community.

**2.2 Membership.** Any person who shall contribute financial assistance to IFC shall be recognized as a member of IFC for a period of one year from the date of any such contribution.

## **ARTICLE III: BOARD OF DIRECTORS**

**3.1 Authority and Responsibility.** The affairs and all duties to be performed by the organization shall be managed and executed by the Board of Directors. The Board of Directors shall have the supervision, control and direction of the management, affairs, and property of the organization; shall determine its policies or changes therein; shall actively promote its objectives; shall be responsible for securing resources for the organization and supervising the disbursements of funds. The authority and responsibility of the Executive Director will be defined in a separate Appendix of the Employee Manual.

**3.2 Number of Directors.** The number of directors of the organization shall be no less than nine or more than twenty, as determined by the Board.

**3.3 Election and Term of Office.** Directors shall be elected at the annual meeting, or such other meeting as the Board may determine, to serve a three-year term of office, or until a successor is elected. The terms of approximately one-third of the regular Board members shall expire each year. No director shall serve more than two consecutive three-year terms. But a director serving a first term as President in the final year of the director's second consecutive term may be re-elected to an additional one-year term as both director and President.

**3.4 Vacancy.** Any vacancy on the Board of Directors, arising at any time and from any cause,

may be filled for the unexpired term at any meeting of the Board by the affirmative vote of the majority of the current Directors then in office.

**3.5 Removal.** Any director may be removed for cause by a two-thirds vote of the full Board. Any Board member who is absent from three consecutive meetings of the Board within a twelve-month period may be asked to attend the next regular meeting and if absent from that meeting may be removed by the Board.

**3.6 Compensation.** No compensation will be paid to any member of the Board of Directors. The Board of Directors, however, at its sole discretion, may appoint and employ persons who are necessary for the administration and management of the organization, and pay reasonable compensation for the service performed.

**3.7 Conflict of Interest.** The Board of Directors is responsible for the integrity of the corporation's governance. A director who knows the board is preparing to vote on a matter in which the director has a direct or indirect financial interest shall disclose to the board, before the vote, the material facts known by the director concerning the matter and the director's financial interest in it. If the director is present at a meeting at which the matter is considered, the director shall withdraw from the meeting while the board considers and votes on the matter, after the director first makes any required disclosure not already made.

#### **ARTICLE IV: MEETINGS OF THE BOARD OF THE DIRECTORS**

**4.1 Regular Meetings.** In addition to its annual meeting to be held during the fourth quarter of each year, the Board of Directors will hold regular meetings at least six times each calendar year, at such place as may be designated in the notice of the meeting.

**4.2 Special Meetings.** Special meetings of the Board of Directors may be called at any time by the President or, on receipt of a written request signed by at least three directors, by the Secretary.

**4.3 Annual Meetings.** Annual Meetings of the Board of Directors will be held each year during the fourth quarter. As noted in 3.3, the Board of Directors shall be elected at the annual meetings.

**4.4 Notice of Meetings.** Written notice of all meetings shall be sent at least [two/three] days before the meeting. Notice of a special meeting shall state the reason for the meeting. Written notice may be sent by either mail or email as appropriate for the recipient.

**4.5 Quorum.** A quorum of the Board of Directors shall be a majority of the current Board of Directors.

**4.6 Voting.** At all meetings of the Board of Directors, each director present is entitled to cast one vote on any motion made at the meeting. The affirmative vote of a majority of the directors present is required to approve a motion. Directors may not vote by proxy.

**4.7 Action by Consent.** The Board shall have the right to take any action that would otherwise

be taken at a meeting by obtaining the written approval of all Directors. Any action so approved shall have the same effect as though taken at a meeting of the Board.

**4.8 Email Constitutes a "Writing".** Receipt or delivery of an email from or to any individual purporting to be a member of the IFC Board or Staff, if sent to or from the email address listed on the IFC Secretary Contact List, shall be deemed a "writing" for any purpose stated in the By-Laws, Employee Manual and any appendices.

## **ARTICLE V: OFFICERS**

**5.1 Officers Named and Terms of Offices.** The officers of this organization must be directors and shall be elected by the Board at its annual meeting. The officers shall be a President, Vice President, Secretary, Treasurer, and other such officers as the Board may from time to time elect. Each officer will serve a one-year term, and may be re-elected for one additional term, or until a successor is elected. No one may hold more than one office at a time.

**5.2 Removal and Vacancy.** Any officer may be removed without cause by the Board of Directors by a two-thirds vote of all directors. A vacancy in any office may be filled for the unexpired portion of the term by a majority vote of the Board.

**5.3 President.** The duties of the President shall be to call and preside at all meetings of the Board of the Directors; oversee the interests and welfare of the organization in the community; establish all committees, standing and special, subject to the approval of the Board of Directors; serve as an ex-officio member of all committees; execute on behalf of the organization all contracts, deeds, conveyance, and other instruments in writing that may be required or authorized by the Board of Directors for the proper transaction of the business of the organization.

**5.4 Vice President.** The Vice-President shall have the power to perform all duties of the President in the event of the President's absence or disability, and perform other such duties as may be assigned by the President or the Board of Directors.

**5.5 Secretary.** The Secretary will be responsible for keeping all records and papers of the organization, except the records of the Treasurer. The Secretary will give or cause to be given all notices of meetings of the Board of Directors, and will write and maintain the minutes of all meetings of the Board of Directors. The Secretary will keep accurate records of names and addresses of all directors; and perform other such duties as may be assigned by the President or the Board of Directors.

**5.6 Treasurer.** The Treasurer will oversee the finances of the organization, receiving and disbursing all funds of the organization and depositing them in a bank as directed by the Board of Directors. The Treasurer shall establish and monitor a detailed accounting system, report to the Board of Directors at each meeting, provide records for the organization's annual audit; and perform such other duties as may be assigned by the President or the Board of Directors.

## **ARTICLE VI: COMMITTEES**

**6.1 Committees.** The President, subject to the approval of the Board of Directors, shall have the authority to establish committees and to appoint members and chairs of the committees.

**6.2 Finance Committee.** The Finance Committee shall be a standing committee of the Board and shall oversee and monitor the fiscal operations of the organization. As soon as possible after the Annual Meeting, a budget of the estimated income and expenditures for the year shall be developed by this committee for recommendation to the Board. The Treasurer of the organization shall be a member of this committee.

**6.3 Executive Committee.** The President, Vice President, Treasurer, Secretary, and one additional director selected by the President with the approval of the Board shall serve as an Executive Committee. The President shall be the chair of the Committee and may consult with it as the President considers helpful in fulfilling the President's duties. The Executive Committee may act on behalf of the Board when the Committee decides that Board action is needed before the next regular meeting of the Board. The President, as chair of the Committee, shall report to the Board at the Board's next meeting on any action taken by the Committee before the meeting and on the reasons the Committee decided the action was needed.

## **ARTICLE VII: MISCELLANEOUS**

**7.1 Checks.** Checks or drafts may be signed in the name of the organization by the President, Vice President, Treasurer, or employee acting at the direction of any of the above. Checks in excess of +\$750 must be signed by two of the following persons: President, Vice President, or Treasurer.

**7.2 Credit Cards.** The Board may elect from time to time to apply for, or direct the Executive Director to apply for, credit services, including credit cards, to be issued to individuals for the benefit of IFC. Any purchases made by individuals to whom the card is issued shall be deemed "authorized" so long as they are for the benefit of IFC. Any limits on the amount of credit so authorized to any individual shall be set by the Board, and these limits shall be communicated to and enforced by the creditor.

**7.3 Audits.** A financial review by a competent outside person or organization shall be performed when a significant change in officers occurs or at least on a bi-annual basis.

**7.4 Funds.** All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

**7.5 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.

**7.6 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 members. The Board of Directors and committees having authority of the Board of Directors, shall keep at the registered or principal office a record giving the names, mailing addresses and electronic addresses of Members. A director or the director's agent or attorney may inspect all books and records of the corporation for any proper purpose at any reasonable time at the place where the books and records are maintained.

**7.7 Fiscal Year.** The fiscal year of the corporation shall be the calendar year.

**7.8 Limitation on Use of Funds** No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its directors, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in Article VII hereof. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

**7.9 Dissolution.** This organization may be dissolved at any time by two-thirds vote of the Board members present at a special meeting called for that purpose. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Code as the Board of Directors shall determine, or to federal, state, or local governments to be used exclusively for public purposes. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, such as the court shall determine, which are organized and operated exclusively for such purposes, or to such governments for such purposes.

## **ARTICLE VIII: INDEMNIFICATION**

**8.1 Action by Persons Other Than the Corporation.** The corporation shall indemnify and hold harmless any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed claim, action, suit or proceeding, or investigation, whether civil, criminal or administrative (other than an action by or in the right of the corporation) by reason of the fact that he/she is or was a director, officer, employee or agent of the corporation, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding if he/she acted in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, he/she had not reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

**8.2 Actions By or in the Name of the Corporation.** The corporation shall indemnify and hold

harmless any person who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, action, suit or proceeding by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he/she is or was a director, officer, employee or agent of the corporation, against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection with the defense or settlement of such action or suit, if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interest of the corporation; except that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expense which the court shall deem proper.

**8.3 Successful Defense.** To the extent that a director, officer, employee or agent of a corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 and 2 of this Article VIII, or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection therewith.

**8.4 Authorization of Indemnification.** Any indemnification under Sections 1 and 2 of this Article VIII shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he/she has met the applicable standard of conduct set forth in Sections 1 and 2 of Article VIII. Such determinations shall be made: (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding; or (b) if such a quorum is not obtainable, or, even if obtainable, if a quorum of disinterested directors so directs, by the independent legal counsel then employed by the corporation, in a written opinion.

**8.5 Insurance.** The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the corporation would have the power to indemnify him/her against such liability under the provisions of this Article VIII.

**8.6 Interpretation of Article.** It is the intent of this Article VIII to provide for indemnification of the directors, officers, employees and agents of the corporation to the full extent permitted under the laws of the State of North Carolina. This Article VIII shall be construed in a manner consistent with such intent.

## **ARTICLE IX: AMENDMENTS**

**9.1 Amendments and Precedence.** The Board of Director shall have the power to alter, amend or repeal these bylaws, or adopt new bylaws, by the affirmative vote of a majority of all directors then holding office.