

# Women's Resource Center In Alamance County

A North Carolina Non-Profit Corporation

## By-Laws

effective ~~7/1/2021~~6/16/95

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### Article I — Name

The name of this Corporation is The Women's Resource Center in Alamance County.

### Article II — Objectives and Purposes

#### Section 1. Purpose:

The purpose of the Corporation shall be to promote, encourage and support its own efforts and other community and civic efforts to help women improve and enrich their lives.

#### Section 2. Objectives:

The objectives for which this Corporation is formed are:

- A. To develop resources and skills for use in furthering the purposes of the Corporation and to be accessible and visible to the community.
- B. To lease or own and operate a facility where office space may be made available by mutual agreement to organizations that address the needs of and provide support for women.
- C. To accept and sell real estate, personal property, and securities which shall come into the possession of the Corporation or to which the Corporation is entitled, in furthering the purposes of the Corporation.

D. To operate exclusively for the educational, charitable, and benevolent purposes within the meaning of §501c(3) of the Internal Revenue Code.

E. To carry out any action not otherwise prohibited by law.

In the event that the Corporation shall, for any reason, become inactive and fail to perform its charitable and benevolent activities for three (3) consecutive years, or upon dissolution, assets of whatever kind shall be turned over or paid to some other non-profit organization or organizations with substantially similar purposes and with federal and state tax-exempt status as of the time of dissolution.

No other part of the assets, property, or net earnings of the Corporation shall be paid to or in any way inure to any Director of the Corporation as profits, dividends, or as compensation for services during his or her membership or thereafter. All assets or earnings shall be utilized and invested as the Finance Committee deems advisable for the benefit of the Corporation and for the advancement and accomplishment of its purposes.

Article II, §2.D may not be amended without endangering the non-profit status of the Corporation.

### ~~Article III — Membership~~

~~Each member shall be entitled to vote for the following:~~

~~A. Members of the Board of Directors and Officers.~~

### ~~Section 3. — Dues and Obligations:~~

## ~~Article IIIIV — Board of Directors~~

### ~~Section 1. Election of Board of Directors and Officers:~~

The business and property of the Corporation shall be managed and controlled by the Board of Directors. The Board shall be responsible for the hiring of a professional staff whose authority and duties shall be defined in a written statement adopted by the Board ~~(revised and moved to Article IX, Section 2)~~. The Board of Directors shall secure an Executive Director who shall have administrative

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responsibility for the implementation of the programs, goals and objectives of the Corporation.

The Board shall:

- A. approve annually a program of activities; and
- B. review, approve and revise annual budgets prepared by the professional staff in conjunction with the Finance Committee and submitted to the Board by the Finance Committee.

**Section 3. Number, Tenure and Qualifications:**

The number of Directors shall be no fewer than 12, or more than 23 with the exclusion of emeritus members. Every effort shall be made to ensure representation of the community. The proposed directors shall be elected via electronic or mail-in ballot to serve a term of three (3) years, or until their successors have been duly elected and taken office. The terms shall be effective beginning July 1.

A Director may, without interruption of service, be elected to serve two (2) three-year terms, plus any portion of an unexpired term. Before becoming eligible to serve again, an absence of one (1) year from the Board is required.

**The Executive Director of the Center** shall serve as a non-voting *ex-officio* member of the Board.

**EMERITUS MEMBERS**

The Governance Committee may recommend a director to serve with emeritus status at its discretion to be part of the vote of directors via electronic or mail-in ballot. Directors with emeritus status shall have voting privileges when in attendance.

**Section ~~4.3~~. Absences, Leaves of Absences:**

Any Director who is absent for four (4) of the regular meetings of the Board in one (1) fiscal year without giving prior notice to the Executive Director may be removed from the Board. The Executive Committee shall have the right to exercise this action. If the Board approves a leave of absence for any Director due to special circumstances, meetings missed during the leave of absence shall not count against the Director for purposes of this section or any other.

**Section ~~5.4~~. Resignations and Vacancies:**

Any Director may resign by submitting a letter of intent to the Board. The Board may fill vacancies for unexpired terms occurring between regular elections upon the recommendation of the Governance Committee and with an affirmative vote of the majority of the Board members. Notice of any vacancy and proposed election shall be given in writing to members of the Board ten (10) days prior to the meeting held to fill the vacancy.

**Section 65. Meetings:**

New Directors and Officers shall be seated at the first meeting of the fiscal year. The Board of Directors may provide by resolution the time and place for the holding of additional meetings of the Board without other notice. Special meetings of the Board may be called by the President at any time or place and/or be called by the President at the written request of five (5) members of the Board.

Notice of all special meetings must be given at least three (3) days in advance and must include the business and purpose of the meeting. Notice is sufficient if given personally or by telephone, or mailed to the last known address of each Director or emailing to the last known email address of each Director. Such notice may be waived in advance by any Director.

Any business may be transacted at regular meetings of the Board. At any special meeting, no business may be conducted except that which was stated in the call unless all Directors are present or a waiver is served.

**Section 76. Quorum:**

A quorum at meetings of the Board shall be one-third (1/3) of the whole and the act of a majority of the Directors present at the meeting at which a quorum is present shall be the act of the whole unless otherwise provided by resolution of the Board, or unless the act of a greater number is required by these By-Laws.

**Section 87. Compensation:**

Members of the Board shall serve without compensation for their services.

**Section 98. Powers:**

All the corporate powers, except otherwise provided for in these By-Laws and in the laws of the State of North Carolina, shall be exercised by the Board of Directors. The Board of Directors may, by general resolution, delegate to committees of their own number or to Officers of the Corporation, such powers as they see fit, to the extent authorized or permitted by law.

**Article IV — Officers**

**Section 1. Number, Tenure and Qualifications:**

The Officers of the Corporation shall be the President, First Vice--President, Second Vice-President, Secretary and Treasurer, and such other Officers, with such powers and duties not inconsistent with these By-Laws, as appointed by the Board.

The Officers of the Corporation shall be members of the Board of Directors. They shall be elected via electronic or mail-in ballot. All Officers shall hold office, subject to removal by the Board, for the term of one (1) year beginning July 1. An Officer may succeed herself/himself as long as s/he remains a Director.

**Section 2. Vacancies and Removals:**

Any Officer of the Corporation may be removed at any time by a majority vote of the Board of Directors. All members of the Board shall receive notice of the meeting at least ten (10) days prior to the meeting. Any Officer proposed to be removed shall be entitled to at least ten (10) days prior written notice, by United States mail, of the meeting of the Board at which such removal is to be voted upon, and shall be entitled to appear and be heard by the board at such meeting.

In case any office of the Corporation becomes vacant, the majority of Directors then in office shall elect an Officer to fill such vacancy with the recommendation of the Governance Committee, and the Officer so elected shall serve until the end of the unexpired term. S/he shall be entitled to be re-elected. By unanimous consent of the Board, if an office becomes vacant, any two offices may be held by the same person until the meeting of the Board to fill the vacancy.

**Section 3. President:**

The President shall:

- A. be the Chief Executive Officer of the Corporation;

- B. see that all orders, resolutions and policies of the Board of Directors are carried into effect;
- C. preside at all meetings of the Board of Directors;
- D. be an *ex-officio* member of all committees
- E. have the general powers and duties of supervision and management usually vested in the president of such a corporation;
- F. sign, with the approval of the Board, all management contracts; and
- G. appoint, with the approval of the Board, all standing and special committees deemed necessary for the transaction of the affairs of the Corporation.

**Section 4. First Vice-President:**

The First Vice-President shall perform the duties and exercise the powers of the President during the absence or disability of the President and shall oversee committees designated by the Executive Committee.

**Section 5. Second Vice-President:**

The Second Vice- President shall perform the duties and exercise the powers of the President during the absence or disability of the President and First Vice-President, and shall oversee committees designated by the Executive Committee.

**Section 6. Secretary:**

The Secretary shall be responsible for recording the minutes of the meetings of the Corporation and of the Board of Directors.

**Section 7. Treasurer:**

The Treasurer shall:

- A. oversee the receipt and disbursement of the funds of the Corporation under the direction of the Board of Directors;
- B. be responsible for maintaining accounting records which reflect assets, liabilities, income and expenses of the Corporation in accordance with generally accepted accounting principles; and
- C. be responsible for such other fiscal matters as determined by the Board of Directors.

## Article VI — Committees

### Section 1. Executive Committee:

There shall be an Executive Committee that shall consist of the President, the First Vice-President, the Second Vice-President, the Secretary, and the Treasurer. The Executive Committee shall have the authority to manage and conduct the business and property of the Corporation, except as limited by law, or the dissolution or merger of the Corporation, or the amendment of the charter or the By-Laws, or the sale, lease or exchange of property or the election of Officers and Directors. The Executive Committee shall act for the Board between meetings and while the Board of Directors is not in session. It shall meet as often as necessary in the judgment of the President, and at any other time at the call of the members of the Committee. All actions taken by the Executive Committee shall be reported in full at the next meeting of the Board of Directors.

### Section 2. Finance Committee:

The Finance Committee shall consist of the Treasurer and such members as designated by the Board of Directors. The Finance Committee, in consultation with the professional staff, shall annually prepare a budget for the operation of the Corporation for the next fiscal year that shall be presented to and approved by the Board of Directors.

The Finance Committee shall recommend banks and financial institutions in which the funds of the Corporation shall be deposited. The Finance Committee shall be empowered to accept and sell real estate, personal property, and securities which shall come into the possession of the Corporation, or to which the Corporation is entitled with the express approval of the Board of Directors. The Committee shall provide and maintain all necessary insurance and surety bonds for the protection of all Corporation investments and property.

The Finance Committee shall provide for an annual audit of the Corporation's books, either by competent professional accountants or by an internal auditing committee.

### Section 3. Governance Committee:

It is recommended that the Governance Committee have six (6) members – the outgoing President, Executive Director, two (2) Directors and two (2) members-at-large. The slate shall be recommended by the seated Governance Committee. Members of the Governance Committee shall serve for one (1) year beginning July 1. The chair of the Governance Committee shall be appointed by the newly-elected Executive Committee. Vacancies on the Governance Committee shall be filled for

the unexpired term by appointment of the Executive Committee upon consideration of recommendations of the Governance Committee. The person filling an unexpired term is eligible for election to a full term.

The Governance Committee shall be responsible for maintaining an appropriate board composition, and insuring board knowledge and leadership by:

Assessing current and anticipated needs related to board composition, determining the knowledge, attributes, skills, abilities, influence, and access to resources the board will need to consider in order to accomplish the future work of the board.

- A. Identifying potential board member candidates and exploring their interest and availability for board service
- B. Nominating individuals to be elected as members of the board
- C. Designing and overseeing a process of board orientation, including gathering information prior to election as a board member and information needed during the early stage of board service
- D. Designing and implementing an ongoing program of board information and education
- E. Taking a lead in succession planning, taking steps to recruit and prepare for future board leadership

It shall also be the duty of the Governance Committee to nominate candidates for Officers and members of the Board of Directors for election each fiscal year. The Governance Committee shall email or mail to the membership a written report of these slates no later than 45 days prior to the end of the fiscal year. Additional candidates may be nominated by members of the Corporation with prior consent of such candidates at least 30 days prior the end of the fiscal year. If the slate is expanded, the entire slate must be emailed or mailed to the membership by written notice not later than 15 days prior to the end of the fiscal year.

#### **Section 4. Other Committees:**

There may also be committees not having and exercising the authority of the Board of Directors in the management of the Corporation, including standing committees, such as Programming, Development, [Supporter/Outreach, Membership](#), Publicity, Governance, Policy, Personnel, and other such committees, standing or special, as appointed to carry on the work of the Corporation.

#### **Section 5. Committee Term of Office, Chairs, Vacancies, Quorum, Rules of the Board of Directors:**



Each member of a committee shall continue until the next fiscal year, or until her/his successor has been appointed, unless the committee shall be terminated or unless such member shall be removed from said committee, or unless such member shall cease to qualify as a member.

Vacancies in the membership of a committee may be filled by appointments made in the same manner as provided in the case of the original appointment. Unless otherwise provided, an act of the majority of the whole committee shall be the act of the committee.

Each committee may adopt rules for its own government not inconsistent with these By-Laws or rules adopted by the Board.

### **Article VII — Agents and Representatives**

The Board of Directors may appoint such agents and representatives of the Corporation with such powers and to perform such acts or duties on behalf of the Corporation as the Board may see fit, so far as may be consistent with these By-Laws, to the extent authorized or permitted by law.

### **Article VIII — Contracts**

The Board of Directors, except as may be otherwise provided in these By-Laws, may authorize any Officer or agent 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 a specific instance. Unless so authorized by the Board, no Officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, render it liable pecuniarily for any purpose or for any amount.

### **Article ~~VIII~~ — Miscellaneous**

#### **Section 1. Fiscal Year:**

The fiscal year shall be from July 1 to June 30. The fiscal year can be changed to January 1 to December 31, contingent on approval of the Internal Revenue Service. The Treasurer is authorized to file IRS Form 1128, which requests the change of fiscal accounting method for a non-profit §501c(3) organization.

#### **Section 2. Executive Director (~~moved from Article IV — Board of Directors~~)**

The Executive Director shall be responsible for keeping the President informed on matters affecting the service that might need to be brought to the attention of the Executive Committee or the Board of Directors, and the Executive Director shall ensure proper recordings of all business transactions of the Corporation, including all expenditures of money. The Executive Director may be authorized by the Board of Directors to sign checks in the amount not greater than Two Thousand Dollars unless the Board of Directors, by resolution, shall establish greater authority. Unbudgeted items of more than \$500 must be approved by the Board of Directors. The Executive Director shall be responsible for hiring, evaluating and terminating all employees of the Corporation in accordance with the personnel policies adopted by the Board from time to time. A report should be made to the Board of Directors at their next meeting following the hiring or termination of any employee.

**Section 3. Notice:**

Service of notice is sufficient if given personally, or by telephone or mailed to the last known address of each member. Such notice may be waived by a member.

**Section 4. Waiver of Notice:**

Whenever any notice is required to be given under the provisions of the Non-Profit Corporation Act of North Carolina, or under the provisions of the Articles of Incorporation, or the By-Laws of the Corporation, a waiver 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.

**Section 5. Amendments:**

These By-Laws may be altered, amended or repealed and new By-Laws adopted by a two-thirds (2/3) vote of the Board of Directors. Notice of proposed changes and notice of a scheduled meeting to vote of such proposed changes will be given 14 days prior to such scheduled meeting. Notice may be given to board members by first class mail to their last known mailing address or by email to their last known email address. ~~membership who return the applicable electronic or mail-in ballots. Members will be notified of bylaw amendments via email or mail. Objections to the changes should be submitted to the Executive Director or President of the Board within 14 days of the effective date.~~ Article II, Section 2D, *supra*, may not be amended without endangering the non-profit status of the Corporation.

**Section 6. Removals:**

Any Director, Officer, agent, or committee chairperson may be removed from such office or position by the Board of Directors whenever, in the judgment of two-thirds (2/3) of the Directors, the interest of the Corporation shall be served thereby.

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**Section 7. Parliamentary Authority:**

The rules contained in the current edition of Robert's Rules of Order (Newly Revised) shall govern the Corporation in all cases applicable and in which they are not inconsistent with these By-Laws and any special rules of order that the Corporation may adopt.

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