

**BYLAWS
OF
CAPE FEAR RESOURCE CONSERVATION & DEVELOPMENT, INC.**

WHEREAS, Cape Fear Resource Conservation & Development, Inc. was duly incorporated as a non-stock, non-profit corporation under the laws of the State of North Carolina and more particular under and by virtue of the Articles of Incorporation issued by the Secretary of State of the State of North Carolina on September 19, 1996, and

WHEREAS, it is necessary that suitable Bylaws be adopted for such non-stock, non-profit corporation;

NOW, THEREFORE, BE IT RESOLVED that the following Bylaws are hereby duly adopted and declared to be the Bylaws of Cape Fear Resource Conservation & Development, Inc.

ARTICLE I. NAME

The name of the Corporation shall be Cape Fear Resource Conservation and Development, Inc.

ARTICLE II. PURPOSES

The purposes of the Corporation shall be:

1. To develop and carry out an RC&D work plan for a service region including Bladen, Brunswick, Columbus, New Hanover and Pender counties, in an effort to improve economic conditions;
2. To cooperate and assist in carrying out local and regional development plans of other organizations and agencies;
3. To create a general awareness of the urgency and need for improvement of the environment by the orderly development and conservation of resources of the region; and
4. To secure the required technical, financial, educational, and other services required to carry out an RC&D work plan.

ARTICLE III. PRINCIPAL OFFICE

The principal office of the Corporation shall be located in New Hanover County, North Carolina. The Corporation may have offices at such other locations, either within or without the State of North Carolina, as the Council may designate or as the affairs of the Corporation may require from time to time.

ARTICLE IV. COUNCIL

- Section 1. The management and affairs of the Corporation shall be vested in the Council. The Council shall be authorized to seek funds from both public and private sources, and shall authorize the expenditure of funds of the Corporation.
- Section 2. The Cape Fear RC&D Council shall be composed of three (3) members from each of the five (5) counties in the service region, plus the Executive Director of the Cape Fear Council of Governments or his/her designee, for a total of sixteen (16) members.
- A. One member shall be appointed by and represent the Board of County Commissioners in each county in the region;
 - B. One member shall be appointed by and represent the Soil and Water Conservation District Board of Supervisors in each county in the region;
 - C. One member from Columbus, Brunswick, New Hanover and Pender counties shall be appointed by and represent the Cape Fear Council of Governments Executive Committee and one member from Bladen County shall be appointed by and represent the Lumber River Council of Governments Executive Board;
 - D. Vacancies among Council members shall be filled as they occur by the entity responsible for that member's appointment;
 - E. Council member terms shall be four (4) years in length. There shall be no limit on reappointment or the number of terms a Council Member may serve.
 - F. When a vacancy occurs or as the end of a member's term approaches, the Secretary shall send a formal acknowledgment of a member's ending term to the appointing authority requesting reappointment or replacement of the member.
- Section 3. Voting. Each member shall have a vote on actions of the Council. Each member may designate an alternate who may vote in the member's stead during an absence. The name of the alternate must be provided to the President or other presiding officer prior to the start of the meeting.
- Section 4. Quorum. A majority of current Council members shall constitute a quorum for transaction of business at any meeting of the Council. Each Council member shall be entitled to one vote. The act of the majority of the Council members present at a meeting shall be the act of the Council, unless applicable law or these Bylaws require action by a greater number.
- Section 5. Compensation. No member of the Council shall receive compensation for service on the Council. The Council may provide for the reimbursement of reasonable and necessary expenses incurred by Council members in the performance of their official duties. A Council member may not be an employee of the Corporation.

ARTICLE V. MEETINGS

- Section 1. Annual Meeting. The annual meeting of the Council shall be held each year at such time and place as designated in the notice of the meeting, or if no designation is made, at the principal office of the Corporation in the State of North Carolina, or on such day and such time as fixed by the Council. The annual meeting shall be held for the purpose of presenting an annual report or program to the Council and its invited guests and for the transaction of such other business as may come before the meeting. If the day is fixed or the annual meeting shall fall on a legal holiday, such meeting shall be held on the next succeeding business day. Failure to hold the annual meeting at the time designated shall not work a forfeiture of dissolution of the Corporation and in the event of such failure, the annual meeting shall be held within a reasonable time thereafter.
- Section 2. Regular and Special Meetings. Regular meetings of the Council shall be scheduled at least quarterly. Regularly scheduled meetings will be held at such time and place as fixed by the Council. Special meetings of the Council may be called at the request of the President of the Council, or any two members of the Council. The person or persons authorized to call special meetings of the Council shall fix the time and place in the service region as the time and place for holding the special meeting of the Council called by them.
- Section 3. Open Meetings. All meetings of the Council, whether regular or special, shall be announced and open to the public. Individuals and/or groups may attend and participate in an open meeting by expressing their opinions, ideas, or advice but shall have no right to vote. Any citizen of the service region may propose a project to the Council for consideration.
- Section 4. Executive Sessions. Notwithstanding the provisions of Section 3 above, the Council shall have the authority to hold executive sessions from time to time in accordance with Article 33C of Chapter 143 of the North Carolina General Statutes.
- Section 5. Attendance. Members of the Council shall be expected to attend all regular, special, and annual meetings. Council Members shall be allowed one (1) unexcused absence per fiscal year. Any member with more than one (1) unexcused absence per fiscal year of regular meetings may be subject to removal from the Council by a majority vote of the Council at any regular or special meeting.
- Section 6. Presumption of Assent. A member who is present at a meeting of the Council at which action is taken shall be presumed to have assented to such action, unless he or she requests that a dissent be entered in the minutes of the meeting by the person acting as Secretary of the meeting prior to adjournment of the meeting. Such right to dissent shall not apply to a Council member who voted in favor of such action.

ARTICLE VI. OFFICERS

Section 1. Officers of the Corporation shall be President, Vice President (who shall be President-elect), Secretary, and Treasurer. The Council shall elect officers by majority vote at the annual meeting. Officers shall begin their service immediately upon election and shall serve a one-year renewable term.

Section 2. President. The President shall serve as chairperson of the Council and shall preside at all meetings and have general and active control of the business of the Corporation and general supervision of its officers, agents, and employees. The President shall appoint all committees and serve as an ex-officio member of all committees, unless otherwise directed by the Council. The President shall perform such other duties and have such other powers as prescribed in these Bylaws and as required by the Council.

Section 3. Vice President. The Vice President shall serve as vice-chairperson of the Council and shall preside at meetings in the absence of the President. The Vice President shall be considered to be President-elect and shall ascend to the office of President in a subsequent term or when a vacancy occurs in the office of President. The Vice President shall perform such other duties and have such other powers as required by the Council.

Section 4. Secretary. The Secretary shall give or cause to be given notice to all Council members of forthcoming meetings and shall keep or cause to be kept complete and accurate minutes of each meeting. The Secretary shall perform such other duties and have such other powers as required by the Council.

Section 5. Treasurer. The Treasurer shall have the responsibility for all funds and assets of the Corporation, and shall keep proper records of all receipts and disbursements and official transactions of the Corporation, and shall render quarterly accounts of all transactions to the Council. The Treasurer shall be bonded and the Corporation shall pay the cost of such bond.

ARTICLE VII. COMMITTEES

Section 1. Executive Committee. The Executive Committee shall be composed of the President, Vice President, Secretary, Treasurer, and Immediate Past President. If the officers do not represent all member counties, then the members from any county not represented shall elect one of their representatives to serve on the Executive Committee. The Executive Committee shall have full authority to act on behalf of the Council between regular meetings, unless otherwise directed by the Council.

Section 2. Nominating Committee. The President shall appoint a Nominating Committee of no less than three (3) and no more than five (5) members at least 30 days prior to each annual meeting. At the annual meeting, the committee shall present nominees to insure that all officer positions are filled.

Section 3. Other Committees. The President may appoint special or ad hoc committees as deemed necessary in conduct of the business of the Corporation. The Council may, by majority vote at any regular or special meeting, establish committees to act with such authority and capacity and with such composition as required or designated by the Council.

ARTICLE VIII. FISCAL PROCEDURES

Section 1. Fiscal Year. The fiscal year of the Corporation shall be the fiscal year beginning 01 July through 30 June.

Section 2. Contracts. In carrying out the purposes of the Corporation, the Council may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to special instances.

Section 3. Conflicts of Interest. No member of the Council shall be an interest, directly or indirectly, in any contract related to the operation of the Corporation or any contract furnishing goods or services to the Corporation, unless such contract is authorized by a majority vote of the Council at any regular or special meeting. At the meeting at which such a contract is to be considered, the nature of the conflict of interest shall be fully disclosed to all members of the Council present. The interested party or parties shall abstain from deliberation and voting on the matter.

Section 4. Loans. Loans or other indebtedness to be issued in the name of the Corporation may be authorized by Resolution of the Council. Such authority may be general or confined to specific instances.

Section 5. Checks and Drafts. All checks, drafts, or other orders for the payment of money, issued in the name of the Corporation, shall be signed by the Treasurer or in such manner as shall from time to time be determined Resolution of the Council

Section 6. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such manner as shall from time to time be determined by Resolution of the Council.

Section 7. Gifts and Contributions. The Council may accept on behalf of the Corporation any contribution, gift, grant, bequest, or devise for the general purpose or any special purpose of the Corporation.

Section 8. Record-keeping. The Corporation or its agent or agents shall keep complete and accurate books and records of all financial accounts, minutes of the proceedings of the Council, and a record of the names and addresses of Council members at the registered or principal office of the Corporation. Any person may inspect all books and records of the Corporation for any proper purpose at any reasonable time.

ARTICLE IX. GENERAL PROVISIONS

Section 1. Seal. The seal of the Corporation shall be in the form of a circle containing the name of the Corporation and State and shall have the words "Corporate Seal" in the center.

Section 2. Waiver of Notice. Whenever any notice is required to be given to any Council member by law, the Articles of Incorporation or by these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

Section 3. Policies, Rules, and Regulations. The Council shall have the authority to make and adopt such policies, rules, and regulations not inconsistent with the law, Articles of Incorporation or these Bylaws, as it may deem necessary for the management of the business and affairs of the Corporation.

ARTICLE X. INDEMNIFICATION

Section 1. Indemnity. To the greatest extent permitted by the laws of the State of North Carolina and the United States of America, the Corporation shall have the authority, but not be required, to indemnify and hold harmless any Council member or officer or former Council member or officer of the Corporation against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit, damage, claim, judgment, liability or proceeding in which he or she is made a party by reason of being or having been such a Council member or officer.

Section 2. Insurance. The Corporation shall have the authority, but not be required, to purchase and maintain insurance on behalf of any person who is or was a Council member, officer, employee, or agent of the Corporation against any liability asserted against him or her and incurred by him or her in such capacity, or arising out of his or her status as such, whether or not the Corporation chooses to indemnify or hold harmless him or her against such liability.

ARTICLE XI. NON-DISCRIMINATION

No person shall, on the basis of race, color, national origin, age, sex, religion, martial status, or handicap/disability, be excluded from participation in the programs of or be denied the benefits of the Corporation.

ARTICLE XII. AMENDMENTS

These Bylaws may be altered, amended, or repealed from time to time in the following manner: The proposed amendment shall be introduced, read, and entered into the minutes of a regular or special meeting of the Council. Copies of the amendment shall be sent to each Council member at least fifteen (15) days prior to the regular or special meeting at which the Council will vote on the amendment. Finally, the amendment, in order to be adopted, must receive a majority vote of those Council members present and voting.

ARTICLE XIII. TAX EXEMPT PURPOSES

Section 1. Limitations on Activities. No substantial part of the activities of the Corporation shall be the carrying on of propoganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, the Corporation shall not carry on any 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 (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2. Prohibition Against Private Inurement. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Corporation.

Section 3. Distribution of Assets. Upon the dissolution of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of the State of North Carolina.

The foregoing Bylaws of Cape Fear Resource Conservation and Development, Inc. are herewith filed in the minute book of said non-profit Corporation.

Adopted and approved by the Council members in regular session on the 21st day of August, 2007.

Penny Tysinger
Penny Tysinger, Chairman

08/21/07
Date

Greg Elkins
Greg Elkins, Secretary

08/21/07
Date