

**BYLAWS OF
ONslow COUNTY CHIP, INCORPORATED**

**ARTICLE I
Offices**

- 1.1 **Principal Office.** The principal office of the Corporation shall be located at 1 Dewitt Street, Jacksonville, North Carolina, or at such other location designated by the Board of Directors.
- 1.2 **Registered Office.** The registered office of the Corporation required by law to be maintained in the State of North Carolina may be, but need not be, identical with the principal office.
- 1.3 **Other Offices.** The Corporation may have offices at such other places, either within or without the State of North Carolina, as the Board of Directors may designate or as the affairs of the Corporation may require from time to time.

**ARTICLE II
Board of Directors**

- 2.1 **General Powers.** Its Board of Directors shall manage the business and affairs of the Corporation. Except as otherwise expressly provided by law, the Articles of Incorporation, or these Bylaws, all of the power of the Corporation shall be vested in the Board of Directors.
- 2.2 **Number, Term, and Qualifications.** The number of directors constituting the Board of Directors shall be one and a maximum number of directors shall be twelve. Each director shall hold office until a one-year term expires, resignation, retirement, removal, disqualification, or his successor shall have been elected and qualified. Directors will hold office for one year and no longer than three consecutive years, with the exception of the representative for the Onslow County Health Department, Onslow County Department of Social Services and Onslow County Behavioral Healthcare Services may serve an unlimited term. Directors need to be a resident or employed in Onslow County of the State of North Carolina.
- 2.3 **Election of Directors.** Directors shall be elected at any annual or special meeting of the Board of Directors by a vote of a majority of the directors then in office. The election of directors shall be a part of the order of business at each annual meeting of the Board of Directors.
- 2.4 **Removal.** Directors may be removed from office at any time with or without cause by the directors by such vote as would be required to elect a member of the Board of Directors. A director may be dropped for excess absences from the board if he has three consecutive or five total absences in a year.
- 2.5 **Vacancies.** Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors even though less than a quorum, or by the sole remaining director. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Nominations for new directors must be received from current Board of Directors two weeks in advance of a meeting. These nominations shall be sent out to the Board of Directors members with the regular Board meeting announcement, to be voted upon at the next Board meeting.

- 2.6 Chairman of the Board. There shall be a Chairman and Vice-Chairman of the Board of Directors elected by the directors from their number at any meeting of the Board of Directors. The Chairman, or in his absence the Vice-Chairman, shall preside at all meetings of the Board of Directors, and each shall perform such other duties as may be directed by the Board of Directors. In addition the chair shall act as the official spokesperson for the organization. The Chairman and Vice-Chairman shall be officers of the Corporation.
- 2.7 Compensation. The Board of Directors receives no compensation other than approved reasonable expenses.
- 2.8 Composition. The composition of the Board of Directors may be representatives from Onslow-Carteret Behavioral Healthcare Services, Business/Industry, Chambers of Commerce, Onslow County Department of Social Services, Education, Environment, Faith, Healthcare, Government, Military, Non-Profit, Onslow Memorial Hospital, Onslow County Health Department, Youth Council and Citizens. Suggested representation from Onslow Carteret Behavioral Healthcare Services, Onslow County Department of Social Services, and Onslow County Health Department shall be the Directors.

ARTICLE III Meetings of Directors

- 3.1 Annual Meetings. The date of the regular annual meeting shall be set by the Board of Directors who shall also set the time and place. The annual meeting shall be for the purpose of electing directors and officers of the Corporation and for the transaction of any other business brought properly before the Board of Directors.
- 3.2 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairman or any two directors who will also set the time and place.
- 3.3 Notice of Meetings. The Secretary shall give notice of each annual meeting of the Board of Directors by hand, US mail or electronic notice to each director at least ten days before the meeting. The Chairman or other persons calling a special meeting of the Board of Directors shall give notice thereof (or cause the Secretary to give notice) by hand, US mail or electronic means at least three days before the meeting. Unless otherwise indicated in the notice thereof, any and all business may be transacted at a meeting of the Board of Directors, except as otherwise provided by law or these Bylaws.
- 3.4 Waiver of Notice. Any director may waive notice of any meeting, either before or after the meeting. Written waivers of notice shall be filed by the Secretary with the corporate records or as part of the minutes of the meeting. The attendance by a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
- 3.5 Quorum. A majority of the number of directors fixed by these Bylaws then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.
- 3.6 Manner of Acting. Except as otherwise provided in these Bylaws, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

- 3.7 Informal Action by Directors. Action taken by a majority of the directors then in office without a meeting is nevertheless action of the Board of Directors if written consent to the action in question is signed by all of the directors and filed with the minutes of the proceedings of the Board of Directors, whether done before or after the action so taken.
- 3.8 Participation by Telephone. One or more directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar communications device that allows all persons participating in the meeting to hear each other. Participation by these means shall be deemed presence in person at the meeting.
- 3.9 Participation by Email. Any one or more directors may participate in a vote of the Board of Directors by means of electronic mail or similar communication device that allows all persons participating in the vote to review the comments made by the other directors. Directors will be notified electronically of the results of the vote.

ARTICLE IV Officers

- 4.1 Officers of the Corporation. The officers of the Corporation shall consist of a Chairman, a Vice-Chairman, a President, a Vice President, a Secretary, and a Treasurer. No officer may act in more than one capacity where the actions of two or more officers are required.
- 4.2 Election and Term. The officers of the Corporation shall be elected by the Board of Directors, and each officer shall hold office until one year expires, resignation, retirement, removal, or disqualification or until his successor shall have been elected and qualified. Officers may hold office for up to three consecutive years.
- 4.3 Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby.
- 4.4 Bonds. The Board of Directors may by resolution require any officer, agent, or employee of the Corporation to give bond to the Corporation, with sufficient sureties, conditioned on the faithful performance of the duties of his respective office or position, and to comply with such other conditions as may from time to time be required by the Board of Directors.
- 4.5 President. The President shall be the chief executive officer of the Corporation and shall be primarily responsible for the implementation of policies of the Board of Directors. He shall have authority over the general management of the Corporation in accordance with these Bylaws, subject only to the ultimate authority of the Board of Directors. He may sign and execute instruments in the name of the Corporation except in cases where the signing and the execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation or shall be required by law otherwise to be signed or executed. In addition, he shall perform all duties incident to the office of the President and such other duties as from time to time may be assigned to him by the Board of Directors.
- 4.5.1 Vice President. The Vice President shall act on behalf of the President in the absence of the President for the purposes of meeting facilitation and such other duties as from time to time may be assigned to him by the Board of Directors.

- 4.6 Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors. He shall keep all minutes of all such meetings in books designated for those purposes. The Secretary shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law. He shall have charge of the books, records, and papers of the Corporation. He shall have custody of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized, and shall sign such instruments as may require his signature. He shall in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the Chairman, by the Board of Directors, or by these Bylaws.
- 4.7 Treasurer. The Treasurer shall have charge of and be responsible for all funds and securities, receipts, and disbursements of the Corporation, and shall deposit all monies and securities of the Corporation in such banks and depositories as shall be designated by the Board of Directors, provided that the Board of Directors may appoint a custodian or depository for any such funds or securities, and the Board of Directors may designate those persons upon whose signature or authority such funds may be disbursed. He shall be responsible "for" (i) maintaining adequate financial accounts and records in accordance with generally accepted accounting practices; (ii) preparation of appropriate operating budgets and financial statements; and (iii) preparation and filing of all tax returns required by law.
- 4.8 Validity of Signatures. In case any person whose signature shall appear on any bond, note, or other evidence of indebtedness of the Corporation shall cease to be an officer or hold an office different from that held at the time of signature before the delivery of such instrument, such signature shall nevertheless be valid and sufficient for all purposes the same as if he had remained in such office until such delivery.
- 4.9 Compensation. The Officers receive no compensation other than approved reasonable expenses.
- 4.10 Executive Director. The Board of Directors may delegate such functions of the corporation as the Board of Directors may determine from time to time to an Executive Director. The Executive Director will be selected by the Board of Directors. The duties and responsibilities of the Executive Director may be modified from time to time and the Board of Directors may remove the Executive Director with or without cause. The Executive Director shall be a paid employee or independent contractor of the corporation. The Board of Directors shall establish compensation of the Executive Director.
- 4.11 Contractor(s). The Board of Directors is authorized to enter into binding agreements with Contractor(s) for the purposes of carrying out administrative services

ARTICLE V Committees

- 5.1 The Board of Directors may create standing and ad hoc committees as needed. The Board Chair appoints all committee chairs. Standing committees may be governance, finance, personnel and communications. All committees may be comprised of others not represented on the Board.

- 5.2 Governance committee. The governance committee shall consist of the Chair, Vice-Chair, Secretary, Treasurer and other appointed individuals. The Chair of the Board of Directors will appoint the chair of this committee. The responsibilities of the governance committee are to recruit new members, create/update policies and procedures, create/update the Board of Directors handbook, oversee any proposed changes in bylaws.
- 5.3 Finance Committee. The Treasurer is chair of the Finance Committee, which includes three other Board members. There will be no less than two meetings a year. The Finance Committee is responsible for developing and reviewing fiscal procedures, and the annual budget with staff and other Directors. The Board of Directors must approve the budget, and all expenditures must be within the budget. The Board of Directors must approve any major change in the budget. Annual reports are required to be submitted to the Board of Directors showing income, expenditures and pending income. The financial records of the corporation are public information and shall be made available to the membership, Board members and the public.
- 5.4 Fundraising Committee. The Chair of the Board of Directors will appoint the chair of this committee. The committee will be responsible for creating a fundraising plan and commit to hosting one fundraising event in a given fiscal year.
- 5.5 Personnel Committee. This committee will meet no less than once a year. The committee is responsible for maintenance of the Executive Director job description and the evaluation of the Executive Director.
- 5.5 Communications Committee. The Chair of the Board of Directors will appoint the chair of this committee. The committee shall meet no less than twice a year. This committee is responsible for all public relations and marketing of Onslow CHIP. The communications committee must facilitate ongoing dialog with all grant sources, local media, and government agencies, etc.

ARTICLE VI Indebtedness

- 6.1 No indebtedness of the Corporation shall be incurred except as may be approved by resolution adopted by a majority of the directors in office. Any or all of such indebtedness may be represented by notes, debentures, bonds, or other securities, either unsecured or secured by, or issued under, a mortgage, trust indenture, or otherwise, and may be issued at such times and upon such terms as the Board of Directors shall determine.

ARTICLE VII Contracts, Loans, Checks, and Deposits

- 7.1 Contracts. The Board of Directors 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, and such authority may be general or confined to specific instances.
- 7.2 Loans. No loans shall be contracted on behalf of the Corporation, 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.

- 7.3 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 such officer or officers, agent or agents, or employee or employees of the Corporation and in such manner, including facsimile signatures, as shall from time to time be determined by resolution of the Board of Directors.
- 7.4 Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such depositories as the Board of Directors may select.

ARTICLE VIII General Provisions

- 8.1 Seal. The corporate seal of the Corporation shall contain the name of the Corporation and shall be in such form as approved by the Board of Directors.
- 8.2 Waiver of Notice. Whenever any notice is required to be given to any director by law, by the Articles of Incorporation, or by these Bylaws, a waiver thereof in writing signed by the director or directors entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.
- 8.3 Indemnification. The Corporation shall indemnify its officers and directors to the maximum extent required or permitted by Part 5 of Article 8 of Chapter 55A of the General Statutes of North Carolina as from time to time amended, and such officers and directors shall be deemed to have relied upon this Part.
- 8.4 Fiscal Year. The fiscal year of the Corporation shall be as fixed by the Board of Directors.
- 8.5 Amendment of Bylaws. Except as otherwise provided by law, by the Articles of Incorporation or herein, these Bylaws may be amended or repealed and new Bylaws may be adopted by the affirmative vote of a majority of the directors then holding office at any annual or special meeting of the Board of Directors; provided, however, that notice of the proposed action shall have been included in the notice of the meeting or shall have been waived as provided in these Bylaws.

ARTICLE IX Parliamentary Authority

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

ARTICLE X Special Provisions

- 10.1 Conflicts of Interest. Directors having a conflict of interest or a conflict of responsibility on any matter involving the organization and any other business or person shall refrain from voting on such matters. No Director or Officer shall use their position as a Director or Officer of the corporation for their own direct or indirect financial gain. Directors and Officers shall be responsible to follow the corporation's policy on Conflicts

of Interest, and shall be responsible to complete and to update a Conflict of Interest Disclosure Form, which shall be established and amended from time to time by the Board of Directors. For purposes of this Section, a conflict of interest is an actual or perceived interest by a Director or Officer, which results in, or has the appearance of resulting in, personal, organizational, or professional gain.

ARTICLE XI

Organization and Operation of the Corporation as a Tax Exempt Entity

11.1 The Corporation is a charitable or religious corporation within the meaning of N.C.G.S. Section 55A-1-40(4), and is organized exclusively for charitable, religious, educational, or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, 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 set forth herein. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, 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 provision of these bylaws, 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. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. 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 organization or organizations such as said Court shall determine, which are organized and operated exclusively for such purposes.

This the day 17 of MARCH, 2009.

Stan Brown (Vice Chair)
SECRETARY