

Bylaws of
The Association for the Preservation of the Eno River Valley, Inc.

Adopted by the Board of Directors May 1, 1975
Revised by the Membership of the Association September 1, 1998; October 28, 2001;
October 29, 2006; October 25, 2009; November 24, 2013 and December 6, 2020

Article I
Name

The name of this Association shall be The Association for the Preservation of the Eno River Valley, Inc.

Article II
Membership

2.1. Eligibility.

Any individual or family committed to the objectives and purposes of the Association and willing to uphold its policies and subscribe to its Bylaws shall be eligible for membership upon payment of dues or an annual contribution at a minimum level set by the staff.

2.2. Categories.

Membership categories shall be established according to the policy of the Board of Directors.

2.3. Membership Term.

Persons meeting the criteria described in Section 2.1 may be admitted to membership at any time. Memberships shall be for one year and shall expire on the last day of the calendar month one year after payment of membership dues or annual contribution is received by the Association. Membership shall be terminated by resignation or by non-payment of dues or annual contribution.

2.4. Vote.

All memberships shall be entitled to one vote on all matters submitted to a vote of the membership.

Article III
Meetings of the Members of the Association

3.1. Annual Meeting.

There shall be an annual meeting of the members of the Association held each year at a time and place to be decided upon by the Board of Directors.

3.2. Special Meeting.

Special meetings of the members of the Association may be called by the President or by the Board of Directors.

3.3. Notice of Meetings.

Written, printed or electronic notice to all members of the Association stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called,

shall be delivered not less than ten nor more than fifty days before the date of the meeting, either personally, by mail, by publication in the Association newsletter or by electronic mail to known addresses of members.

3.4. Quorum; Manner of Acting.

Twenty-five Association members (including a quorum of the Board of Directors) represented either in person or by written proxy shall constitute a quorum for the transaction of business. The vote of a majority of the votes entitled to be cast by the members of the Association present or represented by written proxy at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members of the Association.

3.5 Meeting by Electronic Means.

A meeting may be held in person or by video conference or other electronic means. The Executive Director, in consultation with the President, is authorized to select the method of voting in the event that the annual membership meeting is held by video conference or other electronic means. At a video-hosted or other electronic method of voting, votes by the membership may be by electronic ballot, a show of hands, written response or by acclamation if there are no further candidates nominated during the meeting and no stated objection to approval of a matter. The designated period of time for voting in a video-hosted meeting is the period of time in which the vote for each matter is open during the meeting, provided that each member has an equal and reasonable opportunity to vote.

Article IV Board of Directors

4.1. Powers.

The Board of Directors shall have the control and management of the affairs, business and property of the Association. In addition to exercising all the powers conferred upon it as set forth in these Bylaws and the Articles of Incorporation, the Board of Directors shall have the power to do all such lawful acts and things as are not by statute or by these Bylaws divested or required to be exercised or done by the members of the Association.

4.2. Number and Election.

The Board of Directors shall consist of a minimum of thirteen and a maximum of twenty-three directors, the exact number of which shall be determined by the Board of Directors. The directors shall be elected from the membership of the Association at the annual meeting of the members of the Association by vote of the membership. The Board of Directors shall recommend a slate of nominees, one for each director position to be filled, to the membership at the annual meeting of the members of the Association, and further nominations may be made from the floor. Any directorship not filled by the members of the Association shall be treated as a vacancy to be filled by and in the discretion of the Board of Directors.

4.3. Terms.

Directors shall assume their official duties following the close of the annual meeting at which they were elected. Directors elected before December 6, 2020 shall serve for a term of two years and until the election and qualification of their successors. Directors elected on or after December 6, 2020 shall serve for a period of three years and until the election and qualification of their successors. No directors elected on or after December 6, 2020 may serve for more than two consecutive terms of 3 years each; provided

however, a director elected or appointed for an initial term of less than three years may serve consecutively for his or her initial partial term plus two consecutive full terms of three years each.

4.4. Resignation.

Any director may resign at any time by giving written notice of such resignation to the President or Secretary of the Association. Such resignation will be effective upon receipt or any later date specified in the written notice.

4.5 Vacancies; Increase in Directors.

A vacancy occurring in the Board of Directors shall be filled for the unexpired term by a member of the Association appointed by a majority vote of the Board of Directors. Any directorship to be filled by reason of an increase in the number of directors shall be filled by a member of the Association appointed by a majority vote of the Board of Directors.

**Article V
Meetings of the Board of Directors**

5.1. Quorum.

One-half of the members of the Board of Directors shall constitute a quorum for the transaction of business, except in the case of an emergency meeting, in which case the quorum requirement shall be one-third of the members of the Board of Directors. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

5.2. Regular and Special Meetings.

Regular meetings of the Board of Directors shall be held according to a schedule determined by the Board of Directors. Special meetings of the Board of Directors may, from time to time, be necessary to consider business of an urgent nature which cannot be delayed until the next regularly scheduled meeting. Special meetings may be called by the President or any two directors. At least five days’ notice shall be given of regular or special meetings of the Board of Directors.

5.3. Emergency Meeting.

Emergency meetings may, from time to time, be necessary in an emergency situation when necessary to consider business of an extremely urgent nature which cannot be delayed until a special or regular meeting. Emergency meetings may be called by the Executive Director, President, Vice President or any two directors. At least 48 hours’ notice stating the purpose or purposes of the meeting shall be given of an emergency meeting of the Board of Directors.

5.4. Written Consent to Action without Meeting.

Any action required or permitted to be taken at a meeting of the Board of Directors or any committee thereof may be taken without a meeting by written consent to the action in question. The action must be evidenced by one or more written consents to actions signed by every director before or after such action which describes the action taken. Written consent shall include consent by directors in electronic form and delivered by electronic means.

5.5. Meetings by Electronic Means.

Members of the Board of Directors or any committee thereof may participate in any meeting of the Board of Directors or any committee thereof by means of conference telephone or similar communication

equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at such meeting.

5.6 Notice by Electronic Means.

Notice of meetings of the Board of Directors or any committee thereof may be given in electronic form and may be delivered by electronic means.

**Article VI
Officers**

6.1. Officers.

The officers of the Association, to include the President, Vice President, Secretary and Treasurer, shall be elected by the general membership from among the members of the Board of Directors at the annual meeting of the members of the Association. The Board of Directors shall recommend a slate of officers to the membership at the annual meeting of the members of the Association and further nominations may be made from the floor. Officers shall assume their official duties following the close of the annual meeting and shall serve for the term of one year and until the election of their successors.

6.2. President.

The President shall serve as chair of the Board of Directors; shall preside at all meetings of the Association and of the Board of Directors at which he or she may be present; shall perform all duties incident to the office; shall perform such other duties as may be prescribed in these Bylaws or assigned by the Board of Directors; and shall coordinate the work of the officers and committees of the Association in order that the objectives of the Association may be promoted.

6.3. Vice President.

The Vice President shall act as aide to the President; shall perform the duties of the President in the absence of that office; and shall perform such duties as may be prescribed in these Bylaws or assigned to the Vice President by the Board of Directors.

6.4. Secretary.

The Secretary shall ensure that a record of the minutes of all meetings of the Association and of the Board of Directors is kept; members are notified of their appointment to committees; minutes and notices of meetings of the members of the Association and the Board of Directors are sent out as required; and such correspondence as the Board of Directors shall direct is conducted. The Secretary shall perform such other duties as may be assigned to the Secretary by the Board of Directors.

6.5. Treasurer.

The Treasurer shall ensure that all funds of the Association are secure; a full and accurate account of receipts and expenditures is kept; and disbursements as authorized by the Association or the Board of Directors are made. The Treasurer shall ensure that a financial statement to be presented at the annual meeting of the Association and at such other times as requested by the Board of Directors. The Treasurer shall perform such other duties as may be assigned to the Treasurer by the Board of Directors.

6.6. Vacancies.

A vacancy occurring in any office shall be filled for the unexpired term by a member of the Board of Directors appointed by a majority vote of the Board of Directors.

Article VII Indemnification

7.1 Coverage.

To the extent permitted by law, and in accord with applicable statutory requirements, the Association may indemnify or agree to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative by reason of the fact that he or she is or was a director or officer of the Association, against expenses (including reasonable attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Association, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

7.2 Evaluation.

The Board of Directors shall take all such action as may be necessary and appropriate to authorize the Association to pay the indemnification required or permitted by this Article VII, including but not limited to, to the extent required, making a determination that indemnification is permissible under the circumstances and making good faith evaluations of both the manner in which the claimant for indemnity acted and the amount of indemnity due him or her.

The Association shall indemnify a director or officer who was wholly successful, on the merits or otherwise, in the defense of any proceedings to which the director or officer was a party because he or she is or was a director or officer of the Association against reasonable expenses actually incurred by the director or officer in connection with the proceeding.

The Association shall not indemnify a director or officer in connection with a proceeding by or in the right of the Association in which the director or officer was adjudged liable to the Association. The Association shall not indemnify a person (a) against liability or expenses the person may incur on account of his or her activities which were at the time taken known or believed by the person to be clearly in conflict with the best interests of the Association, or (b) if the person received an improper personal benefit.

7.3 Consideration.

Any person who at any time serves or has served in any of the aforesaid capacities for or on behalf of the Association shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provisions of this Article VII. Any repeal or modification of these indemnification provisions shall not affect any rights or obligations existing at the time of such repeal or modification.

Article VIII Committees

8.1 Board Committees.

The Board of Directors may create and appoint members to one or more board committees (“Board Committee”), each consisting of three or more directors to serve at the pleasure of the Board, and may delegate to any such Board Committee or Board Committees any or all of their powers except as to those matters prohibited by law or the Articles of Incorporation of the Association. Board Committees may be standing or ad hoc. Only directors may serve on a Board Committee. Duties of such Board Committees shall be as described in these Bylaws or a charter approved by the Board of Directors.

8.2 Advisory Committees.

The Board of Directors may create and appoint individuals to one or more advisory committees (“Advisory Committee”), each consisting of two or more individuals. Advisory Committees may be standing or ad hoc committees. Duties of such Advisory Committees shall be as described in a charter approved by the Board of Directors, but may not include exercising the authority to make decisions on behalf of the Board of Directors.

8.3 Board and Advisory Committee Procedures.

The Board of Directors may, at any time, revoke or modify any or all of the responsibilities assigned to a Committee. Unless the Board of Directors otherwise designate, committees shall conduct their affairs in the same manner as is provided in these Bylaws for the directors. Each Board Committee shall keep minutes of each meeting, which shall be kept and filed with the records of the Board of Directors. A member of any committee shall remain in office at the pleasure of the Board of Directors or until such member shall resign.

Article IX Miscellaneous

9.1 Fiscal Year.

The fiscal year of the Association shall be the calendar year.

9.2 Seal.

The corporate seal of the Association shall be the seal which is impressed below and which is hereby adopted as the corporate seal of the Association.

9.3 Electronic Transactions.

The Association may conduct any transaction or transactions by electronic means as permitted by the Uniform Electronic Transactions Act enacted by North Carolina and amended from time to time, and this provision shall constitute the agreement by the Association and its directors to the conduct of transactions by electronic means.

Article X
Contracts, Loans, Checks and Deposits

10.1 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 Association, and such authority may be general or confined to specific instances.

10.2 Loans.

No loans shall be contracted on behalf of the Association 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.

10.3 Checks and Drafts.

All checks, drafts, or other orders for the payment of money, issued in the name of the Association, shall be signed by such officer or officers, agent, or employees of the Association and in such manner, including facsimile signatures, and electronic signatures as shall from time to time be determined by resolution of the Board of Directors. In the absence of such resolution the President, the Treasurer and the Executive Director are so authorized.

10.4 Deposits.

All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such depositories as the Board of Directors may select.

Article XI
Special Membership Voting Requirements

11.1 Amendments.

These Bylaws may be amended at any annual or special meeting of the Association by a majority vote of eligible voting members of the Association present or represented by written proxy at a meeting of the members of the Association at which a quorum is present, provided that notice of the proposed amendment shall have been given to each member at least ten days prior to said meeting by any usual means of communication (including postal mail, electronic mail, telephonic or social media of general utility), shall state the purpose of the meeting, and that the amendment has been approved by the Board of Directors.

11.2 Merger or Dissolution.

The membership of the Association shall contribute to a determination regarding merger or dissolution in accordance with the following process. First the Board of Directors, by a three-fourths majority vote, must approve any proposed resolution to merge or consolidate with or dissolve the Association. Second, the Board of Directors shall provide notice to the membership of Association of such proposal at least forty-five days in advance of the meeting by the Board of Directors to hold final vote on the matter. This will give the membership of the Association an opportunity to learn about the proposal, the Board of Directors' reasoning for this proposal and to share the members' views on the proposal with the Board of Directors. Third, at the end of the membership notice period, the Board of Directors shall take a final vote on the matter. To pass, the Board of Directors must approve the resolution to merge or consolidate with or dissolve the Association by a three-fourths majority vote.