

BYLAWS OF CARTERET COUNTY CROSSROADS, INC.

ARTICLE I--NAME

The name of the Corporation shall be Carteret County Crossroads, Inc., hereinafter in these Bylaws referred to as "CROSSROADS".

ARTICLE II--PURPOSES

- 1) The purpose for which CROSSROADS is formed is as stated in the Articles of Incorporation.
- 2) To advance the study of the technical, social and economic results of growth and change, particularly with respect to Carteret County, North Carolina, and to bring the attention of members and others to the problems and opportunities created by such growth and change.
- 3) To accept donations and grants from other persons, corporations, or units of government to be employed in furtherance of the purposes stated above.

ARTICLE III--MEMBERSHIP

- 1) Any individual who subscribes to the purposes of CROSSROADS may become a member of CROSSROADS subject only to compliance with the provisions of the Bylaws. Membership in CROSSROADS shall be available without regard to race, color, creed, or national origin.
- 2) Only members in good standing of CROSSROADS shall be eligible to participate in its business meetings, or serve in any of its elective or appointive positions. A member in good standing is one who is current in his payment of dues.
- 3) The Board of Directors shall determine the classes of Membership to be made available and the cost of such memberships.¹

ARTICLE IV--OFFICERS

- 1) The Officers of CROSSROADS shall consist of a President, a Vice President, a Secretary, and a Treasurer.
- 2) Officers shall be elected annually by the Board of Directors from the membership, except that the President must be a member of the Board of Directors. Election of officers shall take place at the meeting of the Board of Directors immediately following the annual membership meeting.
- 3) Officers shall assume their official duties upon election and shall serve until their successors are elected and qualified unless removed by action of a majority of the Board of Directors, whether for cause or not.
- 4) A vacancy occurring in any office shall be filled for the unexpired term by a person elected by the Board of Directors.

ARTICLE V--DUTIES OF OFFICERS

- 1) The President shall preside at all meetings of CROSSROADS or of the Board of Directors at which he may be present; shall perform such other duties as may be prescribed in these Bylaws or assigned to him by the Board of Directors and shall coordinate the work of the officers and committees of the corporation.
- 2) The Vice President shall perform the duties assigned by the President or Board of Directors, and shall perform the duties of the President in his absence or during his disability.
- 3) The secretary shall record the minutes of all meetings of the membership of CROSSROADS and of the Board of Directors and shall perform such other duties as may be assigned by the Board of Directors. He shall maintain the Corporate records and have custody of the Corporate Seal.
- 4) The Treasurer shall have custody of all of the funds of CROSSROADS; shall keep a full and accurate account of receipts and expenditures; and shall make disbursements as authorized by the Board of Directors. The Treasurer shall present a financial statement at every meeting of the membership and at other times when requested by the Board of Directors. The Treasurer shall be responsible for the maintenance of such books of account and records as conform to generally accepted accounting procedures.

ARTICLE VI--BOARD OF DIRECTORS

- 1) The Board of Directors shall consist of twelve ² members elected by a majority of the sitting Board Members at the Board meeting following the annual membership meeting. The term of office of a Director shall be three years, and the members of the Board of Directors shall serve until their successors have been elected and qualified. Terms of elected members shall be staggered so that, normally, four members shall be elected each year for terms of three years in order to provide staggered terms.³ Candidates for Board membership may be nominated by any member or by any Board member.
- 2) The business and affairs of the Corporation shall be managed by the Board of Directors.
- 3) Regular meetings of the Board of Directors shall be held annually immediately following its annual membership meeting and monthly thereafter at a date and place to be fixed by the Board at its meeting immediately following the annual membership

¹ Revision of 2/10/2000 allowed Board to set memberships and membership fees. (Originally \$2; changed to \$5 1/15/85. Life Membership added 3/10/97 and family or individual membership set at \$10. April 10, 2003, membership raised to \$15 or Life Member \$150 to take effect in 2004. February 10, 2005 membership set at \$15 Individual, \$20 Family, \$50 Patron and \$200 Life.)

² Revision of 1/15/85 increased board membership from 9 to 12.

³ Revision of 3/11/2004 provides for members of the Board of Directors to be elected by the sitting Board.

meeting and from time to time thereafter. A majority of the Board of Directors shall constitute a quorum. Special meetings of the Board of Directors may be called by the President or by a majority of the members of the Board.

4) Any Director who misses three (3) consecutive meetings of the Board without prior authorization by the Board shall ipso facto be removed from the Board.

5) Vacancies on the Board of Directors which occur during the year prior to the annual meeting shall be filled by a majority vote of the Board of Directors. Directors so elected shall serve the remainder of the term represented by the vacancy.

ARTICLE VII--ADVISORY COUNCIL ⁴

An Advisory Council of no more than 24 members shall be appointed by the Board of Directors to assist in furthering the objectives of the organization and the Board. Members may be nominated by any officer or Director and election to the Advisory Council will be by majority vote of the Board of Directors. Advisory Council members are encouraged to attend Board meetings and to take an active part in the discussion and activities of the Board.

ARTICLE VIII--MEETINGS

1) Regular meetings of the CROSSROADS' membership shall be held annually. The date, time, and place shall be designated by the Board of Directors. Ten days notice shall be given.

2) Special meetings of the membership may be called by the Board of Directors upon five days notice. The President also may call special meetings of the membership upon five days notice. The date, time, and place shall be specified in any such notice.

3) One percent (1%) of the members shall constitute a quorum for the transaction of business in any meeting of the membership and less than a quorum may recess the meeting to another date, time, or place.

ARTICLE IX--COMMITTEES⁵

1) A Nominating Committee of three members shall be appointed by the President at least thirty days prior to each annual membership meeting. This Committee shall nominate at least one member for each of the Officers of the Board, the election of which will take place at the next Board meeting following the annual meeting of the membership.

2) An Executive Committee consisting of the President and two additional members of the Board of Directors to be elected by a majority of the Board of Directors at its meeting immediately following the annual membership meeting. This Committee shall perform the duties and functions of the Board of Directors in the interim between Board meetings.

3) The Board of Directors may create such other standing committees and special committees as it may deem necessary to promote and carry on the work of CROSSROADS.

ARTICLE X--MISCELLANEOUS

1) The Seal of the Corporation is hereby adopted and shall be as shown in the following impression:

2) All Officers and Directors shall serve without compensation for their services as Officers or Directors.

ARTICLE XI--AMENDMENTS

These Bylaws may be amended, repealed, or altered in whole or in part at any regular or special meeting of the Board of Directors, the notice of which has given notice of the proposed amendment, setting out the existing Bylaw and the proposed amendment. Such amendment, repeal or alteration must be adopted by the affirmative vote of a majority of all members of the Board of Directors then holding office. Notwithstanding the foregoing, no amendment to these Bylaws shall be made which would in any manner disqualify this Corporation from exempt status under the provisions of Section 501(c)(3) of the United States Internal Revenue Code of 1954 as amended or any subsequently enacted provision relating thereto.

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⁴ Revision of 1/15/85 added the provision for an Advisory Council.

⁵ The revision of 4/8/2004 modified the Committee structure to reflect the changes in election of Board Members approved 3/11/2004