

Empowering Madison Youth to Succeed (EMYS)

BYLAWS AND ARTICLES OF INCORPORATION

ARTICLE ONE: PURPOSES

- 1.1 The nature of the activities to be conducted, and the purposes to be promoted or carried out by the Corporation, shall be exclusively charitable, scientific and educational within the meaning of Section 501(C)(3) of the Internal Revenue Code of 1986 (the "Code"). In furtherance of the foregoing:

The Corporation will be dedicated to coordinating human services and delivering them to at-risk youth in Madison County, North Carolina and to their families through the supportive environment of the public schools or alternate sites. The Corporation will endeavor to enable said youth and their families to have access to a broad range of needed social and educational services by establishing a coordinated delivery system of resources.

- 1.2 No part of the fund balances of the Corporation shall insure to the benefit of or be distributable to the Corporation's directors, officers or other private persons, except that the Corporation shall be empowered to pay reasonable compensations, and reimburse reasonable expenses incurred, for services rendered and to make payments and distributions in furtherance of the purpose set forth in this Article 1.

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 campaign on behalf of any political candidate for public office. Notwithstanding any other provisions of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from federal income tax under Section 501(C).(3) of the Code contributions to which are deductible under Section 170 (C).(2) of the Code.

- 1.3 References in these Bylaws to sections of the Code shall be deemed to include references to the corresponding provisions of any future amendments to the Code and to the corresponding provisions of any future United States Internal Revenue Law.

ARTICLE TWO: OFFICE LOCATION

- 2.1 The Corporation may have its offices at such place or places within Madison County, North Carolina.

ARTICLE THREE: BOARD OF DIRECTORS

- 3.1 The activities, property and affairs of the Corporation shall be managed by its Board

of Directors, which is empowered to exercise all such powers of the Corporation and to do all such lawful acts, and things as authorized by law, by the Corporation's Certificate of Incorporation or Bylaws. To the extent permitted by law, the Board of Directors may delegate power and authority in the exercise of its duties and responsibilities to its duly elected and duly appointed committees, and to its duly appointed officers or other such qualified agents.

- 3.2 The Board of Directors shall consist of not less than eight (8) nor more than sixteen (16) Directors, the precise number to be fixed by resolution of the board of Directors from time to time.
- 3.3 The composition of the Board of Directors may include:
 - a. Executive officers from private corporations and/or businesses located in the Madison County Service area;
 - b. Functional directors from appropriate county agencies such as education, social service, juvenile justice, and elected officials;
 - c. Executives from appropriate countywide, nonprofit organizations;
 - d. Individuals representing organizations/institutions and/or themselves who are dedicated to the mission and goals of EMYS, Inc.
- 3.4 All Directors shall be elected for a three (3) year term. Directors shall serve staggered terms providing for orderly succession and overlap. All Directors are eligible for reelection.
- 3.5 If any vacancy in the Board shall occur, the remaining Directors shall continue to act, and any such vacancy may be filled by a majority vote of the Directors then in office.
- 3.6 Any Director missing three (3) consecutive board meetings without an excuse may be subject to dismissal from the Board of Directors.
- 3.7 Any one or more Directors may be removed with or without cause, at any time, by a majority vote of the Directors then serving at any regular or special meeting of the Board of Directors duly called and warned for such purpose.

ARTICLE FOUR: MEETINGS

- 4.1 The Annual Meeting of the Corporation may be held during calendar year at such date, time, and place as the Chairperson shall designate. In addition, regular meetings of the Board of Directors or working committees shall be held every month at such date, time and place as the Chairperson shall designate.
- 4.2 Special meetings of the Board of Directors may be called at any time by the Chairperson upon the written request of five (5) or more Directors. Special meetings shall be held at such a date, time and place as designated.
- 4.3 Notice of all meetings of the Board of Directors shall be given by serving a written notice upon each Director, in person or by mail, e-mail, or at the director's last

known address, in sufficient time to be received at least forty-eight (48) hours prior to the time of the meeting. The notice shall state the date, time and place of the meeting.

- 4.4 At any duly called meeting of the Board of Directors one-third of the elected Directors then in office shall constitute a quorum for the transaction of business. Except as otherwise provided by law or in these Bylaws, all actions of the Board of Directors shall be by a majority vote of the Directors present.

ARTICLE FIVE: OFFICERS

- 5.1 The officers of the Corporation shall be: Chairperson of the Board of Directors, Vice Chairperson of the Board of Directors, Executive Director of the Corporation, Secretary, and Treasurer.
- 5.2 The duties and powers of the officers of the Corporation shall be as follows:
- 5.2.1 Chairperson. The Chairperson shall be chosen from among the Directors of the Corporation. Ideally, he/she shall be a representative of the private sector. He/she shall preside at all meetings of the Corporation and the Board of Directors and shall have such other duties and responsibilities as are customary for the office of Chairperson and as may be assigned from time to time by the Board of Directors. The Chairperson shall have the authority to appoint committee chairs.
- 5.2.2 Vice Chairperson. The Vice Chairperson shall be chosen from among the Directors of the Corporation. Ideally, he or she shall be representative of the private sector. He or she shall perform the duties of the Chairperson in the absence or disability of the Chairperson and shall have such other duties and responsibilities as may be assigned from time to time by the Board of Directors.
- 5.2.3 Executive Director. The Executive Director shall hold office at the pleasure of the Board, shall be subject solely to the direction and control of the Board of Directors and the Executive Committee and shall be evaluated annually by the Executive Committee.

The Executive Director shall be the Official representative of the Board of Directors in the management of the Corporation. He or she shall have authority and responsibility for the administration of the Corporation in all its activities subject to only such policy as may be adopted and such others as may be issued by the Board of Directors or by any of its Committees to which power has been delegated for such action. He or she shall act as the duly authorized representative of the Corporation in all matters in which these Bylaws or the Board of Directors have not designated some other person to act.

It shall be the duty of the Executive Director to plan, organize, maintain, and control the operation of the Corporation within the policy limits established by the Board of Directors. He/she shall analyze the

Corporation's activities and advise the Board respecting same; participate in all appropriate committees; attend all meetings of the Corporation and the Board of Directors; advise the Board on matters of policy; represent the Corporation as its official representative in relation to appropriate outside agencies; and participate in all appropriate committees thereof. He or she shall attend all meetings of the Corporation and the Board of Directors, and shall advise the Board on matters of policy formation. The above duties of the Executive Director may be delegated to such other qualified Corporation personnel as he or she may appoint.

In addition, the Executive Director shall perform such other duties as from time to time may be assigned to him or her by the Board of Directors. In the absence of the Vice Chairperson, the Executive Director shall perform the duties and exercise the powers of the Vice Chairperson.

5.2.4 Secretary. The Secretary shall be chosen from among the Directors of the Corporation. He or she shall cause minutes to be kept of the meetings of the Corporation and the Board of Directors in appropriate books. He or she shall give notices of meetings of the Corporation and Board of Directors. He or she shall be the custodian of the records of the Corporation (other than those kept by the Treasurer) and of the corporate seal, and shall affix the latter when required. He or she shall in general perform all the duties incident to the office of Secretary subject to the control of the Board of Directors and of the Executive Committee.

5.2.5 Treasurer. The Treasurer shall be chosen from among the members of the Corporation. He or she shall have supervision over the receipt and custody of the Corporation's funds, and shall cause to be correct and complete books and records of account, including full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and in general shall perform such other duties as the Board of Directors or the Executive Director may from time to time assign to the Treasurer. The Treasurer shall be provided with a bond for faithful discharge of his or her duties in such amount as the Board of Directors or the Executive Committee may require.

5.3 A vacancy in any office shall be filled by the Board of Directors at a regular Meeting or at a special meeting called for that purpose.

5.4 The Board of Directors may remove any officer from office by a majority vote at any time or without cause, at any regular or special meeting of the Board of Directors duly called and warned for such purpose.

ARTICLE SIX: COMMITTEES OF THE BOARD OF DIRECTORS

6.1 The Corporation shall have an Executive Committee of the Board of Directors, and may have other committees of the Board of Directors, consisting in each case of two or more members of the Board of Directors, which may have and exercise the power and authority of the Board of Directors provided for in these

Bylaws or provided in the resolution of the Board of Directors establishing any such committee.

- 6.2 Each committee of the Board of Directors, other than the Executive Committee, shall be designated by an affirmative majority vote of the Directors present. Committee chairs must be elected members of the Board of Directors. Other committee members do not have to be elected members of the board of directors.
- 6.3 Committees may be appointed to perform specific tasks of a limited duration; i.e., nominating committee, resource development committee, budget development committee, public relations committee, personnel committee, or other committee deemed necessary by the Board of Directors.
- 6.4 The Chairperson of each committee will report at each regular meeting of the Board of Directors.
- 6.5 Executive Committee. The Executive Committee shall consist of members from the Board of Directors and shall include the Chairperson of the Board of Directors; the Executive Director of the Corporation; the Vice Chairperson; Secretary; and Treasurer. Additional members may include immediate past chairperson and chairpersons of standing committees.
 - 6.5.2 The Chairperson of the Board of Directors shall be the Chairperson of the Executive Committee.
 - 6.5.2.1 The Executive Committee shall carry out the policies of the Board of Directors and shall have charge of the management of the Corporation between meetings of the full Board of Directors. Fiscal board policy requires annual audit or independent financial review of the books and accounts of the Corporation.
 - 6.5.2.2 The Executive Committee shall have the power to establish Bylaws for its own organization and governance and for its exercise of the authority delegated to it by the Board of Directors and by these Bylaws.
 - 6.5.2.3 It shall be the duty of the Secretary of the Executive Committee to record minutes.
 - 6.5.4 The Executive Committee shall, upon call of its Chairperson or two of its members, meet as frequently as necessary at such date, time and place indicated. The Chairperson shall report on all activities to the Board of Directors at all scheduled meetings of the Board of Directors.

ARTICLE SEVEN: BILLS, NOTES, ETC.

- 7.1 All bills payable, notes, checks, drafts, warrants or other negotiable instruments of the Corporation shall be made in the name of the Corporation, shall be signed by at least two (2) of the following officers: Chairperson, Vice Chair, Treasurer,

Secretary, Executive Director or such other officers as may be authorized by an appropriate resolution of the Board of Directors.

ARTICLE EIGHT: INDEMNIFICATION

- 8.1 The Corporation may procure insurance providing indemnity for its directors, officers, employees, members, and agents for matters arising in the course of their official duties.

ARTICLE NINE: CONFLICT OF INTEREST

- 9.1 At such time, if any matter should come before the Board member or any committee member thereof that is a conflict of interest, the affected member shall make known the potential conflict and, if advisable, withdraw from the meeting for so long as the matter shall continue under discussion, except to answer any questions that might be asked of him or her. Should the matter be brought to a vote, the affected member shall not vote. Should the affected member fail to withdraw voluntarily, the Chairperson shall require that the affected member remove himself or herself from the room during the discussion and vote.
- 9.2 In appropriate instances, the Chairperson of the Board of Directors or the Executive Director may seek the advice of an independent professional on a conflict of interest issue.

ARTICLE TEN: MISCELLANEOUS PROVISIONS

- 10.1 The Corporate seal shall be an appropriate seal as adopted by the Board of Directors.
- 10.2 These Bylaws may be amended by affirmative majority vote of the Directors present at any lawful meeting of the Board of Directors, provided that a copy of such proposed amendment has been distributed in the notice calling the meeting.
- 10.3 The fiscal year of this Corporation shall commence on July 1 and end on June 30 of each year.
- 10.4 The parliamentary procedure of the Corporation, Board of Directors, Executive Committee and all other Committees established hereunder shall be governed by the most recent revised edition of Robert's Rules of Order unless contrary to the procedure set forth in these Bylaws. In case of conflict, the rules established by these Bylaws shall prevail.
- 10.5 Whenever any notice of time, place, purpose or any other matter, including any special notice or form of notice, if required or permitted to be given to any person by law or under the provision of the Certificate of Incorporation or Bylaws of this Corporation, or of a resolution of the Directors, a written waiver of notice signed

by the person or person entitled to such notice, whether before or after the time required for such notice, shall be equivalent to the giving of such notice. The Secretary shall cause any such waiver to be filed with or entered upon the records of the Corporation or, in case of a waiver of notice of a meeting, the records of the meeting.

ARTICLE ELEVEN: DISSOLUTION

- 11.1 The Corporation may be dissolved in accordance with the provisions of the North Carolina General Statutes. Upon such dissolution resolution of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered, and paid over to such non-profit institutions or organizations and upon such term and conditions as the Board of Directors may determine and designate, to be used by such non-profit organizations or institutions receiving the same for such similar or kindred purposes as are set forth in the Articles of Incorporation of the Corporation and any and all amendments thereto; provided, however that any such corporation or association must be exempt under 501C(3) of the United States Revenue Code, and such other and subsequent provisions of the United States Internal Revenue Code as may later be enacted relating to such exemptions.

By-laws current as of: _____