

## **BYLAWS OF**

Committee to Honor America's Veterans

Original: June 1, 2013

### **ARTICLE I**

#### **ORGANIZATIONAL PURPOSE**

In furtherance of the corporate objectives' of this association to engage in civic activities for the construction of a memorial that will commemorate and properly recognize our veterans – past, present and future – for their contribution to the protection of our nation and its citizens, as well as the preservation of freedom throughout the world The Board of Directors do adopt the following Bylaws of the Committee to Honor America's Veterans.

### **ARTICLE II**

#### **OFFICES**

The registered office of the association in the State of North Carolina shall be located in Brunswick County, North Carolina.

### **ARTICLE III**

#### **BOARD OF DIRECTORS**

##### **1. General Powers**

The affairs of the association shall be managed by its Board of Directors.

##### **2. Term of Office**

The officers of the corporation shall automatically become Directors of the corporation upon their election and the remaining seats on the Board of Directors shall be elected appointed as needed.

### **3. Number, Tenure and Qualifications**

The total number of Directors shall be not less than three (3) or more than nine (9). Each Director shall hold office indefinitely unless removed due to reasonable cause. No family member shall be entitled to have more than one person in its family serving on the Board of Directors at the same time.

### **4. Meetings**

Meetings of the Board of Directors may be called by or at the request of the president or a majority of the Directors. The person or persons authorized to call special meetings of the Board may fix any location in Brunswick County, North Carolina as the place for holding any special meeting of the Board called by them.

### **5. Notice**

Notice of any meeting of the Board of Directors shall be given at least ten (10) days previously thereto by written notice delivered personally or sent by mail, express delivery, telegram or email to each Director at such Director's address as shown by the records of the association. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by express delivery or telegram, such notice shall be deemed to be delivered when delivered to the express mail or Telegram Company. If notice is sent by email a delivery confirmation will be sent to the recipients. Any Director may waive notice of any meeting. The attendance of a Director at any 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. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws. The printing of an agenda shall not be required.

### **6. Quorum**

A majority of the number of members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a quorum of the Directors is present at said meeting, the Directors present may adjourn and reconvene the meeting from time to time without further notice.

## **7. Manner of Acting**

The act of a majority of the Directors present in person at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by law or by these Bylaws. In addition, action may be taken by the Board of Directors without a meeting if consent in writing, setting forth the action so taken, shall be signed by the entire Board of Directors and filed with the secretary of the corporation as part of the corporate records, whether done before or after the action so taken. Directors' may not vote by proxy.

## **8. Removal**

A Director may be removed from office by vote of a majority of the Board of Directors if it is determined by the Board that such Director has been absent from two or more Board of Directors meetings within a 12 month period and such absences have not been excused by the then current president of the association. Any vacancy occurring in the Board of Directors between annual meetings of the members shall be filled by the Board of Directors.

## **9. Compensation**

Directors shall not receive any compensation for their services as Directors; but nothing herein contained shall be construed to preclude any Director from serving the association in any other capacity and receiving just compensation therefore.

## **10. Release and Indemnification**

No Director shall be held personally liable for monetary damages arising out of an action by the association or in the right of the association or otherwise for breach of any duty as a Director to the full extent permitted by law. The association shall indemnify and hold harmless all Directors from any loss, liability, cost or expense, including reasonable attorney's fees, arising or resulting from any action brought against them which is in any way related to their capacity as Directors of the association.

## ARTICLE IV

### OFFICERS

#### **1. Officers**

The officers of the association shall be a president; one or more vice presidents (the number thereof to be determined by the Board of Directors), a secretary, a treasurer, and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed from time to time by the Board of Directors. Any two or more offices may be held by the same person, except the offices of president and secretary.

#### **2. Term of Office**

The officers of the association shall be appointed annually by the Board of Directors at the regular annual meeting. If the appointment of officers shall not be held at such meeting, such election shall be held as soon thereafter as practicable. New offices may be created and filled at any meeting by the Board of Directors. Each officer shall hold office until a successor shall have been duly appointed.

#### **3. Vacancies**

A vacancy in any office because of death, resignation, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

#### **4. President**

The president shall be the principal executive officer of the association and shall in general supervise and control all of the business and affairs of the association. The president shall preside at all meetings of the Board of Directors. The president may sign, with the secretary or any other officer of the association authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the association; and, in general, the president shall perform all duties incident to the office of the president and such other duties as may be prescribed by the Board of Directors from time to time.

### **5. Vice President**

In the absence of the president or in the event of his inability or refusal to act, the vice president (or in the event there be more than one vice president, the vice presidents in order of their election) shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. Any vice president shall perform such other duties as from time to time may be assigned by the president or by the Board of Directors.

### **6. Treasurer**

If required by the Board of Directors, the treasurer shall give a bond for the faithful discharge of duties in such sum and with such surety or sureties as the Board of Directors shall determine. The treasurer shall have charge and custody of and be responsible for all funds and securities of the association; receive and give receipts for moneys due and payable to the association in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VI of these Bylaws; and in general, perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned by the president or by the Board of Directors.

### **7. Secretary**

The secretary shall keep the minutes of the meetings of the the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; keep records of the corporation as required by law; keep a register of the post office address of each Board member which shall be furnished to the secretary by such member; and, in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to the secretary by the president or by the Board of Directors.

### **8. Assistant Treasurers and Assistant Secretaries**

If required by the Board of Directors, the assistant treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The assistant treasurers and assistant secretaries, in general, shall perform such duties as shall be assigned to them by the treasurer or secretary or by the president or the Board of Directors.

## **ARTICLE V**

### **COMMITTEES**

#### **1. Committees of Directors**

The Board of Directors may designate one or more committees, each of which shall consist of one or more directors, which committees, to the extent provided by the Board of Directors and not prohibited by law, shall have and exercise the authority of the Board of Directors in the management of the association, but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed by law.

#### **2. Term of Office**

Each member of a committee shall continue as such until the next annual meeting of the Directors of the corporation and until a successor is appointed, unless the committee shall sooner be terminated, or unless such member be removed from such committee by the Board of Directors.

#### **3. Chairman**

One member of each committee shall be appointed chairman by the Board of Directors. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

#### **4. Quorum**

Unless otherwise provided by the Board of Directors, a majority of the whole committee shall constitute a quorum and the act of the majority present at a meeting at which a quorum is present shall be the act of the committee.

#### **5. Rules**

Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

## **ARTICLE VI**

### **CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

#### **1. Contracts**

The Board of Directors may authorize any officer or officers, agent or agents of the association, in addition to the officers so authorized by these Bylaws, 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.

#### **2. Checks, Drafts, etc.**

All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the association, shall be signed by such officer or officers, agent or agents of the association and in such manner as shall be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the president or a vice president of the association. All funds of the corporation shall be deposited to the credit of the association in such banks, trust companies or other depositories as the Board of Directors may select.

#### **3. Gifts**

The Board of Directors may accept on behalf of the association any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the association.

## **ARTICLE VII**

### **BOOKS AND RECORDS**

The association shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the principal office a record setting forth the names and addresses of the members entitled to vote. All books and records of the association may be subject to inspection by the public as required by law.

## **ARTICLE VIII**

### **CALENDAR YEAR**

The calendar year of the association shall begin on the first day of January and end on the last day of December in each year.

## **ARTICLE IX**

### **WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the North Carolina Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of the association, a waiver thereof in writing signed by the person or persons entitled to such notice shall be equivalent to the giving of such notice.

## **ARTICLE X**

### **AMENDMENT TO BYLAWS**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a 75% of the Board of Directors present at any meeting at which a quorum is present.

## **ARTICLE XI**

### **DISSOLUTION CLAUSE**

Upon the dissolution of this corporation, assets shall be distributed for one or more exempt purposes with the meaning of section 501(c)(3) of the Internal Revenue Code , or 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.