

# North Carolina Voluntary Organizations Active in Disaster By-Laws

## ARTICLE I: NAME AND LOCATION OF ORGANIZATION

The name of the corporation shall be: **North Carolina Voluntary Organizations Active in Disaster (NCVOAD)**

## ARTICLE II: PURPOSE AND OBJECTIVES

- 2.1 The **purpose** of the corporation shall be to foster more effective service to people affected by disaster through communication, coordination, cooperation, and collaboration.
- 2.2 The **objectives** of the corporation are to convene meetings, encourage member outreach efforts, and seek affiliations and cooperative working relationships with other public, religious, private and local/state/federal governmental organizations and agencies who support and serve disaster recovery. The Board of Directors may establish mutual relationships through formal working agreements with other local, state and national organizations. The corporation, NCVOAD, does not deliver services.

## ARTICLE III: PROVISIONS FOR DISTRIBUTION OF ASSETS

- 3.1 The corporation is organized exclusively for charitable, religious, educational, and 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 corresponding section of any future federal tax code.
- 3.2 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 in the purpose clause hereof. 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 the behalf of any candidate for public office. Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code or corresponding section of any future federal tax code.
- 3.3 **Gifts, donations and dues** received by the corporation shall be held in trust for the purposes for which the organization was formed. The money and/or property

belonging to the corporation will be devoted solely to the purpose and objectives as outlined in Article II, Sections 2.1 and 2.2, of these By-Laws.

- 3.4 In the event of **dissolution** of the corporation, all assets and properties of the organization will be distributed by the Board of Directors as described in the corporation's Articles of Incorporation.

#### **ARTICLE IV: MEMBERSHIP**

##### **4.1 Membership Eligibility:**

An organization that in North Carolina (1) is currently active in disaster relief, and/or (2) has a history of demonstrated disaster experience, and/or (3) has an interest in preparation and planning for disaster response is eligible for membership in NCVOAD, so long as the organization has policies for assisting survivors, without discrimination as to race, creed, gender, or age.

##### **4.2 Membership categories:**

- **Voting Members:** Voting members are tax-exempt organizations who have a continuing permanent presence in the State of North Carolina and who contribute to disaster relief efforts in North Carolina, especially through volunteer contributions (local or regional VOADs included). For the purposes of these By-Laws, tax-exempt organizations are those who have been granted tax-exempt status with the Internal Revenue Service or those who are not required to apply for tax-exempt status (e.g. churches).
- **Associate Member:**
  - Tax-exempt organizations, as defined and recognized by the Internal Revenue Service (or who are not required to apply for tax-exempt status), who do not have a continuing permanent presence in the State over the last three years but have been operational in the State during Disaster Emergencies and/or Long Term Recovery and/or have an interest in disaster preparation, response or recovery in North Carolina or,
  - Elements of Local, State, Federal or Tribal government who support or facilitate the work of agencies active in disasters or whose mission is disaster relief.
- **Partner:** Partners are those private companies or corporations who have demonstrated a commitment to encouraging and strengthening the capacity of NCVOAD Members in their initial response and support for long term recovery.
- **Research Affiliates:** Research Affiliates are representatives of governmental entities, universities or other entities conducting research that provide support and advice to the work of NCVOAD. Research Affiliates are encouraged to be a part of the work of NCVOAD but may not chair NCVOAD Committees.

##### **4.3 Membership Requirements and Opportunities:**

The Board will set and administer a policy for recording and tracking attendance at quarterly meetings.

- **Voting Member**: Organizations with an active Voting Membership are required to attend a minimum of two (2) Quarterly Membership meetings of NCVOAD each year, with attendance permitted in person or via conference call. A representative will have the opportunity to submit or present a report on behalf of the Voting Member Organization to update the general membership on the activities of the organization. Voting Members are strongly encouraged to have a representative participate actively on at least one (1) committee or task force of NCVOAD as established by the Board of Directors.
- **Associate Member**: Organizations with an active Associate Membership are welcome, but not required, to attend Quarterly Membership Meetings in person or via conference call. If attending, Associate Members are welcome to present or submit a report on behalf of their organization. Associate Members may serve on committees or task forces with the approval of the Board of Directors.
- **Partner**: Organizations with an active Partner membership are welcome, but not required, to attend Quarterly General Membership Meetings in person or via conference call. If attending, Partner organization representatives may share an update or announcement with the general membership. Partners may serve on committees or task forces with the approval of the Board of Directors. Partners would be encouraged to share information on best practices, innovations in disaster response and long-term recovery. Partners would be expected to support the work of NCVOAD with access to discounts, donated goods, or organized volunteer efforts to support the work of the membership. Partners would also support the work of NCVOAD with significant contribution to the ongoing work and training of NCVOAD and its members.
- **Research Affiliates**: Active Research Affiliates are welcome, but not required, to attend Quarterly General Membership Meetings in person or via conference call. Research Affiliates are not eligible for positions on the Board of Directors and may not serve on committees or task forces.

#### **4.4 Conditions of membership**

All member organizations must meet the requirements of their respective membership categories, support the purpose and objectives of NCVOAD, and participate in NCVOAD activities.

#### **4.5 Application for membership:**

Organizations seeking NCVOAD membership must submit a completed current NCVOAD Membership Application document or form, available on the corporation's website or upon request to the President of NCVOAD and must include the recommendation of two (2) current NCVOAD members in good standing.

Prospective Research Affiliates shall apply for membership via a letter to the Board of Directors outlining the expertise and research interest they bring and how this

will support the work of NCVOAD and its membership.

Membership applications will be reviewed at least quarterly by the Board of Directors.

#### 4.6 **Membership Costs:**

To maintain active membership, an approved organization must pay annual dues according to a fee scale established and approved by the Board of Directors. The NCVOAD Treasurer will send out membership renewal notices annually; members wishing to maintain their membership in good standing will have 60 days to submit the payment to renew their membership for another year.

#### 4.7 **Membership Adjustment**

If an organization no longer meets the Conditions of Membership articulated in 4.4 above, the membership status of that organization may be adjusted or terminated at the discretion of the Board of Directors. The Board of Directors will provide written notice of adjustment or termination of membership to the contact person on record for an organization and provide information on the appeal process.

If a member organization wishes to adjust or terminate its own membership status, it should submit a written notification to the Board of Directors.

### **ARTICLE V: BUSINESS FUNCTIONS**

- 5.1 The **fiscal year** of the corporation will be based on the calendar year. Annually, an accounting of all corporation financial matters will be made to the full membership. The membership of the corporation may call for an independent audit after the close of the fiscal year and a report of audit shall be made to the full membership of the corporation.
- 5.2 The business of the corporation shall be managed by a **Board of Directors** of not less than five (5) nor more than nine (9) members, elected by a simple quorum of the membership at each annual meeting. Members of the Board of Directors shall serve staggered terms of three (3) years each. Notwithstanding the expiration of his or her term, each Director shall continue to serve in office until his or her successor has been duly elected. *A director may serve two (2) consecutive terms. A director can be elected for additional terms after rotating off the board for at least one (1) year.* A majority of the total number of Directors present constitutes a quorum for the transaction of business and voting purposes.
- 5.3 A **vacancy on the Board of Directors** may be filled by an election by the Board of Directors for the remainder of an unexpired term.
- 5.4 For good cause, a **Director** may be **removed from office** by a majority vote of the Board of Directors.
- 5.5 A **Director may resign** at any time by submitting written notice to the Board of Directors or President of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof.
- 5.6 The **Advance Notice Period** shall be ten (10) business days.
- 5.7 All **quarterly meetings**, including the annual meeting, of the corporation shall be designated at a date and time established by the President, or Vice President, of the corporation. The President, or Vice President, will designate one quarterly meeting to serve as the **annual meeting**. An agenda shall be distributed to members by the **Advance Notice Period** preceding quarterly meetings.
- 5.8 **Special meetings** of the Board of Directors may be called by the President, or in his/her absence, by the Vice President, or by a majority of the members of the

Board of Directors. Written notices for special meetings must indicate the purpose, time, and place for the meeting and be provided to the Board members by the Advance Notice Period in advance of the meeting.

- 5.9 At the quarterly meeting prior to each annual meeting, the Board of Directors will elect a Chairperson of a **Nominating Committee**. The general membership present at this quarterly meeting will elect a minimum of three (3) additional members of the Nominating Committee, who may also be Board members. The Nominating Committee will recommend a slate of candidates for the Board of Directors to be presented at the annual meeting. Candidates may also be nominated from the floor at the annual meeting as long as the individual being nominated agrees to serve if elected.
- 5.10 NCVOAD **Committees** will be created and/or terminated, as needed, by the Board of Directors and/or a simple majority of the membership.

## ARTICLE VI: OFFICERS

- 6.1 **Officers** of the corporation shall be residents of the State of North Carolina and consist of a President, Vice President, Secretary and Treasurer.
- 6.2 **Election of officers** shall be by the Board of Directors of the corporation for a term of one year, not to exceed two (2) consecutive terms *per office*. The Board of Directors may fill **vacancies** in any office for any unexpired portion of a term.
- 6.3 The **President** shall be the principal executive officer for the corporation and shall, in general, provide oversight and control of all business and affairs of the corporation. The President shall preside at all meetings of the members and Board of Directors and may sign any instruments which the Directors have authorized to be executed, except those required by law to be signed or executed. The President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.
- 6.4 The **Vice President** shall preside at meetings of the members and Board of Directors in the absence of the President. The Vice President shall assume the position of President in the event the President fails to complete his/her term. The Vice President shall also perform such other duties as may be assigned by the President or by the Board of Directors.
- 6.5 The **Secretary** shall keep a membership roster of that includes the contact name, address, phone number and email address of each member organization. . He shall record minutes of quarterly and annual meetings of NCVOAD, as well as meetings of the Board of Directors. He shall be custodian of all versions of approved By-Laws of the Corporation. He shall also perform such other duties as may be assigned by the President or by the Board of Directors.
- 6.6 The **Treasurer** of the corporation maintains custody of, and has responsibility for, all funds and securities of the corporation. He shall receive and give receipts for moneys due and payable to the corporation from any source and shall deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as selected by the Board of Directors. He shall be the custodian of the records of the corporation, including 501(c)(3) documents from the Internal Revenue Service, corporate documents and the corporate seal. He shall also perform such other duties as may be assigned by the President or by the Board of Directors.
- 6.7 *Ex-officio Immediate Past-president* shall serve in an advisory role to the President as a non-voting member of the Board of Directors and shall be invited to attend Board meetings, quarterly, and annual meetings to

provide historical and institutional context and knowledge. The Immediate Past-president may also serve as a resource to committees of the organization. If the Immediate Past-president is not available to serve, prior presidents in order of recency will be invited to serve.

- 6.8 All **checks**, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation and exceeding five hundred dollars (\$500) shall be signed by two officers of the corporation.
- 6.9 Members of the Board of Directors and officers may be reimbursed for reasonable travel expense as approved in advance by the majority of the Board of Directors but shall receive no **compensation, salary or benefits** from the corporation.

**ARTICLE VII: AMENDMENTS**

- 7.1 Amendments of these By-Laws may be made by a vote of the membership present at any annual meeting, quarterly meeting, or special meeting called for that purpose. Membership must be notified and provided with proposed changes by the Advance Notice Period preceding such meeting. The By-Laws, as amended and adopted, shall serve as a set of rules that govern the internal administration and regulation of the affairs of the corporation.

Adopted: \_\_\_\_\_  
Date

Roland Whitley  
President

Tom Beam  
Vice President

Jerry Pearson  
Treasurer

Daniela Archibold  
Secretary