

*April 22*

## North Carolina Voluntary Organizations Active in Disaster By-Laws

### ARTICLE I: NAME AND LOCATION OF ORGANIZATION

- 1.1 The name of the corporation shall be: **North Carolina Voluntary Organizations Active in Disaster (NCVOAD)**
- 1.2 The initial registered office of the corporation is 1128 Westridge Road, Greensboro, NC 27410 (Guilford County). Pursuant to NC Gen. Stat. 55D-30, the initial registered agent of the corporation is Beverly Cooper, whose business office is identical to the registered office of this corporation. The registered agent will forward to the officers of the organization any notice, process, or demand that is served on the corporation. The registered office and registered agent of the organization shall be determined from time to time and named by the Board of Directors. The registered agent shall be an officer or Board member of the corporation.

### 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 exclusively to one or more member organizations that qualify, as tax exempt, under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954 or under corresponding provisions of any future US Internal Revenue Laws.

#### ARTICLE IV: MEMBERSHIP

- 4.1 Membership is open to organizations that are currently active in disaster relief, have a history of demonstrated disaster experience, and have policies for committing resources to meet the needs of people affected by disaster, without discrimination as to race, creed, gender, or age.
- 4.2 **Membership categories** shall include:
- Non-Profit (voting): Organizations with voluntary membership and constituencies, and are not-for-profit; that is, those qualified under section 501(c)(3) of the Internal Revenue Code.
  - For-Profit (non-voting): Organizations and businesses whose representatives serve as volunteers in disaster situations or volunteer in support of NCVOAD member organizations and whose resources are committed not as a part of its normal routine mission.
  - Government (non-voting): Elements of local, state, or federal government who support or facilitate the work of voluntary agencies active in disasters or whose mission is disaster relief.
  - Associate (non-voting): Non-voting membership for local or regional VOADs and other organizations.
- 4.3 **Conditions of membership** include:
- All member organizations must meet the requirements in the foregoing membership categories, support the purpose and objectives of NCVOAD, and participate in NCVOAD activities.
  - All member organizations are asked to make a voluntary annual dues payment of \$100 (or as determined by the membership) to defray operating costs.
  - All member organizations are required to have a representative at three (3) quarterly NCVOAD meetings – one of which shall be the annual meeting.

The Board of Directors will review meeting attendance records at the end of each calendar year.

- All member organizations are required to have a representative at the annual meeting and participate in the annual election of the Board of Directors.

4.4 **Application for membership** shall include submitting a letter to the President of NCVOAD indicating support of NCVOAD and detailing how the organization seeking membership meets the objectives and purposes of the corporation.

4.5 **Termination of membership** may be initiated by the member organization or the Board of Directors as follows:

- The member organization may terminate membership by submitting a written notification to the NCVOAD President; or
- The Board of Directors may terminate membership for failure to meet the conditions of membership.

## 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 no less than five (5) but not 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 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 a quorum 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 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**.

5.7 **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 ten (10) business days in advance of the meeting.

5.8 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.

- 5.9 **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, and Secretary-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. The Board of Directors may fill **vacancies** in any office for any unexpired portion of a term.
- 6.2 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-Treasurer** of the corporation shall perform duties as described below. They shall also perform such other duties as may be assigned by the President or by the Board of Directors.
- The Secretary-Treasurer maintains custody of, and has responsibility for, all funds and securities of the corporation. They 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. They shall be the custodian of the records of the corporation, including 501(c)(3) documents from the Internal Revenue Code, all versions of approved By-Laws for the corporation, and the corporate seal.
  - The Secretary-Treasurer keeps a membership roster of membership categories that includes the contact name, address, phone number and email address of each member organization. They shall maintain annual member attendance records and present them to the Board of Directors at the end of each calendar year, pursuant to Article V, Section 4.3, of these By-Laws. They shall record minutes of quarterly and annual meetings of NCVOAD, as well as meetings of the Board of Directors.
- 6.6 All **checks**, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by the Secretary-Treasurer and countersigned by one other officer (President or Vice President).

- 6.7 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 in keeping with the requirements as specified in Article V, Section 5.7, of these By-Laws. 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.
- 7.2 All By-Law amendments shall be in compliance with the guidance provided by the Corporations Division of the office of the North Carolina Secretary of State.

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