

# **REBUILDING HOPE, INC**

## **BYLAWS**

### **ARTICLE 1- OFFICES**

The registered office of the corporation shall be 128 North Main Street, Warrenton, NC 27589. The corporation may have other offices within or without the State of North Carolina and its Board of Directors may from time to time conduct meetings at locations other than its principal office.

### **ARTICLE 2 – MEMBERS**

The Members of the Corporation shall be the Members of the Board of Directors

### **ARTICLE 3- BOARD OF DIRECTORS**

**SECTION 1. GENERAL POWERS.** The affairs of the corporation shall be managed by the Board of Directors.

**SECTION 2. NUMBER.** The Board of Directors shall consist of not less than three (3) nor more than eleven (11) persons. Membership on the Board of Directors shall continue throughout the life of the corporation, subject to resignation or removal by fair and reasonable procedure.

**SECTION 3. EX OFFICIO MEMBERS.** In addition to the Directors described in SECTION 2, the Board of Directors may consist of Ex Officio Directors, who shall be elected by the Board of Directors and who shall have all the rights, privileges, duties, liabilities and authority conferred upon the members of the Board of Directors except voting privileges. Attendance at meetings of the Board of Directors by Ex Officio Directors shall not be counted in determining the existence or lack thereof of a quorum necessary for the transaction of business, as described in SECTION 7 or ARTICLE 3.

**SECTION 4. REGULAR MEETINGS.** A regular meeting of the Board of Directors shall be held either within or without the State of North Carolina.

**SECTION 5. SPECIAL MEETINGS.** Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place for holding any special meeting of the Board called by them.

**SECTION 6. NOTICE.** Notice of any special meeting of the Board of Directors shall contain a statement of the purposes of the meeting. Such notice shall be given at least five days previously thereto by written notice delivered personally or sent by mail or telegram to each Director at his or her address as shown by the records of the corporation or sent via electronic Email. 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 is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. If notice is given by Email, such notice will be deemed delivered upon confirmed receipt by the Director sent back to the secretary. 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. Neither the business to be transacted at, nor the purpose of, any regular meeting of

the Board need be specified in the notice or waiver of notice of such meeting unless specifically required by law or by these bylaws.

**SECTION 7. QUORUM.** A majority of the Board of Directors present shall constitute a quorum for the transaction of business at any meeting of the Board provided that a minimum of three (3) Directors are present. Once a quorum has been established at any meeting, it shall not cease to exist because any Director leaves said meeting.

**SECTION 8. INFORMAL ACTION BY BOARD OF DIRECTORS.** Any action to be taken by the board of Directors may be taken without a meeting, including voting by mail or other reasonable means, provided that any vote so taken will require the majority approval of the total number of Directors.

**SECTION 9. MANNER OF ACTING.** The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or by these bylaws.

**SECTION 10. TERMS OF OFFICE.** The terms for Officers shall be for one (1) year, however, they may be reelected to subsequent terms by a majority vote of the board of directors at the annual meeting. The terms for Directors shall be for three (3) years and can succeed themselves for one term, however a Director must be off the board for at least one (1) year after serving for two consecutive terms.

**SECTION 11. VACANCIES.** Any vacancy occurring in the Board of Directors, or any directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

**SECTION 12. COMPENSATION.** Directors shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at meetings of the Board, provided that nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefore.

**SECTION 13. EXECUTIVE COMMITTEE.** The Board of Directors may designate two (2) or more of its members to constitute an Executive Committee. To the extent determined by the Board, the Executive Committee has the authority of the Board in the management of the business of the corporation. The Executive Committee shall act only in the interval between meetings of the Board and at all times is subject to the control and direction of the Board.

**SECTION 14. ADVISORY COMMITTEES.** The Board of Directors may form Advisory Committees composed of two or more individuals, who need not be members of the corporation, to provide for community representation, to obtain advice concerning the management and conduct of the affairs of the corporation, or for any other purpose or purposes of the Board of Directors deems necessary. The formation, composition, function and existence of the Advisory Committees shall be determined by the Board of Directors.

#### **ARTICLE 4 – OFFICERS**

**SECTION 1. DESIGNATION AND ELECTION.** The Board of Directors shall elect a President, Vice President, Secretary and Treasurer and any other officers and agents deemed to be necessary. Each officer shall be a member of the Board of Directors of the corporation. No person may hold the offices of President and Vice President and Secretary at the same time, but any person may hold any other two (2) offices at the same time. These officers shall constitute the executive committee of Rebuilding Hope, Inc and be responsible for the day-to-day affairs of the corporation and its organizations.

**SECTION 2. DUTIES OF THE PRESIDENT.** The President shall preside at all meetings of the Board of Directors and he shall have the powers and perform such additional duties as may be assigned to him by resolution of the Board of Directors.

**SECTION 3. DUTIES OF THE VICE PRESIDENT.** The Vice President shall have the powers to perform the duties of the President during the absence or inability of the President to act, and he shall have such additional powers and perform such additional duties as may be assigned to him by resolution of the Board of Directors.

**SECTION 4. DUTIES OF SECRETARY.** The Secretary shall attend all meetings of the Board of Directors and record all votes and keep minutes of all proceedings. The Secretary shall give or cause to be given notice of all meeting of the Board of Directors., An Assistant Secretary shall perform duties of the Secretary during his absence or disability.

**SECTION 5. DUTIES OF TREASURER.** The treasurer shall have custody of the corporation's funds and securities and shall keep full and accurate account of the receipt and disbursement in books belonging to the corporation and shall deposit all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designed by the Board of Directors. An Assistant Treasurer shall perform the duties of the Treasurer during his absence or disability.

**SECTION 6. REMOVAL OF OFFICERS.** Any officer may be removed by the Board of Directors with or without cause.

**SECTION 7. VACANCIES.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

**SECTION 8. SPECIAL POWERS.** Any officer may be vested by the Board of Directors with any power and charged with any duty not contrary to law or consistent with these bylaws.

**SECTION 9. NO LOANS TO OFFICERS.** The corporation shall not lend any of its assets to any officers of the corporation. If any such loan be made the officers and members of the Board of Directors who make such loan or assent thereto shall be jointly and severally liable for repayment or return thereof.

## **ARTICLE 5 – EMPLOYEES**

The corporation may employ employees as deemed necessary by its Board of Directors.

## **ARTICLE 6 – INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS**

**SECTION 1. INDEMNIFICATION.** The corporation shall indemnify each member of the Board of Directors, officer, committee member, employee or agent of the corporation and any person serving at the request of the corporation as a member of the Board of Directors, officer, committee member, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him to the fullest extent to which officers and members of the Board of Directors may be indemnified under the terms and conditions of the North Carolina Nonprofit Corporation Act, or any amendment thereto or substitutions therefore.

**SECTION 2. INSURANCE.** The corporation may, at the discretion of the Board of Directors, purchase and maintain insurance on behalf of any person who may be indemnified to the extent of his right to indemnity under this Article.

## **ARTICLE 7 – CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

**SECTION 1. CONTRACTS.** The Board of Directors may authorize any officer or officers, agent or agents of the corporation, 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 corporation and such authority may be general or confined to specific instances.

**SECTION 2. CHECKS, DRAFTS, ETC.** 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 such officer or officers, agent or agents of the corporation and in such manner as shall from time to time 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 Vice President of the corporation.

**SECTION 3. DEPOSITS.** All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

**SECTION 4. GIFTS.** The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the purposes of the corporation as stated in its Articles of Incorporation.

## **ARTICLE 8 – BOOKS AND RECORDS**

The corporation shall keep correct and complete books and records of account and shall also keep minutes of all proceedings.

## **ARTICLE 9 – WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the General Statutes of North Carolina 55A or under the provisions of the Articles of Incorporation or by the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **ARTICLE 10 – AMENDMENTS TO BYLAWS**

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, provided that at least five day's written notice is given of intention, to alter, amend or repeal, or to adopt new bylaws at such meeting.

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These bylaws, as amended, were adopted as and for the bylaws of Rebuilding Hope, Inc., a North Carolina Nonprofit Corporation, at the first and second meetings of incorporators and the Board of Directors held on the August 10, 2006 and September 7, 2006.