

**By-Laws of the Neuse Sailing Association, Inc.
Updated and Revised November 2016, Oriental, NC**

ARTICLE I

OFFICES

Section 1. Principal Office: The principal office of the Corporation shall be located in Oriental, Pamlico County, North Carolina.

Section 2. Registered Office: The registered office of the Corporation required by law to be maintained in the State of North Carolina may be, but need not be, identical with the principal office.

Section 3. Other Offices: The Corporation may have offices at such other places, either within or without the State of North Carolina, as the Board of Directors (hereafter known as the Bridge), from time to time, may determine, or as the affairs of the Corporation may require.

ARTICLE IA

MEMBERSHIP

Section 1. The Corporation will have four types of memberships

Patron membership

Corporate membership

Yacht membership

Honorary Lifetime membership

The Bridge shall determine, annually, the cost of membership and any privileges associated with the type of membership in the Corporation.

ARTICLE II

MEETINGS

Section 1. Place of Meetings: All meetings of members shall be held at a place as designated in the notice of the meeting or agreed upon by a majority of the members entitled to vote at that meeting.

Section 2. Annual Meetings: The Annual Meeting of members shall be held on a Saturday in November chosen by the Bridge for the transaction of such business as may be properly brought before the meeting.

Section 3. Substitute Annual Meeting: If the annual meeting shall not be held on the day designated by these By-Laws, a substitute annual meeting may be called in accordance with the provisions of Section 4 of this Article. A meeting so called shall be designated and treated for all purposes as the annual meeting

Section 4. Special Meetings: Special meetings of the members may be called at any time by the Chair (hereafter known as the Commodore), Secretary, Treasurer, or Bridge of the Corporation, or by any voting member pursuant to the request of not less than fifteen percent (15%) of all of the members entitled to vote at the meeting. Such requests by members may be made by any usual means of communication including electronic communication.

Section 5. Notice of Meetings: Notice, by any usual means of communication including electronic communications, stating the time, place, day, and hour of the meeting shall be delivered not less than five nor more than 50 days before the date thereof by or at the direction of the Commodore, Secretary, Treasurer or other person calling the meeting, to each member of record of the Corporation.

In the case of an annual or substitute annual meeting, the notice of meeting need not specifically state the business to be transacted unless it is a matter upon which the vote of members is expressly required by the provisions of the North Carolina Non-Profit Corporation Act. In the case of a special meeting, the notice of meeting shall specifically state the purpose or purposes for which the meeting is called

Section 6. Voting Lists: A list of voting members (active membership list) shall be kept in electronic format by the Corporation. A hardcopy voting list shall not be required at meetings unless requested by the Bridge or by a voting member no less than two days prior to the date of the meeting. A record of those members voting at a meeting may be accomplished by a sign-in sheet at the time of the meeting.

Section 7. Quorum: Twenty percent of the memberships entitled to vote shall constitute a quorum at meetings of members. Each membership – yacht, patron, corporate, etc. -- shall be entitled to one vote for the purpose of doing the corporation business as outlined in the By-laws. If there is not a quorum at the opening of a meeting of members, that meeting may be adjourned by the vote of a majority of the members present. If a quorum is then constituted, the meeting may be reconvened by a majority of members present. Any business may then be transacted which might have been transacted at the original meeting.

The members at a meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum in attendance.

Section 8. Voting: Each voting member shall be entitled to one vote on each matter submitted to a vote of members, all voting rights to be subject to the provisions of the corporate charter.

The vote of a majority of the votes entitled to be cast by the members present on any matter at a meeting of members at which a quorum is present shall be the act of the members on that matter, unless the vote of a greater number is required by law or the By-Laws of the Corporation. Voting on all matters shall be by voice vote or show of hands unless, prior to the voting on any matter, a demand for a ballot vote on such matter is made by any member present.

Section 9. Informal Action: Any action which may be taken at a meeting of the members may be taken without a meeting if a consent provided to the members by any commonly accepted means of communication, including electronic communications, that sets forth the action so taken, shall be approved by the majority of the persons who would be entitled to vote upon such action at a meeting. Approval may be by written signature or by electronic communication. Such informal actions shall be filed with the Secretary of the Corporation to be kept in the corporate minute book.

ARTICLE III

DIRECTORS

Section 1. General Powers: The business and affairs of the Corporation shall be managed by the Bridge or by such committees as the Bridge may establish pursuant to these By-Laws.

Section 2. Number, Term, and Qualifications:

Number: The Bridge of the Corporation shall consist of an odd number of members, but not less than eleven (11), which shall include the Commodore, a number of Vice Commodores as determined by the Bridge, a Secretary, Treasurer, the Past Commodore, and six additional members, also known as directors.

Terms: The term of the Commodore, Secretary, Treasurer, Vice Commodores, and immediate Past Commodore shall be for a period of one year. The terms of the remaining Bridge members, i.e., the directors, shall be for a period not greater than three years. The terms of these directors shall be staggered so

that two members are appointed or elected each year.

Qualifications: All members of the Bridge must be members in good standing of the Neuse Sailing Association.

Section 3. Appointment and Election of the Bridge: Except as provided in Section 6 of this Article, the Bridge shall be elected at the annual meeting of the members; and those persons who receive the highest number of votes shall be deemed to have been elected. Election shall be by a show of hands or voice vote. If any member so demands, election of directors shall be by secret ballot.

Section 4. Removal of Members of the Bridge designated as directors: directors on the Bridge may be removed from office with or without cause by a vote of members at an election of the Bridge. If any directors so removed, new members may be elected at the same or any subsequent meeting. -

Section 5. Vacancies: A vacancy occurring in the Bridge may be filled by a majority of the remaining members of the Bridge, though less than a quorum, or by the sole remaining member of the Bridge. However, a vacancy created by an increase in the authorized number of Bridge members shall be filled only by election at an annual meeting or at a special meeting of members called for that purpose. The members may elect a member to the Bridge at any time to fill any vacancy not filled by the Bridge.

Section 6. Chairperson: The Bridge may elect a chairperson from their number at any meeting of the Bridge where the Commodore is not present. The chairperson shall preside at all meetings of the Bridge and perform such other duties as may be directed by the Bridge.

Section 7. Compensation: The Bridge shall not be compensated for their services as such, but the Bridge may provide for the payment of all expenses incurred in attending regular and special meetings of the Bridge. Such expenses shall be reflected in the annual report of the Secretary, Treasurer and made available to members.

Section 8. Executive Committee: The Bridge may designate two or more of its members to constitute an Executive Committee to carry on the function of the Bridge by exercising all of the authority given said Bridge.

ARTICLE IV

MEETINGS OF THE BRIDGE

Section 1. Regular Meetings: A regular meeting of the Bridge shall be held immediately after, and at the same place as, the annual meeting of members. In addition, the Bridge may provide, by resolution, the time and place, either within or without the State of North Carolina, for the holding of additional regular meetings.

Section 2. Special Meetings: Special meetings of the Bridge may be called by or at the request of the Commodore or any two members of the Bridge. Such meetings may be held either within or without the State of North Carolina.

Section 3. Notice of Meetings: Regular meetings of the Bridge may be held without notifying the membership of the Corporation. The person or persons calling a special meeting of the Bridge shall, at least two days before the meeting, give notice thereof by any usual means of communication. Such notice need not specify the purpose for which the meeting is called.

Attendance by a Bridge member at any meeting shall constitute a waiver of notice of such meeting, except where a Bridge member attends a meeting for the expressed purpose of objecting to the transaction of any business because the meeting is not lawfully called.

Section 4. Quorum: A majority of the Bridge shall constitute a quorum for the transaction of business at any meeting of the Bridge.

Section 5. Manner of Acting: Except as otherwise provided in this section, the act of the majority of the members present at a meeting at which a quorum is present shall be the act of the Bridge.

The unanimous action or consent of the Bridge fixed by these By-Laws and duly elected shall be required to adopt a resolution, adopting, amending, or repealing any by-law or adopting a resolution to dissolve the Corporation without the action of the members.

Section 6. Informal Action by the Bridge: Action taken by a majority of the Bridge without a meeting is nevertheless an action of the Bridge if consent to the action in question is given by any usual means of communication by all members of the Bridge and is reflected in the minutes of the proceedings of the Bridge, whether done before or after the action so taken.

ARTICLE V

OFFICERS

Section 1. Number: The officers of the Corporation shall consist of a Commodore, a number of Vice Commodores as determined by the Bridge, a Secretary, Treasurer, and the immediate past Commodore, as elected by the voting members at the annual meeting.

Section 2. Election and Term: The officers of the Corporation shall be elected by the members at the annual meeting. Each officer shall hold office until his/her death, resignation, retirement, removal, disqualification, or his/her successor is elected and qualifies.

Section 3. Removal: Any officer may be removed, with or without cause by a vote of the membership of the Corporation.

Section 4. Compensation: The officers shall not be compensated for their services as such but the Bridge may provide for the payment of all expenses incurred by the officers in the conduct of the business of the Corporation. Such expenses shall be reflected in the annual report of the Secretary, Treasurer and made available to members.

Section 5. Commodore: The Commodore shall be the principal executive officer of the Corporation and, subject to the control of the Bridge, shall supervise and control the management of the Corporation in accordance with these By-Laws. She/he shall, when present, preside at all meetings of members. She/he shall sign, with any other proper officer, certificates for membership of the Corporation and any deeds, leases, mortgages, bonds, contracts, or other instruments which may be lawfully executed on behalf of the Corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be delegated by the Bridge to some other officer or agent and, in general, she/he shall perform all duties incident to the office of Commodore and such other duties as may be prescribed by the Bridge from time to time.

Section 6. Vice Commodores: The Vice Commodores unless otherwise determined by the Bridge, shall, in the absence or disability of the Commodore, perform the duties and exercise the powers of that office. In addition, she/he shall perform such other duties and have such other powers as the Bridge shall prescribe.

Section 7. Secretary: The Secretary shall keep accurate records of the acts and proceedings of all meetings of members and directors. She/he shall give all notices required by law and by these By-Laws. He/she shall have general charge of the corporate books and records. She/he shall have general charge of the membership lists of the Corporation and shall keep, at a publicly stated and recorded physical address, a record of members showing the name and address of each member and class of the membership held by each. She/he shall sign such instruments as may require her/his signature, and, in general, shall perform all duties incident to the office of Secretary and such other duties as may be assigned her/him from time to time by the Commodore or by the Bridge. The Secretary shall deliver a copy by usual means of communication including by electronic communication, of the latest such statement to any member on request.

Section 8. Treasurer: The Treasurer shall keep accurate records of the financial acts and proceedings of the Corporation. She/he shall give all notices required by law and by these By-Laws. He/she shall have general charge of the corporate financial books and records. She/he shall sign such instruments as may require her/his signature, and, in general, shall perform all duties incident to the office of Treasurer. The Treasurer shall also have custody of all funds and securities belonging to the Corporation and shall receive, deposit, or disburse the same under the direction of the Bridge. She/he shall keep full and accurate accounts of the finances of the Corporation in books especially provided for that purpose; and she/he shall cause a true statement of its assets and liabilities as of the close of each fiscal year and of the results of its operation and of changes in surplus and such fiscal year, all in reasonable detail, to be made and kept at a publicly stated and recorded physical address within four months after the end of such fiscal year. The statement so filed shall be kept available for inspection by any member for a period of ten years; and the Treasurer shall deliver a copy by usual means of communication, including by electronic communications, of the latest such statement to any member on request. The Treasurer shall, in general, perform all duties incident to her/his office and such other duties as may be assigned to her/his from time to time by the Bridge.

ARTICLE VI

CONTRACTS, LOANS, AND DEPOSITS

Section 1. Contracts: The Bridge may authorize any officer or officers, agent or agents, to enter into any contract, lease, or execute and deliver any instrument on behalf of the Corporation, and such authority may be general or confined to specific instances. The Bridge may enter into employment contracts for any length of time it deems wise.

Section 2. Loans: No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Bridge. Such authority may be general or specific in nature and scope.

Section 3. Checks and Drafts: All checks, drafts, or other orders for the payment of money 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 Bridge.

Section 4. Deposits: All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such depositories as the Bridge shall direct. .

ARTICLE VII

MEMBERSHIPS, CERTIFICATES, AND TRANSFER

Section 1. Membership: Anyone applying for membership in the Corporation must be eighteen (18) years of age or over, have a genuine interest in boating and be approved by the Corporation.

Section 2. Application for Membership: Application for membership in the Corporation shall be made on an approved form provided by the Corporation and action upon said membership application shall be taken by the Bridge following such investigation of applicant as the Bridge deems necessary and appropriate.

Action on any membership application shall be by majority vote of the Bridge and following such action all applicants shall be notified by email of the action of the Bridge upon their application

Section 3. Transfer of Memberships: Memberships are not transferable

Section 4. Suspension of Membership Rights: The membership rights of a member may be suspended by a majority vote of the Bridge

Section 5. Membership Certificates: The Corporation shall not issue certificates representing membership in the Corporation but the Secretary, and Treasurer of the Corporation shall maintain an electronic membership list for the Corporation which shall be available for inspection by all members. The list will include the name and address of each member and the effective date of each such membership.

Section 6. Closing and Transfer List and Fixing Record Dates: For the purpose of determining members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or in order to make a determination of members for any proper purpose, the Bridge may provide that the membership list shall be closed for a stated period not to exceed thirty days.

If the membership list shall be closed for the purpose of determining members entitled to notice of, or to vote at any meeting of members, such list shall be closed for at least ten days immediately preceding such meeting.

In lieu of closing the membership list, the Bridge may fix in advance a date as the record date for any such determination of members, such record date in any case to be not more than thirty days and, in case of a meeting of members, not less than ten days immediately preceding the date on which a particular action requiring such determination of members is to be taken.

If the membership list is not closed and no record date is fixed for the determination of members entitled to notice of or to vote at a meeting of members, the date on which notice of the meeting is communicated by usually accepted means including electronic communications shall be the record date for such determination of members.

ARTICLE VIII GENERAL PROVISIONS

Section 1. Waiver of Notice: Whenever any notice is required to be given to any member or member of the Bridge under the provisions of the North Carolina Non-Profit Corporation Act, or under the provisions of the charter or By-Laws 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 equivalent to the giving of such notice.

Section 2. Dissolution: In the event of dissolution of the Corporation any assets then remaining shall be distributed to the non-profit Corporation(s) or association(s) as the Bridge shall determine will best effectuate the purposes expressed in Section 3 of the Articles of Incorporation.

A nonprofit Corporation is required to set forth its principal office address in its Articles of Incorporation (N.C.G.S. § 55A-2-02). The Articles of Incorporation must set forth the street address (and the mailing address, if different from the street address) of the principal office and the county in which the principal office is located.

Registered Office and Agent

A nonprofit Corporation is required to have a registered office and a registered agent (N.C. Gen. Stat. § 55D-30). The duty of the registered agent is to forward to the Corporation at its last known address any notice, process, or demand that is served on the Corporation. A registered agent must be:

- 1. An individual who resides in North Carolina and whose business address is identical to the registered office;*
 - 2. A domestic business Corporation, nonprofit Corporation, limited liability company whose business address is identical to the registered office; or*
 - 3. A foreign business Corporation, nonprofit Corporation, or limited liability company authorized to transact business in this state and whose business address is identical to the registered office.*
- If the Registered Agent is a business entity required to be filed with the Secretary of State's Office, the entity must be active upon the records of the Secretary of State's Office.*

The Articles of Incorporation must set forth the street address (and the mailing address, if different from the street address) of the registered office, as well as the county in which the registered office is located, and the name of the initial registered agent. The registered office may, but need not be, the same as any of the Corporation's places of business.