

**Piedmont Conservation Council, Inc.
Resource Conservation and Development**

Bylaws



721 Foster Street, Suite 228 Durham, North Carolina 27701

Phone: (919) 560-0560

Fax: (919) 560-0563

Approved at the Full Council Meeting on June 24, 2016

ARTICLE I - NAME

Section 1. Name. The name of this organization shall be the **PIEDMONT CONSERVATION COUNCIL, INC.**, hereinafter referred to as the "Corporation."

Section 2. Offices. The Principal Office of the Corporation shall be located at:
721 Foster Street, Suite 228
Durham, NC 27701
Durham County, NC
which shall also be the Registered Office of the Corporation.

Section 3. Description. The Corporation is an independent, nonprofit, nonpartisan, incorporated entity having as its primary concern the acceleration of the conservation, development and proper use of the resources within the Piedmont Conservation and Development, Inc. Area which includes Alamance, Caswell, Chatham, Durham, Guilford, Orange, Person, Randolph, Rockingham and Wake Counties in North Carolina, hereinafter referred to as the "Area."

Section 4. Structure. The Corporation shall be governed and managed by a **RESOURCE CONSERVATION AND DEVELOPMENT COUNCIL**, hereinafter referred to as the "Council" by the Board of Directors of the Corporation.

ARTICLE II- CORPORATE PURPOSE AND OBJECTIVES

Section 1 Corporate Purpose. The purpose of the Corporation is:

- a. To plan and promote the orderly development, wise use and conservation of the region's natural resources including, but not limited to, soil, water, air, culture, forest, recreation and wildlife.
- b. To improve the general level of economic activity and the region's standard of living.
- c. To provide a forum, where issues of quality of life, environment, and economic development can be enhanced through the creation of partnerships by utilizing resources in the public and private sectors.
- d. The Corporation is organized exclusively for educational, benevolent and public purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986.

Section 2. Corporate Objectives. Objectives of the Corporation are:

1. To improve communications between government and communities;
2. To provide information and educational services through partnerships with various organizations;
3. To provide leadership to communities in protecting natural resources, and
4. To enhance internal program development.

ARTICLE III - AREA COUNCIL OF MEMBERS

Section 1 Qualification, Number and Duties. The members of the Corporation are Members of the Council and shall consist of three (3) voting representatives from each member county in the Area, as described in Article 1, Section 3. The Council shall serve as a clearing house for proposed projects from the Board of Directors. Voting members may designate alternates to represent them at official meetings in the event that they cannot attend official meetings. Alternates designated by voting members shall have the same voting rights as a voting member. There shall be one alternate for each county. Membership shall not be assignable or transferable except as provided in this Section.

Section 2. Nomination and Election. Each member shall be a resident of or be primarily employed in the County which he or she represents on the Council. The current Members from each county shall nominate a new representative from that county to fill a vacancy. Representation is encouraged but not required from each of the Area sponsoring organizations which includes County Boards of Commissioners and local Soil and Water Conservation Districts. New members shall be elected by a majority vote of the members present at any meeting of the Area Council for which notice of the purpose to elect one or more members has been duly given.

Section 3. Council Member Terms of Office. Council Members shall be elected to serve a two year term with no limit on the number of terms that one may serve.

Section 4. Attendance, Participation, and Removal. Council Members are expected to attend and participate in all Council Meetings. In order to assure a sound, active Area Council, members who miss two (2) consecutive meetings without a designated alternate in attendance may forfeit their membership privileges on the Area Council. Replacements resulting from a lack of attendance and participation shall be elected as described in Section 2 above.

Section 5. Resignation. A member may resign from membership in the Corporation at any time by giving notice of the resignation in writing addressed to the Chairperson or the Secretary, or by presenting a written resignation in person at any meeting of Members.

Section 6. Corporate Records. A Member is entitled to inspect and copy the records of the Corporation to the maximum extent required by Chapter 55A of the General Statutes of North Carolina, upon making a written request five days in advance of the date of inspection.

ARTICLE IV - MEETINGS OF THE COUNCIL

Section 1. Annual Meeting. The annual meeting of the Council shall be held in April of each year, for the purpose of electing the Directors and Officers of the Corporation and for the transaction of such other business as may be properly brought before the meeting. If the annual meeting shall not be held as designated by these bylaws, 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 2. Regular Council Meetings. Three regular meetings shall be held each year so that with the annual meeting, there will be one meeting of the council held each quarter. Regular quarterly meetings will be held on the first month of each quarter in January, April, July, and October of each year.

Section 3. Place of Meeting. All meetings of the Council shall be held at the principal office of the Corporation, or at such other place, either within or without the State of North Carolina, as shall be designated in the notice of the meeting or agreed upon by a majority of the Directors.

Section 4. Notice of Meetings. Written notice, stating the time and place of the meeting, and in case of a special meeting, briefly describing the purpose or purposes thereof, shall be given not less than five days before the date of the meeting. It shall be the primary responsibility of the Secretary to give such notice, but it may be given by or at the direction of the Chairperson or other persons calling the meeting. Attendance by a Member at a meeting shall constitute a waiver of notice, except where a Member attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called.

Section 5. Quorum. A majority of the Members of the Council on the official roster OR at least one member on the official roster representing each constituent county in the PCC Area shall constitute a quorum for the transaction of business at any meeting of the Members.

Section 6. Voting. Each member shall be entitled to one vote, which may be cast in person or by a conference telephone call.

Section 7. Manner of Acting. Except as otherwise provided by law or in these Bylaws, the act of the majority of the Members present at a meeting at which a quorum is present shall be the act of the Members.

ARTICLE V – BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the Corporation shall be managed by a Board of Directors, in accordance with the provisions of applicable law, the Articles of incorporation and these Bylaws.

Section 2. Number and Qualifications. The number of Directors of the Corporation shall correspond to the number of counties in the area, plus an at-large seat. Elected officers are included in this number. All Directors shall be voting Members of the Council. Consideration shall be given to electing one Member representing each County in the Area as a Director in each term, but representation of each County in the Area on the Board of Directors is not required. All directors shall have one (1) vote on transactions of business of the corporation.

Section 3. Election and Term. The Directors shall be elected by a majority vote by Members of the Council at the annual meeting or at a special meeting of the Members of which notice of the purpose to elect one or more Directors has been duly given, after which they will hold office to and through the following annual meeting or until a successor is elected. The election of Directors shall be a part of the order of business of each annual meeting of the Members.

Section 4. Resignation. A Director may resign at any time by giving notice of resignation in writing, addressed to the Chairperson or the Secretary, or by presenting a written resignation in person at any annual or special meeting of Directors. A resignation is effective when it is communicated unless it specifies in writing a later effective date.

Section 5. Removal. Directors may be removed from office by a majority vote of the Council Membership, whenever in the judgment of the Members the best interests of the Corporation will be served. If a Director is removed, a new Director may be elected to fill the vacancy at the same meeting.

Section 6. Vacancies. A vacancy occurring on the Board of Directors may be filled by a majority of the Members at any meeting of the Council. A vacant office shall be filled by election at the next scheduled Council meeting after the vacancy occurs.

ARTICLE VI- MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Meeting Schedule. A meeting day for the Board of Directors shall be set at its first meeting each year following the annual meeting and be held any month that a regular Council Meeting is not held. Other meetings of the Board of Directors may be called by or at the request of the Chairperson of the Board, or any two Directors.

Section 2. Place of Meetings. Meetings of the Board of Directors may be held at the principal office of the Corporation or at such other place, as shall be designated in the notice of the meeting or agreed upon at or before the meeting by a majority of the Directors then in office.

Section 3. Notice of Meetings. The Secretary or other person or persons calling a meeting for which notice is required shall give notice at least five days before the meeting. Unless otherwise indicated in the notice, any and all business may be transacted at a meeting of the Board of Directors. Attendance by a Director at a meeting shall constitute a waiver of notice, except where a Director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called.

Section 4. Quorum. A majority of the Directors in office immediately before a meeting begins shall constitute a quorum for the transaction of business at a meeting of the Board of Directors.

Section 5. Manner of Acting. Except as otherwise provided by law or in the Bylaws, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Members.

Section 6. Action Without a Called Meeting. Action taken by a majority of the Directors or members of a committee without a meeting is nevertheless Board or Committee action if written consent to the action in question is signed by all of the Directors or of the members of the Committee, as the case may be, and filed with the minutes of the proceedings of the Board or Committee, whether done before or after the action is taken.

Section 7. Meeting by Conference Telephone Calls. Any one or more Directors may participate in a meeting of the Board by means of a conference telephone call or similar communications device which allows all Directors participating in the meeting to simultaneously hear each other during the meeting. Such participation in a meeting shall be deemed presence in person at the meeting.

Section 8. Attendance. All meetings of the Corporation shall be open to the public and any citizen attending may enter into a discussion, voice opinions, and make recommendations, but may not make, second, or vote on motions.

ARTICLE VII - OFFICERS

Section 1. Titles. The officers of the Corporation shall be a Chairperson, Vice Chairperson, Secretary, and a Treasurer who shall all be voting Members of the Council. The Members may also elect such other offices as the Members shall deem necessary who need not be voting Members of the Council. The additional officers shall have the authority and perform the duties as from time to time may be prescribed by the Members.

Section 2. Election and Term. The officers of the Corporation shall be elected by the Members of the Council at the annual meeting, after which they will hold office to and through the following annual meeting or until a successor is elected.

Section 3. Removal. Any officer or agent elected or appointed by the Members may be removed from office by a majority vote of the Council Membership whenever in the judgment of the Members the best interests of the Corporation will be served. If an Officer is removed, a new Officer may be elected to fill the vacancy at the same meeting.

Section 4. Resignation. An officer or agent may resign at any time by communicating such resignation to the Board of Directors, the Chairperson of the Board, or the Corporation. A resignation is effective when it is communicated unless it specifies in writing a later effective date.

Section 5. Vacancies. Vacancies among the officers may be filled and new offices may be created and filled by the by a majority of the Members at any meeting of the Council. A vacant office shall be filled by election at the next scheduled Council meeting after the vacancy occurs.

Section 6. Chairperson of the Board. The Chairperson of the Board of Directors shall preside at meetings of the Members and Board of Directors. The Chairperson shall sign, with any other proper officer, 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 shall be delegated by the Board of Directors to some other officer or agent. It shall be the duty of the Chairperson to enforce all rules and regulations relating to the administration of the Corporation. The Chairperson shall call regular and special meetings of the Corporation in accordance with the bylaws or when deemed necessary. The Chairperson shall announce a quorum present before conducting any business. In general, the Chairperson shall perform all duties incident to the office of Chairperson and other duties as may be assigned by the Board of Directors from time to time.

Section 7. Vice Chairperson. The Vice Chairperson shall exercise the powers of the Chairperson during that officer's absence or inability to act. Any action taken by the Vice Chairperson in the performance of the duties of the Chairperson shall be presumptive evidence of the absence or inability to act of the Chairperson at the time the action was taken. The Vice Chairperson shall have such other powers and perform such other duties as may be assigned by the Board of Directors. If the office of Chairperson is vacant for any reason, the Vice Chairperson shall act as Chairman until an election is held to fill the office of the Chairperson.

Section 8. Secretary. The Secretary or his/her designee shall keep accurate records of the acts and proceedings of all meetings of the Board of Directors and shall give all notices required by law and these Bylaws. The Secretary shall have general charge of the corporate books and records and of the corporate seal and shall affix the corporate seal to any lawfully executed instrument requiring it. The Secretary shall conduct correspondence relating to the Corporation and shall keep a register of the Members of the Council and the members of any working Task Force or Committee. The Secretary shall sign such instruments as may require the signature of the Secretary and in general shall perform all the duties incident to the office of Secretary and such other duties as may be assigned from time to time by the Chairperson or by the Board of Directors. In the absence of both the Chairperson and the Vice Chairperson, the Secretary shall assume the duties of Chairperson.

Section 9. Treasurer. The Treasurer shall have custody of all funds and securities belonging to the Corporation and shall receive, deposit or disburse the same under the direction of the Board of Directors; provided, that the Board may appoint a custodian or depository for any such funds or securities, and the Board may designate those persons upon whose signature or authority such funds may be disbursed or transferred. The Treasurer shall be prepared to report at each meeting of the Council and the Board of Directors the condition of the treasury and the Treasurer shall arrange for an annual review of the financial records of the Corporation by a certified professional. The Treasurer and others having responsibility for Corporation funds shall be bonded when deemed necessary by the Board of Directors. The Treasurer shall in general perform the duties incident to the office and such other duties as may be assigned from time to time by the Chairperson or the Board of Directors.

ARTICLE VIII- INDEMNIFICATION OF DIRECTORS & OFFICERS

Section 1. General Policy. It shall be the policy of the Corporation to indemnify to the maximum extent permitted by Chapter 55A of the General Statutes of North Carolina any one or more of the Directors, officers, employees, or agents and former Directors, officers, employees or agents of the Corporation, and persons who serve or have served at the request of the Corporation as directors, officers, partners, trustees, employees or agents of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, against judgments, penalties, settlements and other liabilities incurred by them in connection with any pending, threatened or completed action, suit or proceeding, whether civil, criminal, investigative or administrative (a "proceeding") against reasonable costs and expenses (including attorneys' fees) in connection with any proceeding, where such liabilities and litigation expenses were incurred incident to the good faith performance of their duties.

Section 2. Use of Corporate Funds. The Corporation may advance expenses in connection with any proceeding to any such person in accordance with applicable law. The use of funds of the Corporation for indemnification or for the purpose and maintenance of insurance for the benefit of the persons designated in Section 1 of this Article shall be deemed a proper expense of the Corporation.

ARTICLE IX – COMMITTEES

Section 1. Standing or Other Committees. Standing or other committees having two or more members may be appointed by the Board of Directors. Vacancies in the membership of such committees shall be filled by appointment by the Board of Directors.

Section 2. Executive Committee. The Board of Directors, by resolution adopted by a majority of the number of Directors then in office, may designate two or more Directors to constitute an Executive Committee, which shall have and may exercise the authority of the Board of Directors in the management of the business and affairs of the Corporation during intervals between meetings. Vacancies in the membership of the Executive Committee shall be filled by a majority of the whole Board of Directors at a regular meeting or at a special meeting called for that purpose. The Executive Committee shall keep minutes of its proceedings and shall report to the Board of Directors on action taken. Minutes of meetings of the Executive Committee shall be prepared and kept with the records of the Corporation.

Section 3. Committee Authority. Committees of the Board of Directors (including the Executive Committee) shall not be authorized to take any official actions without prior approval from the Board of Directors. This expressly includes the following prohibited actions:

Authorize financial distributions to or for the benefit of the Members, Directors or officers;

- (a) Recommend to Members or approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the Corporation's assets;
- (b) Elect, appoint, remove, or fill vacancies on the Board of Directors or any of its committees,

or

(c) Adopt, amend, or repeal the Articles of incorporation or Bylaws.

Section 4. Nominating Committee. A nominating Committee, appointed by the Chairperson of the Corporation, will submit a slate of nominees at the annual meeting of the Members. Nominations may also *come* from the floor once the Nominating Committee's slate of candidates has been presented.

ARTICLE X - GENERAL PROVISIONS

Section 1. Seal. The seal of the Corporation shall bear the name of the Corporation and the words "North Carolina."

Section 2. Waiver of Notice. A Director or other person entitled to receive a notice required to be given under the provisions of these by laws, the Articles of incorporation or by applicable law, may waive such notice by signing a written waiver, whether before or after the date and time stated in the notice. The waiver shall be filed with the minutes or corporate records. A Director's attendance at or participation in a meeting waives any required notice to that Director of the meeting unless the Director at the beginning of the meeting (or promptly upon arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 3. Checks. All checks, drafts, or orders for the payment of money shall be signed by the officer or officers or other individuals that the Board of Directors may from time to time designate.

Section 4. Bond. The Board of Directors may by majority vote require any or all officers, agents or employees of the Corporation to give bond to the Corporation, with sufficient sureties, conditioned upon the faithful performance of the duties of their offices or positions, and to comply with such other conditions as may from time to time be required by the Board.

Section 5. Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by majority vote of the Board of Directors. Such authority may be general or confined to specific instances.

Section 6. Fiscal Year. The fiscal year of the Corporation shall be the period ending on June 30 of each year.

Section 7. Operations. The Council and Board of Directors shall conduct operations in a business-like manner and shall at all times observe all rules and regulations applicable to any item of business, transaction, or procedure in which it is involved. The Corporation may retain an attorney to provide legal advice and services.

Section 8. Staff. The Corporation may employ or contract for staff as necessary and to the extent that funds are available for the expense of such employment or contracts. When problems or opportunities arise that have been identified In the Corporation's-Business Plan and/or its

supplements, the Chairperson shall direct staff personnel to proceed with the gathering of resource data until such time that the Council or Board of Directors can act on a given proposal. This procedure will be used to address those problems or opportunities of an urgent nature.

Section 9. Parliamentary Procedure. The Rules of Parliamentary Procedure, as outlined in the current version of "Robert's Rules of Order" (and not in conflict with other sections of the Corporation's Articles of Incorporation and bylaws) shall govern all meetings. The Chairperson, with the concurrence of the Council, may appoint a Member to serve as Parliamentarian, who will rule on questions of procedure. Any ruling issued will stand unless over-ruled by a majority vote of the Members present at the meeting.

Section 10. Grants and Contracts. The Corporation may accept grants and donations from any public or private source, enter into contracts with any public or private body, and enter into agreements and memoranda of understanding as the Board of Directors deems appropriate.

Section 11. Annual Audit / Financial Review. The Corporation shall engage a certified public accountant as appropriate, who shall prepare an inspection and report of all financial records of the Corporation annually and who shall prepare the number of copies requested by the Board of Directors.

Section 12. Projects. The Council or Board of Directors shall consider project proposals and approve projects for the Corporation. The Board of Directors shall set the priority order for action for approved projects.

Section 13. Business Plan and Annual Report. The Corporation shall prepare and circulate a Business Plan and shall prepare an annual report of its activity, or when deemed necessary by the Board of Directors.

Section 15. Products and Services. The Corporation may engage in related business activities, including the manufacture and/or sale of products or services that are directly related to the mission and purpose of the organization.

Section 16. Amendments. These Bylaws and the Articles of Incorporation of the Corporation may be amended or repealed and new bylaws or Articles of Incorporation, as the case may be, may be adopted by the affirmative vote of a majority of the Members present at a meeting of the Council at which a quorum is present provided, that notice of the meeting shall have been given to the Members on record at least two weeks prior to the meeting which states that the purpose or one of the purposes of the meeting is to consider a proposed amendment to the bylaws or Articles of incorporation, as the case may be, and includes a

copy or summary of the proposed amendment or states the general nature of the amendment. Further, any proposed amendment must have been presented to the Board of Directors prior to its consideration by the Members. The required notice may be waived as provided by these bylaws.