

North Carolina Children's Victim Center
PO Box 21141
Durham, NC 27703

BYLAWS

Article I: Name, Purpose, Location

Section 1: Name

NC Children's Victim Center

Section 2: Purpose

The Corporation (hereinafter referred to as NCCVC) is organized under the Non-Profit Corporation Act of North Carolina and shall operate exclusively for charitable and educational purposes and in a manner consistent with Chapter 55A of the provisions of the Internal Revenue Code.

Section 3: Location

The principal office and registered agent of NCCVC shall be located in Durham, North Carolina. NCCVC may have such other offices, within or outside the city of Durham, the Board of Directors may designate as.

Article II: Board of Director Membership

Section 1: General Rights and Powers

Except as otherwise provided by law, by the Articles of Incorporation, or by these Bylaws, the number, classes, qualifications, rights, privileges, responsibilities, and provisions governing the withdrawal, suspension, and expulsion of members shall be determined by the Board of Directors. Except as may otherwise be required by law, the Articles of Incorporation, or these Bylaws, any right of members to vote and any right, title or interest in or to NCCVC, its properties and/or franchises, shall cease upon termination of membership, except that liability of a member for any sum due NCCVC shall survive such termination unless otherwise expressly provided for by the Board of Directors.

Section 2: Election of Members

Members shall be elected upon the affirmative vote of a majority of the Board of Directors present at a duly constituted meeting upon nomination by at least one member of the Board.

Section 3: Voting Rights

Except as otherwise provided in these Bylaws each member shall be entitled to one vote on each matter upon which members have voting rights.

Section 4: Compensation

No member shall receive any compensation for his or her services in such capacity, except that the Board of Directors may by resolution provide for reimbursement for actual disbursements expended on behalf of or in service to NCCVC and according to policies authorized by the Board of Directors.

Article III: Meetings

Section 1: Monthly Meeting

The monthly meeting shall be held at a time and place determined by the Board of Directors.

Section 2: Special Meetings

Special meetings may be called by the Chair of the Board, the President/Executive Director, by one-third of the members of the Board of Directors, or by the members having one-tenth of the votes entitled to be cast at such meeting.

Section 3: Notice

Written notice stating the location, date, and hour of the monthly meeting and any special meetings shall be emailed to each email of record for each member entitled to vote at the meeting not less than seven days or more than sixty days before the date of the meeting by, or at the direction of, the Secretary.

Section 4: Alternative Action

Any action required by law to be taken at a meeting of the members may be taken without a meeting if a consent in writing setting forth the action so taken is signed by all of the members entitled to vote with respect to the subject matter thereof and filed with the Secretary of NCCVC as part of the corporate records, whether done before or after action is taken. Meetings may also be held in a form other than physical presence such as conference calls or teleconference. Any other action, which may be taken at a meeting of members, including the election of Directors, may be conducted by mail ballot in such a manner as the Board of Directors may by resolution determine.

Article IV: Board of Directors

Section 1: General Powers

Its Board of Directors in accordance with these Bylaws shall oversee the property, business, and affairs of NCCVC. The Board is responsible for overall policy and direction of NCCVC and delegates responsibility for day-to-day operation to the President/Executive Director. Specific powers of the Board of Directors include but are not limited to:

- a. defining the mission, goals, and objectives of NCCVC and assigning priorities among the goals and objectives when needed
- b. annual review of the President/ Executive Director's performance
- c. approving major personnel policies
- d. reviewing and approving NCCVC's budget
- e. raising the financial resources required by the President/Executive Director and general fundraising policies, and
- f. evaluating NCCVC's performance of the goals and objectives of highest priority on an annual basis.

Section 2: Number and Qualifications

The number of Directors shall be not less than four or more than fifteen, of whom eight shall be elected by the members of NCCVC in accordance with these Bylaws and seven

appointed by the elected Directors and the continuing appointed Directors. Each Director shall have a demonstrated commitment to NCCVC's mission.

Section 3: Nomination

The Chair of the Board of Directors shall appoint a Nomination Committee which shall be responsible for producing a slate of candidates for election to the Board of Directors, in accordance with such procedures as the Board of Directors may by resolution determine. The Nomination Committee shall provide each member of NCCVC, in such form as the Board of Directors may set forth, a description of the procedure for nomination and election of Directors.

Section 4: Election

Directors shall be elected by written mail ballot sent by regular mail to the address of record of each member of NCCVC. A candidate shall be deemed elected upon receipt of a plurality of votes cast by a date determined by the Board.

Section 5: Term of Office

Directors shall serve for a term of two years, except that in the case of the first Board of Directors established after the effective date of these Bylaws, four of those elected and three of those appointed shall serve for a term of one year. The term shall begin at the Annual Meeting following election or appointment except as provided otherwise in these Bylaws. Each Director shall hold office until his or her term expires or upon his or her death, resignation, removal, disqualification, or successor has been elected or appointed. No Director, except the Executive Director whether elected or appointed, may serve more than six consecutive years. Any Director may resign at any time by giving written notice to the Chair, Executive Director, or Secretary of the Board. The resignation takes effect upon receipt of notice or at a later date if specified in the notice; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any Director may be removed at any time with or without cause by two-thirds vote of the Board of Directors.

Section 6: Vacancies

Vacancies may be filled by majority vote of the remaining members of the Board of Directors.

Section 7: Meetings

Meetings of the full Board of Directors shall be held at least once a month at such place within North Carolina as may be fixed by resolution of the Board or as may be specified in the notice of the meeting. Regular meetings of the Board of Directors shall be held at times set by resolution of the Board. Any meetings of the Board may be held in a form other than physical presence such as conference call or teleconference. Special meetings of the Board may be called by or at the request of the Chair, the President, or any three Board members. Notice must be given at least one week in advance by usual means of communication to each member of the Board of Directors, and any action taken at a special meeting shall be voidable upon a failure to obtain acknowledgment of receipt of notice from any member of the Board. Such notice need not specify the purpose of which the meeting is called. Meetings may be held at any time without notice if all Directors are present or if, at any time before or after the meetings, those not present waive notice of the meeting in writing. Action of specific items can be taken by the Board by mail ballot signed by a majority of the Directors then in office or by similar usual means of communication.

Each member of the Board of Directors is required to attend all monthly meetings and special meetings and be ready to start the meeting at the pre-determined time. If, for a valid reason, a member cannot attend or will be late to a meeting, the member must inform the Board Chairperson or a member of the Executive Committee either by phone or email twelve hours prior to the start of the meeting unless the reason is an emergency within the last twelve hours prior to the start of the meeting. In the case of an emergency, the member must inform the Board Chairperson or a member of the Executive Committee as soon as is reasonably possible given the nature of the emergency. If a member misses two consecutive meetings or any three meetings during the calendar year, their term as a member of the Board of Directors is subject to termination, unless as otherwise provided for by law or in these Bylaws, or at the discretion of the majority of members.

Section 8: Quorum

One-half of the number of Directors then in office shall constitute a quorum for the transaction of any business, except that if the number of Directors then in office is four or fewer, then three shall constitute a quorum. The act of the majority of the Directors present at the meeting of which a quorum is present shall be the act of the Board of Directors except as otherwise provided in these Bylaws. A Director who is present at a meeting of the Board of Directors at which action on any NCCVC matter is taken shall be presumed to have assented to the action taken unless his or her contrary vote is recorded or his or her dissent is otherwise entered in such action with the person acting as the Secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the Secretary of NCCVC immediately after adjournment of the meeting. Such right to dissent shall not apply to Directors who voted in favor of such action. If at any meeting of the Board of Directors there is less than a quorum present, a majority of those present may adjourn the meeting, without further notice, until a quorum is obtained.

Section 9: Waiver of Notice

Any Director may waive notice of any meeting. The attendance by a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the expressed purpose of objecting to the transactions of any business because the meeting is not lawfully called or convened.

Section 10: Committees

The Board of Directors may create committees, including an Executive Committee, which shall have and may exercise such powers as conferred or authorized by the resolutions creating them. The Chair of the Board shall appoint the Chairperson of all committees of the Board. If an Executive Committee is created, it shall be composed of Directors, shall consist of three or more members of the Board, shall include the Chair of the Board and the President/Executive Director, and the Secretary, and shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board, subject to the direction and control of the Board of Directors. The designation of any committee and the delegation thereto of authority shall not relieve the Board of Directors, or any member of the Board, of any responsibility or liability imposed upon it or him or her by law. A majority of any such committee, if the committee is composed of more than two members, may determine its action and fix the time and place of its meetings, unless the Board of Directors shall provide otherwise.

Section 11: Remuneration

No Director shall receive any compensation for his or her service in such capacity, except that the Board of Directors may by resolution provide for the reimbursement of actual travel and lodging expenses incurred in the performance of duties of Directors, to the extent provided by such resolution, and except as otherwise provided in these Bylaws.

Article V: Officers

Section 1: Officers

The officers of NCCVC shall consist of a Chair of the Board of Directors, a Vice-Chair of the Board, a Secretary, a Treasurer, a President/Executive Director, additional Vice-Chairs as the Board may authorize, and such subordinate officers as the Board may appoint. Any two or more offices may be held by the same person, but no Officer may act in more than one capacity where action of two or more Officers is required.

Section 2: Election

The Board of Directors, initially and at each subsequent Annual Meeting thereafter, shall elect from among the Board the Chair, Vice Chair, Secretary, Treasurer, and such Vice Chairs as the Board may have authorized. Each Officer shall hold office until the next Annual Meeting or until his or her death, resignation, retirement, removal, or disqualification, if such occurs before the next Annual Meeting or until his or her successor has been elected and qualified. If necessary to fill offices that have become vacant the Board may elect Officers at any regular meetings.

Section 3: Vacancies

The term of office of any Officer shall terminate upon election and qualification of a successor or upon the effective date of his or her resignation submitted in writing to the Chair, Executive Director, or Secretary of the Board of Directors upon his or her death or upon a vote of two-thirds of the Board then in office to remove him or her from office if, in their judgment, the best interests of NCCVC will be served thereby. Any vacancy among the Officers shall be filled by the Board of Directors. Any officers or assistant officer may also be removed from office by the Board of Directors or the Chair, whichever is the appointed authority, upon such terms as may have been specified in writing at the time of appointment of such officers.

Section 4: Chair

The Chair shall chair the meetings of the Board of Directors and perform the following duties and responsibilities:

- a. appoint the Chairpersons of all Board Committees and serve as liaison among NCCVC's Board, committees, and staff
- b. act as liaison as needed with foundations supporting NCCVC and other potential funding or contributing sources
- c. facilitate and coordinate the Board's discharge of its responsibilities as set forth in the Bylaws and by Board resolutions, and
- d. such other responsibilities as provided in NCCVC's Bylaws or the Board may direct as.

Section 5: Vice Chair

The Vice Chair, or Vice Chairs if authorized, shall have such powers and perform such duties as the Board of Directors may prescribe or as the Chair may delegate, provided that the First Vice Chair shall sit in the stead of the Chair in his or her absence.

Section 6: Secretary

The Secretary shall do or oversee the following:

- a. the keeping of minutes of all meetings of the Board of Directors and the Executive Committee, including all votes and resolutions adopted
- b. the recording of all Corporate documents and records
- c. the issuing of the notices for the Board of Directors meetings and special meetings, and
- d. the filing of all reports required by governmental authorities.

The Secretary shall have other responsibilities as the Board Chair may prescribe. In the absence of the Secretary or in the event of his or her death, inability or refusal to act, the Board shall appoint an Assistant Secretary unless otherwise determined by the Board of Directors, who shall perform the duties of the Secretary, and when so acting shall have all the powers of and be subject to all the restrictions upon the Secretary. The Assistant Secretary shall perform such other duties as may be assigned by the Board Chair.

Section 7: Treasurer

The Treasurer shall do or oversee the following:

- a. custody of all funds, securities, and assets of NCCVC
- b. present an accurate account of NCCVC's receipts and disbursements to the Board of Directors at each monthly meeting
- c. prepare or cause to be prepared a true statement of NCCVCs assets and liabilities within a reasonable time after the close of each fiscal year, and
- d. make available in writing to members and to the public a copy of such true statement.

The Treasurer shall have other responsibilities as the Board of Directors may prescribe. In the absence of the Treasurer or in the event of his or her death, inability or refusal to act, the Assistant Treasurer, who shall be appointed by the Chair or the Board unless otherwise determined by the Board of Directors, shall perform the duties of the Treasurer, and when acting shall have all powers of and be subject to all the restrictions upon the Treasurer. He or she shall perform such other duties as may be assigned to them by the Board of Directors, Board Chair, or President.

Section 8: President/Executive Director

The President of NCCVC, who also holds the title of Executive Director, shall do or oversee the following:

- a. direct and execute all decisions of or programs adopted by the Board of Directors
- b. act as the Chief Executive Officer of NCCVC
- c. serve as Assistant Secretary as needed and in accordance with the Bylaws, and
- d. perform such other duties as the Board may prescribe or authorize.

The foregoing duties shall include, but not be limited to:

- a. the hiring and discharging of all employees
- b. the execution of contracts or other instruments on behalf of NCCVC except in cases where the execution thereof is expressly delegated by the Board of Directors or by the

Bylaws to some other Officer or agent of NCCVC, or shall be required by law to be otherwise signed or executed

- c. the signing of checks, drafts, or other orders for payment of money
- d. the depositing of all monies and other assets in the name of NCCVC according to policies or in such depositories as the Board may prescribe
- e. serving as a voting member of the Board of Directors, and
- f. serving on the Executive Committee if the Board of Directors shall furnish the Board with an operating and financial report at each meeting thereof.

The President/Executive Director shall be appointed upon the majority vote of the Board of Directors present at a duly constituted Board meeting and shall serve at the pleasure of the Board of Directors, except that the Board may, at its discretion, retain the services of the President/Executive Director upon a contract for a fixed period of time.

Section 9: Other Officers

The duties and terms of office of any other officers or assistant officer appointed pursuant to Section 1 of this Article shall be specified by the Board of Directors or by the Chair or President if so authorized by the Board of Directors.

Section 10: Surety

The Board may require the Treasurer, President/Executive Director, or any other Officer or Assistant Officer to furnish such surety as it may determine.

Section 11: Compensation of Officers

The President/Executive Director may be paid such reasonable compensation as the Board of Directors or its Executive Committee may authorize and direct. No other Officer who is a member of the Board may receive any compensation, except as remuneration for actual disbursements expended on behalf of or in service to NCCVC and according to policies authorized by the Board of Directors.

Article VI: Miscellaneous Provisions

Section 1: Indemnification

Every person who is or shall have been a Director or Officer of NCCVC and his or her personal representatives shall be indemnified by NCCVC against all cost and expenses reasonably incurred by or imposed upon him or her in connection with or resulting from any action, suit, or proceeding to which he or she may be made a party by reason of his or her being or having been a Director or Officer of NCCVC, or of any subsidiary or affiliate thereof, except in relation to such matters as to which he or she shall finally be adjudicated in such action, suit, or proceeding to have acted in bad faith and to have been liable by reason of willful misconduct in the performance of his or her duty as such Director or Officer. "Cost and expenses" shall include, but without limiting the generality thereof, attorney's fees, damages, and reasonable amounts paid in settlement.

Section 2. Fiscal Year

The fiscal year of NCCVC shall begin on the first day of January of each year and shall end on the 31st of December of that year, unless otherwise determined by the Board of Directors.

Section 3. Corporate Seal

The official seal of NCCVC shall have inscribed thereon the name of NCCVC. The official seal shall also contain such other words or figures as the Board of Directors may determine. The official seal may be used by placing, by any process whatsoever, an impression, facsimile, or other reproduction of said official seal.

Section 4. Amendments

The Bylaws may be altered, amended, or repealed and new Bylaws adopted upon the vote of two-thirds of the members of the Board of Directors present and voting at a duly constituted meeting, provided that notice of such proposed action, including the content thereof, is included in the call for the meeting. These Bylaws may also be amended by mail ballot upon the affirmative vote of two-thirds of the members of the Board of Directors. In the case of amendment by mail ballot, the notice of vote shall include a description of the proposed amendment and a statement as to its effect and purpose.

Section 5. Activities of NCCVC

No substantial part of the activities of NCCVC shall be the carrying on the propaganda or otherwise attempting to intervene in (including the publishing or distribution of statement) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, NCCVC shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from Federal Income Tax under Section 501(c)(3) of the IR Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a Corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law).

Section 6. Conflict of Interest

No contract or other transaction between NCCVC and one or more of its Directors or Officers, or between NCCVC and any other corporation, firm, association or other entity in which one or more of the Directors or Officers have a substantial financial interest, shall be approved by a vote of the Board or any committee thereof if such Directors or Officers are present at the meeting of the Board, or of a committee thereof, which authorized such contract or transaction, or his or her votes are counted for such purpose unless:

- a. the material facts as to such Director's or Officer's interest in such contract or transaction and as to any such common relationship, officer ship, or financial interest are disclosed in good faith or are known to the Board or committee, and the Board or committee authorizes such contract or transaction by unanimous written consent, provided at least one Director so consenting is disinterested, or by a majority vote without counting the vote or votes of such interested Director or Officer even though the disinterested Directors are less than a quorum, or
- b. the material fact as to such Director's or Officer's interested in such contract or transaction and as to any such common relationship, officer ship, or financial interest are disclosed in good faith or are known to the members entitled to vote thereon, is any, and such contract or transaction is authorized by a majority vote of such members.

Section 7: Dissolution and Distribution of Assets

No part of the earnings of NCCVC shall inure to the benefit of, or be distributable to its members, Directors, Officers, or other private persons, except that NCCVC shall be authorized and empowered to pay reasonable compensation for services rendered to NCCVC

and to make payments and distributions in furtherance of the purpose set forth herein. NCCVC may be dissolved and its assets and liabilities liquidated in such manner as the Board of Directors shall resolve, provided that upon dissolution, after payment of all debts, no part of the remaining assets may be distributed to any Director, member, or Officer of NCCVC but shall be distributed as Articles of Incorporation directly in accordance with such laws and regulations as may be applicable thereto, provided however, that the distribution must be to another organization exempt under section 501(c)(3) of the US Internal Revenue Code of 1954, as amended, or to the United States, State or local governments, for a public purpose.

These Bylaws were reviewed by the NCCVC Board of Directors and approved by:

Jennifer Manley, CEO/ ED Date

Secretary Date

BOD Chairman Date

Notary Date