



BYLAWS OF CUMBERLAND DISASTER RECOVERY COALITION, Inc.

ARTICLE I. NAME AND LOCATION OF THE CORPORATION

Section 1: Corporate Name

The name of the corporation is CUMBERLAND DISASTER RECOVERY COALITION (CDRC).

Section 2: Principal Office

CDRC principal office is located in Fayetteville, NC. CDRC's mailing address is P.O. Box 702, Fayetteville, NC 28304.

ARTICLE II: CORPORATE PURPOSE

Section 1: Nonprofit Purpose

To provide Cumberland County residents, and partner agencies that serve the residents, with resources for long-term disaster caused recovery needs. Services are limited to the Cumberland County and its municipalities.

This corporation is organized exclusively for charitable purposes which qualifies as an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code.

Section 2: Mission

The mission of **Cumberland Disaster Recovery Coalition** (CDRC) is to assess unmet needs and provide Cumberland County residents access, coordination and education of available resources in a long-term disaster caused recovery.

ARTICLE III: Coalition Membership

Section 1. Membership

Membership is open to any individuals or organizations that serve Cumberland County. Coalition membership requires a statement of commitment to mission and vision of the CDRC and that an agency representative attend the coalition meetings. Individuals and agencies may begin voting after completing the commitment statement and attending 2 coalition meetings. Any members of the Executive Board or Coalition can recruit for membership to the Coalition. Periodically the membership roster may be updated by action of the Board of Directors.

Section 2: Annual Dues

There are no annual dues related to be a coalition member.

Section 3: Rights of Members

Each Individual and each Coalition Agency shall have one vote on issues presented to coalition meeting (i.e. approval of minutes)

Section 4: **Open Meetings**

Meetings of the Coalition are open to the public.

ARTICLE IV: BOARD OF DIRECTORS

Section 1: General Powers

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have control of, and be responsible for, the management of the affairs and property of the Corporation.

Section 2. Eligibility for Board Membership

Applicants for voting membership need to be either a resident, or designee of an agency, of Cumberland County, North Carolina, that supports the mission statement in Article II, Section 2. Applications will be reviewed as vacancies arise.

Section 3. Membership

Election to the Board is considered after completion and receipt of a membership application. All memberships shall be granted upon a majority vote of the board. Any member of the Board or the Executive Director can recruit applicants for membership to the Board.

Section 4. Composition

The Board will consist of three to nine voting members including the executive committee. The composition of the Board should reflect the diversity of the community it serves and include representatives from fields relevant or helpful to CDRC's mission, community outreach, or fundraising operations.

Section 5: Annual Dues

There are no annual dues related to being a member of the Board.

Section 6: Rights of Members

Each member shall have one vote.

Section 7: Meetings

The Board of Directors shall meet at a minimum of two times a year in the spring and fall (March and November are suggested).

The Board of Directors may meet as much as needed to conduct the business of the CDRC. The Board can conduct business by email and conference call but all voting members must be notified. Meetings should be conducted using Robert's Rules of Order, Revised.

Section 7: Resignation and Termination

Any member may resign by filing a written resignation with any Board Officer. A member can have their membership terminated by a majority vote of the full board.

Section 8: Non-voting Membership

The board shall have the authority to establish and define non-voting categories of membership.

Section 9: Term

The term for all member shall be four (4) years. At the end of the four-year term the board member may be reelected for up to two additional terms. The member may be elected for up to 12 consecutive years or until a replacement is elected. Service during the time no federally declared disaster can be excluded in the 12 year limitation. After one year off, persons may be reelected onto the board.

Section 10. Committees

The Board of Directors may create temporary or permanent committees composed from its coalition members or other persons as agreed upon. The committees shall have such authority as the Board or these Bylaws direct.

Article V. Officers

Section 1: Offices

There will be a Chair, a Vice-Chair, a Secretary, and a Treasurer. These officers will serve as the Executive Committee. One person may hold no more than two offices.

If the Board requires the services of an additional office, the Board may vote to create an additional office and elect an officer. By action of the Board the additional officer may or may not be part of the Executive Committee.

Section 2: Election and Terms

Officers may be nominated for consideration by any Board member. Officers are elected by majority vote of the Board. To ensure the structure of the board is not impeded when these term limits are imposed. The Officers' terms shall be one year or less, and officers are eligible for reelection at the spring meeting.

Section 3. Board Chair

The Chair (President) shall be the principal officer of the Nonprofit Corporation, and subject to the control of the Board of Directors, shall perform all duties customary to the office of Chair of a Board of Directors.

Section 4. Board Vice-Chair

The Vice-Chair shall be the back up to the principal officer of the Nonprofit Corporation and will assume duties of the Chair when such officer is not present. Vice-Chair is subject to the control of the Board of Directors, shall perform all duties customary to the office of Chair of a Board of Directors when Chair is not present.

Section 5. Secretary

The Secretary shall be responsible for the keeping of an accurate record of all meetings of the Board of Directors, shall have custody of the official papers of the Nonprofit Corporation, see that all notices are duly given in accordance with these Bylaws or as required by law, and in general perform all duties customary to the office of Secretary.

Section 6. Treasurer

The Treasurer shall have custody of and be responsible for all corporate funds and securities shall keep full and accurate accounts of receipts, disbursements, assets and liabilities of the Nonprofit Corporation; shall present timely and accurate reports of such transactions to the Board of Directors as required; and shall perform all duties customary to the office of Treasurer.

The Treasurer shall deposit or cause to be deposited all monies or other valuable effects in the name of the Nonprofit Corporation in such depositories as shall be selected by the Board of Directors of the Executive Committee.

ARTICLE VI: CORPORATE STAFF

Section 1: Executive Director

There may be an Executive Director (ED) of the corporation who shall be responsible to the Board of Directors. This shall be a compensated position. The Executive Director shall serve at the will of the Board. The Executive Director may not be related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity to any member of the Board of Directors.

In the absence of an ED, the board may assign people to manage the duties of the ED. The ED may be referred to as the Chief Executive Officer (CEO).

Section 2: Removal and Selection.

The Board may remove the Executive Director with or without cause. Such removal shall require the affirmative vote of at least 2/3 vote of the board of directors in office at that time.

An Ad Hoc Search Committee appointed in accordance with Article VI and consisting of no fewer than three (3) members will conduct an open and fair search then submit the best qualified candidate for the position of Executive Director to the Board of Directors for approval. The selection of the Executive Director shall be 2/3 vote of all the Directors in office.

Section 3: Duties.

There shall be an approved position description.

In general, the Executive Director shall manage the corporate business day to day operations and shall perform such duties that are established by the Board of Directors except those retained by action of the Board of Directors, or which shall otherwise be provided in these Bylaws or the Articles of Incorporation. The ED shall develop and administer the staff and volunteers according to the written policy.

ARTICLE VIII: CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1: Contracts

The Board may authorize any officer or officers, or agent or agents, to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the Corporation. Such authority may be general or confined to specific instances.

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 Board. Such authority may be general or confined to specific instances.

Section 3: 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, or agent or agents, of the Corporation and in such manner as is from time to time determined by resolution of the Board.

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 banks, trust companies, or other depositories as the Board may select.

Section 5: Gifts and Contributions

The Treasurer may accept on behalf of the Corporation any contribution, gift, bequest, or devise as may be consistent with the established purposes of the Corporation and as may be permitted by any applicable local, state, or federal law.

ARTICLE IX: BOOKS AND RECORDS

Section 1: Record keeping

The corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors.

Section 2: Financial Review

The Board shall ensure that a financial review or audit is conducted as needed. If the calendar year expenses have exceeded \$50,000, an outside independent review or audit shall be conducted no less than annually.

ARTICLE X: INDEMNIFICATION

Section 1: General

To the full extent permitted by the General Corporation Law of the North Carolina, the Corporation shall indemnify any person who was or is a party to any civil, criminal, administrative, or investigative action, suit, or proceeding by reason of the fact that he/she is or was a Director or officer of the Corporation, or is or was serving at the request of the Corporation as a Director or officer of another corporation, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and necessarily incurred by him/her in connection with such action, suit, or proceeding; and the Board may, at any time, approve indemnification of any other person which the Corporation has the power to indemnify under the General Corporation Law of the North Carolina. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or by contract. The foregoing shall not apply to matters as to which any such person shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The Corporation may purchase and maintain indemnification insurance for any person to the extent permitted by applicable law.

ARTICLE XI: AMENDMENTS

Section 1: Bylaws

These Bylaws may be amended, restated, or repealed in any manner not inconsistent with these Bylaws and Articles of Incorporation at any meeting of the Board of Directors; provided however; that the proposed additions or changes have been submitted in writing to the Board of Directors not less than one (1) week prior to the meeting at which such formal action is to be sought.

Amended and Approved the Board of Directors on this 8th day of January, 2019.

Marvin Ed. Norris

Chairman

Diane Chandler

Secretary