

**BYLAWS OF THE
OUTER BANKS PRESERVATION ASSOCIATION, INC.**

**ARTICLE I
PURPOSES**

The purposes of the Corporation are:

(1) Exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue law;

(2) To make and perform any contracts and do any acts and things, and exercise any powers suitable, convenient, proper or incidental for the accomplishment of any objects or purposes enumerated herein;

(3) To have any and all powers, rights and privileges which a corporation organized under the laws of North Carolina, as contained in Chapter 55A of the General Statutes of North Carolina entitled "Nonprofit Corporation Act," by law may now or hereafter exercise.

**ARTICLE II
MEMBERSHIP**

Section 1: There shall be one class of members. Each contributor to the Corporation shall be eligible to be a member. Members shall have the right to attend any meetings of the members and to vote on any and all matters that may come before the membership.

**ARTICLE III
MEETING OF MEMBERS**

Section 1. Place of Meeting. Any meeting of the Members of the Corporation shall be held within Dare County at such designated place and time as may be stated in the notice of meeting as determined by the Board of Directors of the Corporation.

Section 2. The Annual Meeting. The Annual meeting of the Members shall be held on the first Saturday in February of each year commencing with the year 2000.

Section 3. Special Meeting of the Members. Special meeting of the Members may be called by the President at any time in the manner provided herein. The written Request shall set forth the purpose of the special meeting.

Section 4. Notice of Meetings of the Members. Written notice of the place, date, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) days not more than thirty (30) days before the date of the meeting, either personally or by mail, to each Member. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the person at his address as it appears on the records of the Corporation, with postage prepaid, or such notice may be published in any newsletter or

publication printed under the auspices of the Corporation and distributed generally among Members of the Corporation. At a special meeting, no business shall be conducted except that stated in the notice of said meeting.

Section 5. Order of Business. At all meeting of the Members, the order of business shall be as follows:

- (a) Reading of Minutes of immediate prior meeting for information and approval.
- (b) Reports of Officers.
- (c) Reports of Committees.
- (d) Unfinished business.
- (e) New business.

ARTICLE IV THE DIRECTORS

Section 1. Powers. The business and affairs of the Corporation shall be managed by the Board of Directors, who shall determine the policies and activities of the Corporation within the confines of the stated purposed of the Corporation contained in the Articles of Incorporation.

Section 2. Number of Directors. The number of Directors constituting the Board of Directors shall not be fewer than three nor more than ten.

Section 3. Election of Directors. New Directors for the subsequent years shall be elected annually by the Board. An any meeting of the Board, duly called and at which a quorum is present, the Board may, by the affirmative vote of the majority thereof, remove any Director or Directors from office and may elect a successor or successors to fill any resulting vacancies for the unexpired terms of removed Directors.

Section 4. Meetings of the Board of Directors. The Board shall meet at least once annually. Special meetings may be called by the President or by majority of the Board and shall be held at such place in the State of North Carolina as the call or notice of the meeting shall designate. Notice of a special meeting must be given to all Directors in writing, electronically, or orally at least twenty-four (24) hours prior to the date of said special meeting, or notice thereof must be waived by the Directors in writing. After adoption of a resolution setting forth the times of regular meeting, no notice of such meeting shall be required, or waived, but notice of special meetings of the Board shall be given.

Section 5. Action Without Meeting. Unless prohibited by law, any action which may be taken at a meeting of the Board may be taken without a meeting if authorized in a writing signed by all of the Directors who would be entitled to vote upon said action at a meeting, and filed with the Secretary of the Corporation.

Section 6. Quorum. A majority of the number of Directors shall constitute a quorum to transact business of the Board, and the act of the majority of the Directors present at any meeting shall be deemed to be the act of the Board.

Section 7. Vacancies. If any vacancy exists on the Board, such vacancy shall be filled the remaining Directors even though those remaining Directors might be less than a quorum. Any person so named a Director shall serve until the next annual election at which time a Director will be elected to serve the unexpired portion of the term.

Section 8. Compensation. No compensation shall be paid to Directors for their services as Directors.

Section 9. Resignations. Any Director may resign at any time by giving written notice to the Chairman or the Secretary of the Corporation. Unless specified therein, it shall be effective at such time as the resignation is received by the Chairman or Secretary of the Corporation.

ARTICLE V THE OFFICERS

Section 1. Officers. The Officers of the Corporation shall be the President, on or more Vice-Presidents, the Secretary and Treasurer. The Officers shall serve for a term of two years. Any two or more offices may be held by the same person, except the office of the President and Secretary. If more than one Vice President shall be elected, there shall be a designation as to First Vice President and Second Vice President insofar as authority to act in the absence of the President. All Officers must be members of the Corporation.

Section 2. President. The President shall be the Executive Director of the Corporation and shall preside over all meetings of the Corporation and shall be Chairman of the Board of Directors. He shall conduct the affairs of the Corporation in accordance with these Bylaws and those policies promulgated by the Board of Directors. He shall be responsible for the preparation of a full and true report as to the prior year to be submitted to the annual meeting and shall file said report with the Secretary where it shall be available for inspection by the membership.

Section 3. Vice President. In the absence of the President, or in the event of his inability or refusal to act, the First Vice President is empowered to act and in lieu thereof the Second Vice President is empowered to act and shall thereupon be vested with the powers and duties of the President.

Section 4. Secretary. The Secretary of the Corporation shall keep or cause to be kept the minutes of the meetings of the members and of the Board. He shall have the responsibility for the safe-keeping of the corporate seal and records and see that a list of the Members and their addresses shall be maintained and perform duties incident to the office of Secretary. In order to carry out the above and other duties described in these Bylaws, the Secretary may appoint assistants as deemed necessary.

Section 5. Treasurer. The Treasurer shall have custody of the funds of the Corporation, collect monies due, pay the obligations of the Corporation out of its funds, and perform such other duties as are incident to the office of Treasurer.

Each check, payable for the Corporation funds, shall be signed by such person(s) as shall have been authorized by the Board of Directors to perform this function. Each such person, before signing any such check, shall have been bonded by such surety as set forth below.

The Treasurer, and such other Officers as may be designated by the Board of Directors, shall be bonded by such surety company and in such amount as may be determined by the Board. Indemnity bond premiums shall be paid by the Corporation.

Section 6. Compensation. No compensation shall be paid to Officers for their services as Officers.

Section 7. Removal of Officers. Any Officers may be removed when, in the judgment of the Board, the best interest of the Corporation will be served by such removal.

ARTICLE VI PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

No officer, employee, member, or person connected with the Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board of Directors, and no such person or persons shall be entitled to share in the distribution on any of the corporate assets upon the dissolution of the Corporation. Upon the dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board of Directors may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, exclusively to charitable, religious, scientific, literary, or education organizations which would then qualify under the provisions of Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE VII PROHIBITION AGAINST NONCHARITABLE ACTIONS

No Director, Officer, member, or employee of this Corporation shall take any action or shall fail to act in such a manner as to result in a violation of any law or the loss of status as a charitable organization under current interpretation of Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE VIII AMENDMENTS

These Bylaws may be amended by a majority vote of the Board of Directors. The Board's authority to amend the Bylaws in accordance with this procedure is subject to the provisions contained in the Charter of the Corporation.

**ARTICLE IX
MISCELLANEOUS**

Section 1. Conflict. These Bylaws are subordinate and subject to all provisions of the Declaration, the Articles of Incorporation of the Corporation and General Statutes of North Carolina. All of the terms hereof, except where clearly repugnant to the context, shall have the same meaning as in the Declaration, said Articles of Incorporation or said Statutes. Every provision of these Bylaws shall be construed, if possible, so as not to conflict with said Declaration of the Articles of Incorporation.

Section 2. Severability. In the event that any provision or provisions of these Bylaws shall be determined to be invalid, void, or unenforceable, such determination shall not render invalid, void, or unenforceable any other provision hereof which can be given effect.

Section 3. Waiver. No restrictions, condition, obligation or provisions of these Bylaws shall be deemed to have been abrogated or waived by reason of any failure or failures to enforce the same.

Section 4. Waiver of Notice. Whenever any notice is required to be given to any Corporation Member or Director by law, by charter or by these Bylaws, a waiver thereof in writing by the person or persons entitled to such notice, whether before or after the time stated herein, shall be equivalent to the giving of such notice.