

Bylaws of Sustainable Sandhills

ARTICLE I: Name and Purpose

Section 1: Name. The name of the organization shall be “Sustainable Sandhills”, hereinafter called the “Corporation”.

Section 2: Purpose. The purpose of the Corporation is to promote, facilitate, and implement sustainable use of resources in the Sandhills region of the State of North Carolina. This purpose will be carried out through promotion and implementation of sustainable development ideas, practices, principles, philosophies, technologies, and projects in the Sandhills region. For these purposes, the Sandhills region is defined as Cumberland, Harnett, Hoke, Lee, Montgomery, Moore, Richmond, and Scotland Counties. The Corporation, which is organized under the North Carolina Nonprofit Corporation Act, shall operate exclusively for charitable and educational purposes and in a manner consistent with Chapter 55A of the General Statutes of North Carolina and Section 501(c)(3) or successor provisions of the Internal Revenue Code. The Corporation may perform as a contractor in any contract that is consistent with its primary purpose of promoting, facilitating and implementing sustainable use of resources in the Sandhills of North Carolina. The Corporation may receive and accept gifts, bequests, and donations of money and property, both real and personal, from any person, firm, corporation, trust or estate. The Corporation may use, administer, invest, donate, and distribute such funds, properties and income in the furtherance of sustainable purposes and shall use and apply the whole or any part of any income or principal for charitable and educational purposes including the making of donations to nonprofit corporations which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and which are organized for purposes substantially similar to the purposes of the Corporation and to engage in any lawful act of activity, for which corporations may be under Chapter 55A of the North Carolina General Statutes as it currently exists or as it may hereafter be amended, provided however that such activities are limited to those charitable and educational purposes which are permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now or hereafter amended.

Section 3: Offices. The principal office and registered agent of the Corporation shall be located in Fayetteville, Cumberland County, North Carolina. The Corporation may have such other offices, within or outside the city of Fayetteville as may be designated by the Board of Directors, or as shall be appropriate or necessary for the conduct of the affairs of the Corporation.

ARTICLE II: Membership

Section 1: The Corporation may define a membership structure and solicit membership.

ARTICLE III: Annual Meeting

Section 1: Annual Meeting. The Annual Meeting shall be held at a time and place to be determined by the Board of Directors. The organization will present its Annual Report to the membership at the Annual Meeting.

Section 2: Special Meetings. Special meetings may be called by the Chair of the Board, the Executive Director, or by one third of the members of the Board of Directors.

Section 3: Notice. Notice stating the place, date, and hour of the Annual Meeting, any special meetings, and regular meetings of the Board of Directors shall be sent via electronic mail to the address of record for each member entitled to vote at the meeting not less than 10 days nor more than 45 days before the date of the meeting, by or at the direction of the Secretary.

ARTICLE IV: Board of Directors

Section 1. General Powers. The property, business, and affairs of the Corporation shall be overseen by its Board of Directors in accordance with these Bylaws.

The Board is responsible for overall policy and direction of the Corporation and delegates responsibility for day-to-day operations to the Executive Director. Specific powers of the Board of Directors include but are not limited to:

- a. defining the mission, goals, and objectives of the Corporation, and assigning priorities among the goals and objectives when needed;
- b. selecting the Corporation's Executive Director and periodically reviewing his or her performance;
- c. approving major personnel policies;
- d. reviewing and approving the Corporation's budget;
- e. raising the financial resources required to meet the Corporation's goals and objectives, as coordinated by the Executive Director, and establishing general fundraising policies; and
- f. conducting a biennial review and evaluation of the Corporation's performance of the goals and objectives of highest priority.

Section 2: Number and Qualifications. The number of Directors shall be a self-perpetuating board, consisting of no less than four members. Directors shall have a demonstrated commitment to sustainability and the Corporation's mission. Voting Directors must maintain active memberships in the organization. Directors will strive for broad diversity

in the composition of the Board, including regional, racial, gender, experiential, and professional differences in the recruitment and election of the Board. This diversity includes an effort to have representation from all eight counties of the Sandhills: Cumberland, Harnett, Hoke, Lee, Montgomery, Moore, Richmond, and Scotland.

In addition to the Officers, Board members may serve as Community Team Leaders, in order to facilitate communication amongst the Teams and to coordinate the activities of the Corporation. Teams are created at the discretion of the Board, and the number of teams may be expanded or contracted based on the priorities of the Corporation and the Directors.

Ex-officio nonvoting members of the Board of Directors will include: the Secretary of the Department of Environment and Natural Resources, the Garrison Commander of Fort Bragg, and others as may be deemed necessary by the Board of Directors.

- Section 3: Nomination. The Chair of the Board of Directors shall appoint a Nominations 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 determine by resolution. The Nominations Committee shall provide each member of the Board of Directors of the Corporation, in such form as the Board may prescribe, a description of the procedure for nomination and election of Directors.
- Section 4: Election. Directors shall be elected by a vote from each member of the Board. A candidate or candidates shall be deemed elected upon receipt of a plurality of the votes cast at a Board of Directors meeting.
- Section 5: Term of Office. Directors shall serve for a term of two or three years, to be determined at the time of election, so that approximately one-third of the Board is elected every year. Except as provided otherwise in these Bylaws, the term shall begin at the Board Meeting following election or appointment. Each Director shall hold office until his or her term expires, resignation, removal, disqualification, death, or his or her successor has been elected or appointed. No Director may serve more than six consecutive years. Any Director may resign at any time by giving written notice to the Chair of the Board. The resignation takes effect upon receipt of notice or at a later date if 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 for the unexpired term.
- Section 7: 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 Directors shall constitute a quorum. Except as otherwise provided in these Bylaws,

the act of the majority of the Directors present at a meeting of which a quorum is present shall be the act of the Board of Directors. A Director who is present at a meeting of the Board of Directors at which action on any corporate 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 the minutes of the meeting, or unless he or she shall file written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by phone or electronic mail to the Secretary of the Corporation immediately after the 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 8: Meetings. Meetings of the full Board of Directors shall be held at least six times each year at such a location within the eight counties of the Sandhills 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 meeting of the Board may be held in a form other than physical presence, such as electronic conferences or teleconferences. Special meetings of the Board may be called by or at the request of the Chair, the Executive Director, or any three Directors. Notice must be given at least one week in advance by any usual means of communication to each member of the Board of Directors, and any action taken at a special meeting shall be voidable upon failure to obtain acknowledgement of receipt of notice from any member of the Board.

Section 9: Electronic Voting. Electronic voting may be allowed on matters that need immediate action and cannot be postponed to the next meeting of the Board of Directors, and must be unanimous. Written consent must be obtained from each Board Member and is defined as a document that states the action taken, is signed by each Board Member (in person or via fax), and is included in the official board minutes or corporate records reflecting the action taken. Action taken without a meeting does not become effective until the last director signs the consent. Thus, a unanimous written consent has the same effect as a vote taken at a meeting.

Section 10: 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 transaction of any business because the meeting is not lawfully called or convened.

Section 11: Committees. The Board of Directors may appoint committees, including an Executive Committee, which shall have and may exercise such powers

as conferred or authorized by the resolutions of said Board of Directors creating them. Each committee shall abide by the guidelines outlined in the Sustainable Sandhills Committee Structure Manual of Practices. The Chair of the Board shall appoint the chairpersons of all committees of the Board. 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 12: Community Outreach

Community Resource Teams (CRT's): Teams in six focus areas were in existence in April, 2008: Air, Water, Energy Use, Materials Use, Land Use and Cultural. In April, 2008, the Corporation determined that the CRT's were not the most effective method of reaching out to the member counties and authorized the creation of Community Action Teams.

Community Action Teams (CAT's): CAT's may be established in each of the eight member counties. The CAT's will streamline outreach, amplify opportunities for change in the region, and encourage dialog with each county.

Each County's CAT will address the key sustainability issues from that county, and provide opportunities for partnership between relevant local government and non-governmental organization staffs and community residents. CAT participation is open to all persons interested in creating a sustainable community.

Sustainable Sandhills Programs: Based upon information and knowledge gained while working with the CRT's, and the evolving experience with the needs and desires of the CAT's, a suite of sustainability programs will be developed and offered to the Community Action Teams.

Section 13: Compensation. 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 the Corporation shall consist of a Chair of the Board of Directors, a Vice-Chair of the Board, a Secretary, Treasurer, and such other officers as may be deemed necessary by the Board. The same person may hold any two or more offices, 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 Directors the Chair, Vice-chair, Secretary, Treasurer, and such officers as the Board has 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 meeting. Officers elected between annual meetings shall serve the remainder of the term, and may then stand for election at the next Annual Meeting.

Section 3: Vacancies. The term of office of any office shall terminate upon the election and qualification of a successor or upon the effective date of his or her resignation submitted in writing to the Secretary of the Board of Directors, upon his or her death, or upon a vote of two-thirds of the Directors then in office to remove him or her from office if in their judgment the best interests of the Corporation will be served thereby. The Board of Directors shall fill any vacancy among the officers. Any officer may also be removed from office by the Board of Directors or the Chair, whichever is the appointing authority, upon such terms as may have been specified in writing at the time of appointment of such officer.

Section 4: Chair. The Chair shall chair the Annual Meeting and meetings of the Board of Directors and shall perform the following duties and responsibilities:

- a. appoint the chairpersons of all Board committees and serve as liaison among the Corporation's Board, its committees, and the staff;
- b. facilitate and coordinate the Board's discharge of its responsibilities as set forth in the Bylaws and by Board resolutions; and
- c. such other responsibilities as provided in the Corporation's bylaws or as may be directed by the Board.

Section 5: Vice-chair. The Vice-chair shall have such powers and perform such duties as the Board of Directors may prescribe or as the Chair may delegate, and shall sit in the stead of the Chair in his or her absence.

Section 6: Secretary. The Secretary shall perform or oversee the following: keeping of minutes of all meetings of the Board of Directors, including all votes and resolutions adopted; the recording of all corporate documents and records; the issuing of notices for the Annual Meeting and for meetings of the Board of Directors; and the filing of all reports required by governmental authorities. The Secretary shall have other responsibilities as the Board of Directors may prescribe. In the absence of the Secretary or in the event of his or her death, inability or refusal to act, another Director appointed by the Board 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 acting Secretary shall perform such other duties as may be assigned by the Secretary or Board Chair.

Section 7: Treasurer. The Treasurer shall oversee the custody of all funds, securities, and assets of the Corporation. He or she shall make to the Board of Directors at each meeting an accurate account of the Corporation's receipts and disbursements; prepare or cause to be prepared a true statement of the Corporation's assets and liabilities within a reasonable time after the close of each fiscal year; and in conjunction with the Director, make financial information available to Board members and to the public. 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, a Director appointed by the Chair of the Board shall perform the duties of the Treasurer, and when so acting shall have all the powers of and be subject to all the restrictions upon the Treasurer. He or she shall perform such other duties as assigned to them by the Board of Directors or by the Treasurer, Board Chair, or Executive Director.

Section 8: Executive Director. The Executive Director shall direct and manage the directives of or programs adopted by the Board of Directors, shall act as the chief executive officer of the Corporation, shall serve as the assistant to the Secretary, and shall perform such other duties as the Board of Directors may prescribe or authorize. The foregoing duties shall include, but no be limited to, the hiring and discharging of all employees; the execution of contracts or other instruments on behalf of the Corporation 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 the Corporation, or shall be required by law to be otherwise signed or executed; the signing of checks, drafts, or other orders for payment of money; the depositing of all monies and other assets in the name of the Corporation according to policies or in such depositories as the Board of Directors; and serving on the Executive Committee if the Board of Directors authorizes an Executive Committee. The Executive Director shall furnish the Board with an operating and financial report at each meeting thereof. The Executive Director shall be appointed upon the majority vote of the Board of Directors present at a duly constituted Board meeting and may be removed or replaced by the Board of Directors by majority vote, except that the Board may, at its discretion, retain the services of the Executive Director upon a contract for a fixed period of time.

Section 9: Other Officers. The duties and terms of office of any other officer or assistant officer pursuant to Section 1 of this Article shall be specified by the Board of Directors or by the Chair or Executive Director if so authorized by the Board of Directors.

Section 10: Compensation of Officers. The 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 of Directors may receive any compensation, except as reimbursement for actual disbursements expended on behalf of or in service to the Corporation and according to policies authorized by the Board of Directors.

ARTICLE VI: Indemnification

Section 1: Indemnification. Every person who is or shall have been a director or officer of the Corporation and his or her personal representatives shall be indemnified by the Corporation against all costs 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 the Corporation 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. "Costs and expenses" shall include, but without limiting the generality thereof, attorney's fees, damages, and reasonable amounts paid in settlement except that it may not indemnify any person who at the time acted knowingly and clearly in conflict with the best interests of the Corporation, or if the person has received an improper personal benefit from said act.

Section 2: Fiscal Year. The fiscal year of the Corporation shall begin on the first day of July of each year and shall end on the thirtieth of June of the next year, unless otherwise determined by the Board of Directors.

Section 3: 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 a proposed action, including the content thereof, is included in the call for the meeting. These Bylaws may also be amended by mail or electronic ballot upon the affirmative vote of two-thirds of the members of the Board of Directors. In the case of amendment by mail or email ballot, the notice of vote shall include a description of the proposed amendment and a statement as to its effect and purpose.

Section 4: Activities of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the

Corporation 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 Internal Revenue Code of 1954, as amended (of 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 5: Conflict of Interest. No contract or other transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, firm, association, or other entity in which one or more of the directors or officers are directors or officers, or have a substantial financial interest, shall be approved by a vote of the Board or any committee thereof if such director or directors or officer or officers (hereinafter called "interested director") are present at the meeting of the Board, or of a committee thereof, which authorizes 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 directorship, officership, or financial interest are disclosed in good faith or are known to the Board or committee, and the Board or committee authorized 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 facts as to such director's or officer's interest in such contract or transaction and as to any such common directorship, officership, or financial interest are disclosed in good faith or are known to the members entitled to vote thereon, if any, and such contract or transaction is authorized by a majority vote of such members.

Section 6: Dissolution and Distribution of Assets. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposed set forth herein. The Corporation 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, or officer of the Corporation but shall be distributed as the Articles of Incorporation direct 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 United States Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law) or to the United States, state or local governments, for a public purpose.

These Bylaws were approved at a meeting of the Board of Directors of Sustainable Sandhills on December 15, 2004.

They were amended by a unanimous vote of the Board of Directors on December 13, 2005.

They were amended by a unanimous vote of the Board of Directors on July 11, 2006.

They were amended by a unanimous vote of the Board of Directors on January 16, 2007.

They were amended by a unanimous vote of the Board of Directors on March 20, 2007.

They were amended by a unanimous vote of the Board of Directors on June 3, 2008.

They were amended by a unanimous vote of the Board of Directors on January 12, 2010.