

Emerging Ecology, Inc.

Bylaws

ARTICLE I: NAME

1. **Name.** The name of this corporation is Emerging Ecology, Inc., hereafter referred to as “the Corporation”.
2. **Location.** The principle place of business and administrative office shall be located at 5911 Western Trail, Greensboro, NC 27410. The Corporation may have such other offices, within or outside of the State of North Carolina, 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.
3. **Duration.** The Corporation shall have perpetual existence.

ARTICLE II: PURPOSE

The Corporation, which is organized under the Non-Profit Corporation Act of North Carolina, 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.

Emerging Ecology, Inc. demonstrates how creative responses to 21st Century social and ecological problems stem from individuals with contemporary and expansive worldviews. Substantive social change arises when individuals are equipped with skills and methods for actions that integrate the human and natural worlds. Through practical creation of sustainable structures of community participation, participants in Emerging Ecology’s programs become catalysts for new patterns of social interaction.

ARTICLE III: MEMBERSHIP

Membership. The Corporation shall have no members.

ARTICLE IV: BOARD OF DIRECTORS

1. **Election.** The Corporation shall designate a Board of Directors who shall initially be appointed by a majority of the incorporators to serve as Directors until such Director's death, resignation, or removal as provided by these Bylaws.

2. **Number.** The initial number of Directors shall be three (3) and may be increased or decreased without further amendment of these Bylaws. At no time may the number of Directors be less than three (3).

3. **Qualifications.** Directors shall have a demonstrated commitment to the Corporation's mission.

4. **Powers.** The property, business, and affairs of the Corporation shall be overseen by its Board of Directors in accordance with these Bylaws and purpose of the Corporation. 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/her performance;
- c. Approving major personnel policies;
- d. Reviewing and approving the Corporation's budget;
- e. Establishing general fundraising policies;
- f. Assisting in raising the financial resources required to meet the Corporation's goals and objectives, as coordinated by the Executive Director; and
- g. Conducting an annual review and evaluation of the Corporation's performance of the goals and objectives of highest priority.

5. **Meetings.** Regular meetings of the Board of Directors shall be held at the place and time designated by the President of the Board of Directors including phone conference calls, monthly or annual meetings, or otherwise called by a majority of the Board of Directors.

6. **Special Meetings.** Special meetings may be called by the President or a majority of the Board of Directors. Persons authorized to call special meetings

shall provide notice of the time and location of such meetings and state the purpose thereof, and no other matter shall be considered by the Board of Directors at such special meeting except upon unanimous vote of all Directors present.

7. **Annual Meetings.** Directors will meet annually for the purpose of organization, the election of officers, and transaction of other business. The time and location of such meeting shall be communicated in writing to all Directors.

8. **Notice and Waiver.** Notice of regular meetings and special meetings need not be in writing. Attendance at any meeting shall be considered waiver of the notice requirement thereof.

9. **Quorum.** A quorum shall consist of a simple majority of the Directors. If at any meeting, less than a quorum is present, the majority may adjourn the meeting without further notice to the absent Directors.

10. **Vacancy.** Any vacancy occurring in the Board of Directors shall be filled by majority vote of the remaining Directors, even if less than a quorum. Each person so elected shall serve until the duration of the unexpired term, or until the next annual meeting. The incorporating Board of Directors shall serve initial terms of three years unless otherwise asked and agreed upon by a majority of the Board of Directors.

11. **Removal.** Any Director may be removed by majority vote of the remaining Directors for failure to act in the best interests of the Corporation, or lack of sympathy with the stated purpose of the Corporation.

12. **Compensation.** Directors shall receive no compensation for their service as Directors.

ARTICLE V: OFFICERS

1. **Designation of Officers.** The officers of the Corporation shall be the President, Vice President, Secretary, and Treasurer, and they shall have authority to carry out the duties prescribed in these Bylaws. The initial officers of the Corporation shall be designated by the incorporators, and shall serve for three years. One person may hold more than one office, except no person may hold the office of President and Secretary.

2. **Elections and Term.** Officers of the Corporation shall be reelected at the annual meeting of the Board of Directors, and shall serve for two years or until their replacements are qualified and elected.

3. **Removal.** At any regular or special meeting, any officer may be removed by majority vote of the Board of Directors for failure to carry out the duties of the

office as prescribed by these Bylaws, conduct detrimental to the Corporation, or lack of sympathy with the stated purpose of the Corporation. Any officer proposed to be removed is entitled to five (5) business days notice of the meeting at which the removal shall be considered and may address the Board of Directors at such meeting.

4. **Compensation.** Officers of the Corporation may receive reasonable compensation as fixed by the Board of Directors. The fact that any officer is also a Director shall not preclude receipt of reasonable compensation for services provided under Article V of these Bylaws.

5. **Vacancy.** Vacancies of any office for any reason shall be filled by the Board of Directors for the unexpired term of office.

6. **Duties of Officers.**

- a. **President.** The President is the Chief Executive Officer of this Corporation and will, subject to the control of the Board of Directors or any Committees, supervise and control the affairs of the Corporation. The President will perform all duties required of the Chief Executive Officer and any other duties that may be required by these Bylaws or prescribed by the Board of Directors.
- b. **Vice President.** The Vice President will perform all duties and exercise all powers of the President when the President is absent or is otherwise unable to act. The Vice President will perform any other duties that may be prescribed by the Board of Directors.
- c. **Secretary.** The Secretary will keep and distribute minutes of all meetings of the Board of Directors, be the custodian of the corporate records, give all notices as are required by law or by these Bylaws, and generally perform all duties incident to the office of Secretary and any other duties as may be required by law, by the Bylaws, or which may be assigned by the Board of Directors.
- d. **Treasurer.** The treasurer will have charge and custody of all funds of this Corporation and will deposit the funds as required by the Board of Directors, keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, and render reports and accountings to the Directors in a timely fashion. The Treasurer will perform all duties incident to the office of Treasurer, and any other duties that may be required by these Bylaws or prescribed by the Board of Directors.

ARTICLE VI: RESTRICTIONS ON ACTIONS

1. All of the assets and earnings of the Corporation shall be used exclusively for its exempt purposes, including the payment of expenses incidental thereto. No part of any net earnings shall inure to the benefit of any employee of the Corporation or be distributed to its Directors, officers, or any private person, except that the Corporation shall be empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in Article II of these Bylaws.
2. Notwithstanding any other provision of these Bylaws, the Corporation will not carry on any activities not permitted by an organization exempt under Section 501(c)(3), Internal Revenue Code, 1986, or the corresponding provision of any future federal law, or organizations whose contributions which are exempt under Section 170(c)(2), Internal Revenue Code, 1986, or the corresponding provision of any future federal law. The Corporation shall have no capital stock, pay no dividends, distribute no part of its net income or assets to any Directors, Officers, and private property of the subscribers, Directors or Officers shall not be liable for the debts of the Corporation.
3. No substantial part of the Corporation's activity shall be for the carrying on of a campaign of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in any political campaign, will not engage in political campaigns or attempt to influence legislation or interfere with any political campaign on behalf of or in opposition to any candidate for public office.
4. In particular, but not without limitation of the generality of the foregoing paragraph, during such time as the Corporation may be considered a private foundation as defined by Section 509(a), Internal Revenue Code, 1986, or the corresponding provision of any future federal law, it shall not:
 - a. Fail to distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942, Internal Revenue Code, 1986, or the corresponding provision of any future federal law.
 - b. Engage in any act of self-dealing as defined in Section 4941(d), Internal Revenue Code, 1986, or the corresponding provision of any future federal law.
 - c. Retain any excess business holdings as defined in Section 4943(c), Internal Revenue Code, 1986, or the corresponding provision of any future federal law.

- d. Make any investment in such manner as to subject it to tax under Section 4944, Internal Revenue Code, 1986, or the corresponding provision of any future federal law.
- e. Make any taxable expenditure as defined in Section 4945(d), Internal Revenue Code, 1986, or the corresponding provision of any future federal law.

ARTICLE VII: CONTRACTS AND FUNDS

1. **Contracts.** The Board of Directors may authorize, by general resolution, a Director or Directors, an agent or agents, in addition to persons authorized by these Bylaws, to enter into any contract on behalf of the Corporation.
2. **Checks, Drafts and Orders of Payment.** All checks, drafts, notes, orders of payment or other evidence of indebtedness issued in the name of the Corporation shall be signed by the Officer or Board agent such as the Board of Directors may from time to time designate by general resolution of the Board of Directors.
3. **Deposits.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may designate.
4. **Gifts.** The Directors, collectively or individually, or any officer or designated agent may accept gifts, contributions, bequests, or devise of any property on behalf of the Corporation.
5. **Loans.** No Director, Officer or agent shall have the authority, on behalf of the Corporation, to enter into a loan or any other contract of indebtedness except by an affirmative vote of 75% of the Directors on a specific resolution of the Board. The authority designated by this provision shall be limited to a single and specific instance.

ARTICLE VIII: DISTRIBUTIONS UPON DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for religious, charitable, educational, scientific or literary purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code as the Board of Directors shall determine, or to federal, state, or local governments to be used exclusively for public purposes. Any such assets not so disposed of shall be disposed of by the Superior Court of the

county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, such as the court shall determine, which are organized and operated exclusively for such purposes, or to such governments for such purposes.

ARTICLE IX: STATEMENT OF NONDISCRIMINATION

Notwithstanding any provision of these Bylaws, the Corporation shall not discriminate against any director, officer, employee, applicant, or participant based on gender, sexual orientation, race, color, ethnicity, cultural heritage or national origin.

ARTICLE X: MISCELLANEOUS PROVISIONS

1. Indemnification. Every person who is or shall have been a director or officer of the Corporation and his/her personal representatives shall be indemnified by the Corporation against all costs and expenses reasonably incurred by or imposed upon him/her in connection with or resulting from any action, suit, or proceeding to which he/she may be made a party by reason of his/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/she shall finally be adjudicated in such action, suit, or proceeding to have acted in bad faith and to have been liable by reason or willful misconduct in the performance of he/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.

2. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January of each year and shall end on the thirty-first of December of the same year, unless otherwise determined by the Board of Directors.

ARTICLE XI: AMENDMENTS

The Board of Directors shall have the power to amend, alter, make, and repeal the Bylaws of the Corporation by majority vote.

ARTICLE XII: CONFLICT OF INTEREST

No contract or other transaction between the Corporation and one or more of its trustees or officers, or between the Corporation and any other corporation, firm, association or other entity in which one or more of the trustees 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 trustee or trustees or officer of officers (hereinafter called "interested trustee or trustees") are present at the meeting or the Board, or of a committee thereof, which authorizes such contract or transaction, or his/her votes are counted for such purposes, unless:

- a. The material facts as to such trustee's or officer's interest in such officership, 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 trustee so consenting is disinterested, or by a majority vote without counting the vote or votes of such interested trustee or officer even though the disinterested trustees are less than a quorum; or
- b. The material facts as to such trustee'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.

Adoption of Bylaws

These Bylaws were approved at a meeting of the Board of Directors on the 12th day of August 2013.

Board Member Signature

Board Member Signature

Board Member Signature

Board Member Signature