

**Corporation Bylaws: Friends of the Bryson City Cemetery
May 10, 2016**

ARTICLE I. NAME

The name of this organization shall be FRIENDS OF THE BRYSON CITY CEMETERY.

ARTICLE II. NON-PROFIT STATUS

Friends of the Bryson City Cemetery is a non-profit, tax-exempt status association under Internal Revenue Code 501 (c) 3 and as such shall abide by the laws regulating such organizations.

ARTICLE III. PURPOSE

The purposes of Friends of the Bryson City Cemetery are to:

- A. Provide assistance in the restoration, maintenance, and preservation of the historical Bryson City Cemetery, and
- B. Foster knowledge of its importance to Bryson City, Swain County, and surrounding areas.

ARTICLE IV. MEMBERSHIP

Membership in Friends of the Bryson City Cemetery is open to any interested individual or organization. Dues for members in good standing are to be paid at the beginning of each calendar year.

All members have the right to vote and hold office. Any individual or organization holding membership may designate a proxy as a representative in proceedings of Friends of the Bryson City Cemetery and shall be entitled to one vote.

Regular meetings shall be open to the public and held at intervals to be specified by the board of directors, but not less frequently than quarterly. An annual meeting shall be held in Swain County, North Carolina at a time and place to be announced at least one month prior to the meeting for the purpose of presenting annual reports and electing officers and directors for the following year.

ARTICLE V. OFFICERS

Officers of Friends of the Bryson City Cemetery shall include a President, Secretary, and Treasurer (Secretary and Treasurer may be combined), and a board of directors. Other officers may be elected, and committees formed subject to need and recommendation of the membership.

Members may remove directors and officers with or without cause.

In the event of a vacancy of either an officer or member of the Board of Directors, the vacancy may be temporarily filled by the Board of Directors until the next annual election.

ARTICLE VI. DUTIES OF OFFICERS

A. President

The President shall be the chief executive officer of the organization, shall exercise general supervision over its interests, and preside at all meetings.

B. Secretary

The Secretary shall keep a record of all proceedings of the organization, answer or direct correspondence while keeping a file of same, and maintain an up-to-date list of all members in good standing.

C. Treasurer

The Treasurer shall receive and have custody of the funds of the organization and deposit them

in such bank as the membership may approve. The treasurer may draw thereupon for the payment of bills authorized by the organization. Payments for services, equipment, or any other reason in excess of \$500 shall require documented consent of the Board of Directors or a majority vote of the membership in attendance at the regular meeting. The treasurer shall present a financial statement at all meetings, and make a report at the annual meeting. The treasurer shall be bonded in such amount as the organization may determine and the accounts audited as recommended by the same.

ARTICLE VII. SPECIAL COMMITTEES

Special committees shall be created and terminated as deemed necessary by the officers or voting membership.

ARTICLE VIII. AMENDMENTS

Discussions of proposed amendments to the Bylaws or articles of incorporation may be conducted at any regular, special, or annual meeting. Proposed amendments to the Bylaws or articles of incorporation shall be made available, in writing, for membership review at least one month prior to voting. Amendments shall be approved by two-thirds of the votes cast or a majority of the votes entitled to be cast, whichever is less.

ARTICLE IX. BOARD OF DIRECTORS

The Board of Directors shall have oversight over the management, policies, properties, and financial affairs of the organization.

The Board shall initially consist of the officers and three members elected from the membership at large. The members elected initially will consist of one member elected for one year, one member elected for two years, and one member elected for three years. As each initially elected member completes his or her term of service, a new board member will be elected to serve a three year term. The number of directors serving may be changed by vote of the membership, and may range from three to eleven.

Meetings may be held at the call of the President, or upon written request of a majority of the members of the Board. Written notice must be given five days in advance.

The Board may meet either in person or by other means in which communication arrangements allow all in attendance to hear and be heard.

Actions may be taken by the Board without an in-person meeting by written consent of the majority of the Board, including electronic communications.

ARTICLE X. LIABILITY

Officers and directors of the corporation shall serve without compensation. To the fullest extent permitted by the North Carolina Nonprofit Corporation Act as currently in effect or as may be amended, no person who is serving or who has served as a director or officer shall be personally liable for monetary damages for breach of any duty as a director or officer. No amendment or appeal of this article nor the adoption of any other amendment to these bylaws inconsistent with this article, shall eliminate or reduce the protection granted herein with respect to any matter that occurred prior to such amendment, repeal, or adoption. The private property of the directors and officers of the corporation shall not be subject to payment of corporation debts to any extent whatsoever.

ARTICLE XI. COMPENSATION

No part of the income of the corporation shall inure to the benefit of any director, officer, or member of the corporation or any private person, except for reimbursement of approved and documented expenses related to the purposes of the corporation. No director, officer, or member of the corporation shall be entitled to share in the distribution of any of the corporation assets on dissolution of the corporation.

ARTICLE XII. DISSOLUTION

The existence of this corporation shall be perpetual. Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code of 2016, or corresponding section of any future Federal tax code, or shall be distributed to the federal, state, or local government for a public purpose.