

BY-LAWS OF  
HOSPITALITY HOUSE OF Northwest NC

(A North Carolina Non-Profit Corporation)

Article I: Name, office, and seal.

Section 1: Name. The name of the organization shall be Hospitality House of Northwest NC

Section 2: Principal Office. The principal Office of the corporation shall be at 338 Brook Hollow Road, Boone, Watauga County, North Carolina 28607.

Section 3: Corporate seal. The corporate seal of the organization shall have inscribed thereon the name of the corporation.

Article II: Purpose

The object and purposes of this corporation shall be:

- A. To provide a supportive living environment for people in emergency situations who are temporarily in need of housing, assistance and support, and for any other purposes determined by the Board of Directors.
- B. To have and exercise all of the corporate powers provided in Chapter 55A, the Non-Profit Corporations Act of North Carolina, and all powers consistent therewith and necessary and proper to the operation of this corporation.

Article III: Board of Directors.

Section 1: General powers. The activities and affairs of this corporation, including the control and distribution of its property and funds, shall be vested in the Board of Directors. All powers of this corporation, including the power to adopt by-laws and amend and alter the same, are vested in the Board of Directors.

Section 2: Number of directors. The Board of Directors shall consist of seventeen to twenty-one directors.

- A. Fifteen of the seventeen directors shall serve a term of three years. One third of the directors serving a three-year term shall be elected at each annual meeting. A director

may serve two consecutive terms. After one year of absence from the board he or she may be re-elected to the board.

- B. The president of Hearts of Hospitality House shall serve on the Board of Directors during her two-year term of office.
- C. A formerly homeless person shall serve a one-year term. He or she may serve two consecutive terms. After a one-year absence from the board, he or she may be re-elected to the board.

Section 3: Election of directors. A list of proposed Board members will be presented at the annual meeting to be elected by a majority vote of the existing Board (a positive vote of nine). In the event of a vacancy in Board membership for any reason, an individual will be nominated to fill the unexpected term of the person leaving the Board and elected by a majority vote of the existing Board. Members of the Board of Directors shall be interested in and support of the purposes of the corporation. The diversity of the Board shall reflect that found in the population of the service area. The Board of Directors shall be composed of representatives of the community at large.

Section 4: Chair of the Board: There shall be a Chair of the Board elected by the directors from their number at any annual meeting of the Board. The Chair shall preside at all meetings of the Board of Directors and perform such other duties as may be directed by the Board.

Section 5: Compensation. The Board of Directors will not be compensated for their services, but must be paid for professional or other services actually rendered to the corporation, if any, and may be reimbursed by the corporation for expenses actually incurred.

#### Article IV: Meetings of Directors

Section 1: Annual and regular meetings. The annual meeting of the Board of Directors shall be held each year in December at a date determined by the Board thirty days in advance. In addition, the Board of Directors may provide, by resolution, a time and place for the holding of additional regular meetings. At least six regular meetings of the Board of Directors, including the annual meeting, shall be provided for each year by resolution of the Board of Directors.

Section 2: Special meetings. Special meetings of the Board of Directors may be called by or at the request of the Chair or any two directors.

Section 3: Notice of meetings. Notice of the time and place of nay meetings of the Board

of Directors shall be communicated to each director at least forty-eight hours prior to the meeting. Notice of the date, time, and place of any special meeting of the Board shall be given in the same manner as for a regular meeting. Notice of the time and place of any meeting of the Board may be waived in writing either before or after the holding of the meeting, which waiver shall be filed with or entered upon the records of the meeting.

Section 4: Board actions without meetings. Any action which might be taken at a meeting of the Board of Directors may be taken without a meeting if authorized by writing or writing signed by all the directors, provided however, that such writing or writings be filed forthwith with the Secretary of the corporation and inserted in the permanent records or minutes relating to meeting of the Board of Directors. For purposes of this Section, if a director votes on an action by email, the email vote is considered to be signed by them and that they authorize a Board action without a meeting.

Section 5: Quorum. A quorum shall consist of nine members of the Board of Directors.

Article V: Officers, Executive Director, and Employees.

Section 1: Officers of the corporation. The officers of the corporation shall consist of a Chair, Vice-chair, Secretary, and Treasurer and such other officers of the Board of Directors as the Board of Directors may from time to time elect.

Section 2: Nomination, election and term of officers. Prior to the annual meeting, the incumbent officers shall present to the directors a slate of nominees for election and shall solicit from directors such other nominations for those positions as directors wish to make. The officers of the corporation shall be elected from those nominees at each annual meeting of the Board of Directors by a majority vote and each officer shall hold office until the next annual meeting or until his or her death, resignation, retirement, removal, disqualification, or his or her successor shall have been elected and qualified.

Section 3: Chair of the Board. The Chair shall be the principal executive officer of the corporation and subject to the control of the Board of Directors, shall in general supervise and control all business and affairs of the corporation. The Chair shall appoint all ad hoc committees to perform the work of the Board.

Section 4: Vice-chair. The Vice-chair shall assist the Chair in performance of the Chair's duties, and may perform any such duty as may be delegated by the Chair to the Vice-chair.

Section 5: Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors in an appropriate location.

Section 6: Treasurer. The Treasurer shall be responsible for overseeing the financial operations of the corporation. The Treasurer will monitor the income and expenditures of the corporation and stay aware at all times of the general financial condition of the corporation; cooperate with, and offer advice to, the Executive Director or other staff in designing and implementing the financial control and record-keeping system of the corporation; make a report at each Board meeting on the financial status of the corporation and the degree of adherence to planned income and expenditures as represented by the budget; be the Chair of the Finance Committee and work with the Executive Director to prepare an annual budget for the Board's consideration; coordinate, in cooperation with the Executive Director, the banking arrangements of the corporation and make recommendations to the Board as necessary about such arrangements; and make recommendations to the Board about any debt the corporation may undertake to acquire.

Section 7: Executive Director. The Executive Director shall be hired by the Board of Directors and shall serve at the pleasure of the Board of Directors. The Executive Director shall be the chief operating officer of the corporation and shall perform such duties as may be assigned by the Board of Directors or by the Chair of the Board. The Executive Director shall follow personnel policies subject to the approval of the Board of Directors and shall report to the Board of Directors at each meeting of the Board with regard to personnel changes, policies and plans. Other employees shall be hired by and discharged by the Executive Director.

#### Article VI: General Provisions.

Section 1: Fiscal year. The fiscal year of the corporation shall be fixed by the Board of Directors.

Section 2: Amendments. Except as otherwise provided herein, these by-laws may be amended or repealed and new by-laws may be adopted by an affirmative vote of at least sixty percent of the directors then holding office at any regular or special meeting of the Board of Directors.

Section 3: Conduct of meetings. The conduct of all meetings shall be according to Robert's Rules of Order to the extent that said Rules of Order are consistent with the laws of North Carolina and said Rules of Order shall be the final authority unless otherwise provided in accordance with the by-laws.

Article VII: Policy of Non-discrimination. Hospitality House of Northwest NC shall not discriminate on the basis of race, sex, age, disability, religion, sexual orientation or national origin in its board membership, staff, and provision of services.

### CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify that I am the duly elected Secretary of the Hospitality House of Northwest NC, a North Carolina non-profit corporation, and that the foregoing by-laws constitute the by-laws of said corporation as duly adopted in a meeting of the Board of Directors thereon held on the 9th day of November, 2020.

IN WITNESS WHEREOF, I have hereunto subscribed by name and affixed the seal of the corporation, this the 9th day of November, 2020.

Revised Name Change 2020

Revised Bylaws 2020

