

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

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.

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