



BYLAWS

of the

**OAK
ISLAND
BEACH

PRESERVATION SOCIETY,
INC**

ARTICLE I: AUTHORIZATION

Sec. 1.1 The Oak Island Beach Preservation Society, Inc., hereinafter called the “Society,” is a nonprofit corporation established 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. These Bylaws have been adopted in accordance with the applicable provisions of the Society’s Articles of Incorporation.

ARTICLE II: PURPOSE

Sec 2.1 The general purposes and objectives of the Society, as stated in the Articles of Incorporation, shall be to operate for nonprofit and charitable purposes to:

- Encourage and develop public awareness of the need for the preservation of the shores and beaches of Oak Island and the State of North Carolina;
- Coordinate and promote public and private efforts to protect and preserve Oak Island’s shores and beaches;
- Aid in informing and otherwise educating the public as to the environmental, economic and social impact and importance of Oak Island’s shore and beach resources, and
- Work in cooperation with the Town of Oak Island and other individuals, agencies, authorities, societies and other organizations, however styled, toward the common goal of preserving the valued shores and beaches of Oak Island.

Sec. 2.2 In May of 2019 the following Mission Statement was approved and adopted by Oak Island Town Council and the precursor “Oak Island Beach Preservation Society,” an unincorporated association operating as an advisory committee to the Town of Oak Island from 1999 to 2019:

"The Oak Island Beach Preservation Society is dedicated to education and community engagement to enhance the Oak Island beach experience and leave the beach better for everyone now and in the future."

This shall remain the mission of the Society until and unless amended under these Bylaws.

ARTICLE III: MEMBERSHIP OF THE SOCIETY

Sec. 3.1 Membership of the Society shall be open to the public. Except as otherwise provided by law, by the Articles of Incorporation, or by these Bylaws, the number, classes, qualifications, rights, privileges, dues, fees, responsibilities and the provisions governing the withdrawal, suspension and expulsion of members shall be as determined by the Board of Directors. Except as may otherwise be required by law, by the Articles of Incorporation, or by these Bylaws, any right of members to vote and any right, title or interest in or to the Society, its properties and franchises, shall cease and divest upon termination of membership, except that liability of a member for any sums due the Society shall survive such termination unless otherwise expressly provided by the Board of Directors.

ARTICLE IV: BOARD OF DIRECTORS

Sec. 4.1 The Board of Directors shall conduct the affairs of the Society. The Board shall establish policies and take actions within the framework of the Bylaws, the Articles of Incorporation and any future mandates as may be established. In the absence of any such specific guidelines, the Board may act as it deems prudent and necessary to the interests of the Society.

Sec. 4.2 The Board shall determine the eligibility of applicants for membership.

Sec. 4.3 The Board shall elect the Officers of the Society, as provided in Article VI.

Sec. 4.4 The Board shall control the expenditure of funds and shall carry out the financial policies, as set out in Article IX.

Sec. 4.5 A majority of Directors, excluding vacant seats and ex-officio members, shall constitute a quorum at any Board meeting.

ARTICLE V: MEMBERSHIP OF THE BOARD

Sec. 5.1 The Board of Directors, as specified in the Articles of Incorporation, shall consist of no fewer than nine (9) nor more than twelve (12) members of the Society in good standing who have agreed in writing to serve on the Board in that capacity.

Sec. 5.2 Directors shall be elected by the general membership for terms of three years. Members may self-nominate for a Board position by filling out an application and submitting it to the Board. In addition, at the request of a majority of Board members a Nominating Committee may be appointed by the Chair of the Board of Directors during a regular or special meeting. If constituted, the Nominating Committee will review the membership roll of the Society and nominate a slate of candidates for the Board positions to be filled. The slate of candidates shall be subject to a mail or email ballot with a clear due date posted on the ballot. Ballots not received by the deadline or postmark date shall not be counted as valid for the purposes of the election. The Chair and Co-chair of the Board shall tally the votes, and the Directors' seats shall be filled based upon the majority vote of those members who have returned their ballots by the deadline date. The results of the election shall be reported to the full Board at the next meeting of the Board. The new Directors and any new Officers shall be seated at the close of such meeting.

Sec. 5.3 The Board of Directors shall have the authority to fill any vacancy created by an unexpired term on the Board. A Director so appointed shall serve until the end of the unexpired term for which s(he) has been appointed. A Director may be removed at any time by a 2/3 vote of the Board of Directors.

Sec. 5.4 To benefit from the experience of previous Board members, the Board of Directors may appoint a maximum of two past Directors as non-voting Ex-Officio Members of the Board. Terms of Ex-Officio Members shall be for one year and may be renewed by a majority vote of the Board. The Registered Agent of the Society shall hold a standing Ex-Officio position on the Board. Ex-Officio members may participate in discussion of matters before the Board but may not vote. To foster closer ties between the Society and the Town of Oak Island, the Town will be offered the opportunity to appoint one representative who shall serve in an Ex-Officio capacity to the Board and serve as liaison between the Town and the Society.

Sec. 5.5 Directors shall receive no compensation for their service, although expenses pre-approved by the Chair and the Treasurer and incurred in the performance of duties related to Board activities shall be reimbursable in accordance with a reimbursement schedule established by the Board.

Sec. 5.6 The Board of Directors shall meet at least once monthly. Additional meetings may be scheduled at the request of at least four Directors, provided at least one week's notice of such meeting is provided to the full Board.

Sec. 5.7 Every person who is or shall have been a Director or Officer of the Society shall be indemnified by the Society against all costs and expenses reasonably incurred by or imposed upon her/him in connection or resulting from any action, suit, or proceeding to which s(he) may be made a party by reason of her/his being or having been a director or officer of the Society of any subsidiary or affiliate thereof, except in relation to such matters as to which s(he) 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 her/his duty as such Director or Officer. "Cost and expenses" shall include, but without limiting the generality thereof, attorney's fees, damages and reasonable amounts paid in settlement.

ARTICLE VI: OFFICERS

Sec. 6.1 The officers of the Society shall consist of a Chair, a Co-Chair, a Recording Secretary, a Corresponding Secretary, a Treasurer and such other officers as the Board of Directors shall deem necessary. All officers shall perform the duties usual and appropriate thereto, subject to the direction and control of the Board.

Sec. 6.2 The term of office for officers shall be for one year, except for officers selected to fill vacancies, who shall complete the remainder of the term. Officers shall be elected by the Board of Directors from among the current voting Board members.

Sec. 6.3 The Chair and/or Co-Chair shall preside over the meetings of the Board of Directors and the annual membership meeting and shall perform the following duties and responsibilities:

- a. appoint the chairpersons of all Board Committees and serve as liaison between the Society's Board and its committees;
- b. maintain liaison with potential funding sources and with individuals, agencies, authorities or other organizations, however styled, who support the Society;
- c. facilitate and coordinate the Board's discharge of its responsibilities as set forth in the bylaws and by Board resolutions;
- d. issue notices of all meetings;
- e. ensure the filing of all reports required by governmental authorities; and
- f. such other responsibilities as provided in the Society's bylaws, Articles of Incorporation, or such other responsibilities as may be directed by the Board.

In the event it is necessary to break a tie vote of the Board, the Chair or Co-Chair will cast the deciding vote.

Sec. 6.5 The Recording Secretary shall do or oversee the following:

- a. the keeping of minutes of all meetings of the Board of Directors, including all votes and resolutions adopted; and
- b. the recording of all society documents and records.

The Recording Secretary shall have such other responsibilities as the Board of Directors may prescribe. In the absence of the Recording Secretary or in the event of her/his inability or refusal to act, the Corresponding Secretary, unless otherwise determined by the Board of Directors, shall perform the duties of the Recording Secretary and when so acting shall have all the powers of and be subject to all the restrictions applicable to the Recording Secretary.

Sec. 6.6 The Corresponding Secretary shall do or oversee the following:

- a. maintain a current mailing list for the membership and affiliates;
- b. mail the periodic newsletters and the annual report to the membership;
- c. handle personal correspondence to all donors; and
- d. handle thank-you correspondence following special events.

The Corresponding Secretary shall have such other responsibilities as the Board of Directors may prescribe. In the absence of the Corresponding Secretary or in the event of her/his inability or refusal to act, the Recording Secretary, unless otherwise determined by the Board of Directors, shall perform the duties of the Corresponding Secretary and when so acting shall have all the powers of and be subject to all the restrictions applicable to the Corresponding Secretary.

Sec. 6.7 The Treasurer shall oversee the custody of all funds, securities and assets of the Society. The Treasurer shall

- a. make to the Board of Directors at each meeting an accurate account of the Society's receipts and disbursements;
- b. prepare or cause to be prepared a true statement of the Society's assets and liabilities within a reasonable time after the close of each fiscal year; and
- c. make financial information available to Board members and to the public as necessary.

The Treasurer shall have such other responsibilities as the Board of Directors may prescribe. In the absence of the Treasurer or in the event of her/his inability or refusal to act, the Recording Secretary shall perform the duties of the Treasurer and when so acting shall have all the powers of and be subject to all the restrictions applicable to the Treasurer.

ARTICLE VII: SOCIETY MEETINGS AND VOTING

Sec. 7.1 There shall be an annual meeting of the general membership of the Society. This meeting shall be scheduled no later than the end of the second quarter of the fiscal year in conjunction with a regular meeting of the Board of Directors and shall be held at the time and place specified by the Board of Directors. This meeting shall be for the purpose of receiving reports from Officers and standing committees, seating new Directors and for any other business as may arise.

Sec. 7.2 Any special meeting of the membership may be called by the Chair or Board of Directors, provided that notice of such special meeting and an agenda be emailed/mailed at least 30 days, but not more than 50 days prior to the date specified for such meeting.

Sec. 7.3 A majority of the members in good standing and in attendance at the annual meeting shall constitute a quorum for the purpose of the transaction of any business. Vote

by proxy shall be permitted provided such proxy is executed in writing. Proxies may confer general voting rights or may be limited to a prescribed action on a particular issue.

Sec. 7.4 A majority of the votes cast on a matter to be voted upon by the members present or properly represented by proxy at a duly constituted meeting shall be necessary for the adoption thereof, unless a greater proportion is required by law or these bylaws.

Sec. 7.5 All members in good standing shall have voting privileges in the affairs of the society. Each membership shall have one vote.

ARTICLE VIII: COMMITTEES

Sec. 8.1 Standing Committees of the Society shall be the Accesses and Amenities, Education, Fundraising, Membership, and Outreach/Community Engagement Committees. The Chair shall appoint such other standing and special committees as deemed necessary by the Board of Directors.

Sec. 8.2 Committees shall make periodic reports as requested by the Chair.

Sec. 8.3 The Chair shall be an ex-officio member of all committees.

ARTICLE IX: FISCAL YEAR, FINANCES, NOTICES

Sec. 9.1 The fiscal year of the Society shall be from July 1 to June 30.

Sec. 9.2 The Board of Directors shall control funds of the Society and establish an annual budget. The Board shall develop and authorize a process for fund disbursements and for revenues collection and management.

Sec. 9.3 Through authorization by the Board of Directors, the Society shall conduct business procedures that are in keeping with the purposes of the Society.

Sec. 9.4 All revenue, profit, income and funds received shall be used solely for the purposes of the Society.

Sec. 9.5 There shall be an annual compilation of the finances of the Society by an independent certified public accountant approved by the Board of Directors.

Sec. 9.6 The Treasurer of the Society Board shall be insured.

Sec. 9.7 The Board of Directors shall maintain separation of duties regarding the obligation and expenditure of funds.

ARTICLE X: AMENDMENTS

Sec. 10.1 These Bylaws may be amended by a two-thirds affirmative vote of the responding members. Amendments may be approved by either of the following methods:

- a. by a vote at the annual membership meeting of the Society, or
- b. by a mail or email ballot to the membership of the Society.

Sec. 10.2 Proposed amendments to the Bylaws may be initiated by either of the following methods:

- a. a vote of the Board of Directors, or
- b. a petition to the Board signed by at least fifteen (15) Society members in good standing.

Sec. 10.3 In the case of amendments to be considered at the annual membership meeting, members must be given written notice of the proposed amendment, with such notice being given not less than 30 nor more than 50 days prior to the meeting. Such notice may be given either in the newsletter of the Society or in a letter delivered by the U.S. Postal Service via first class service, or via email.

Sec. 10.4 In the case of amendments to be considered by mail or email ballot, members shall be given 30 days from the date of the mailing to return their ballots to the Society headquarters. Votes shall be tallied by a Committee approved by the Board of Directors, or by the Board of Directors itself at the next regular meeting of the Board.

ARTICLE XI: DISSOLUTION

Sec. 11.1 The Society may be dissolved, the voting and initiative for which shall be the same as provided for Amendments under Article X, except that Dissolution shall require a four-fifths vote of the general membership.

Sec. 11.2 No part of the net earnings of the Society shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered to the Society and to make payments and distributions in furtherance of the purposes set forth herein. The Society 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 trustee, member or officer of the Society. Assets instead 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.

ARTICLE XII: ACTIVITIES OF THE SOCIETY

Sec. 12.1 The activities of the Society shall specifically exclude the dissemination of propaganda, or otherwise attempting to influence legislation, and the Society shall not participate for or intervene in (including publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Society shall not carry on any other activities not permitted

- a. by an organization exempt from Federal income tax under Section 501(c)(3) of the United States Internal Revenue Code of 1954, as amended (or the corresponding provision of any successor United States Internal Revenue Law), or
- b. by an organization, contributions to which are deductible under Section 170(c)(2) of the United States Internal Revenue Code of 1954, as amended (or the corresponding provision of any successor United States Internal Revenue Law).

ARTICLE XIII: CONFLICT OF INTEREST

Sec. 13.1 No contract or other transaction shall be entered into between the Society and one or more of its Directors or Officers, or between the Society and any other corporation, firm, association or other entity in which one or more of the Officers or Directors has a substantial financial interest, unless such interest is fully disclosed. At the discretion of the Board, such Officers or Directors may be requested to abstain from voting on such contract or transaction. In such cases the seats of the Officers or Directors shall be treated as vacant seats for determining a quorum and vote. Failure to fully disclose such information may be considered grounds for immediate termination of membership in the Society and the revocation or nullification of any such contract or transaction.

ARTICLE XIV: NON DISCRIMINATION

Sec. 14.1 Oak Island Beach Preservation Society, Inc., does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations. These activities include, but are not limited to, the appointment to and termination from its Board of Directors, hiring and firing of staff or contractors, selection of volunteers, selection of vendors, and providing of services.

Oak Island Beach Preservation Society, Inc. is an equal opportunity employer. We shall not discriminate and will not discriminate in employment, recruitment, Board membership, advertisements for employment, compensation, termination, upgrading, promotions, and other conditions of employment against any employee or job applicant on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, or for any other discriminatory reason.