

Bylaws

Of

Caldwell County Pathways, Inc.

Amended 02-05-08

ARTICLE I - NAME, PURPOSE

Section 1: The name of the corporation shall be Caldwell County Pathways, Inc.

Section 2: Caldwell County Pathways was created to develop, coordinate and promote non-motorized, multi-use pathways and blueways in Caldwell County and as such is organized exclusively for the charitable and educational purposes of promoting health, public safety and non-motorized transportation opportunities for Caldwell County Residents.

ARTICLE II: OFFICES

Section 1. Principal Office: The principal office of the corporation shall be located at a site as determined by the Board. Current office is located at the Caldwell County Chamber of Commerce, 1909 Hickory Blvd, Lenoir NC 28645.

Section 2. Registered Office: The registered office of the corporation is PO Box 2200, Lenoir, NC 28645.

ARTICLE III – BOARD OF DIRECTORS

Section 1: Directors, having the only voting privileges, will collectively direct the business of the corporation. Directors must be members in good standing. Ex officio members are automatically members based on their positions.

ARTICLE IV: DUTIES

Section 1. General Powers: The business and affairs of the corporation shall be managed exclusively by the Board of Directors or by such executive committee as the **Board** may establish pursuant to these by-laws. Duties shall include hiring and/or firing of an Executive Director.

Section 2. Director Membership and Terms: The Board of Directors shall consist of individuals appointed by the Board and ex officio members appointed by nature of their position. The Board of Directors may name a new director to fill a vacant position.

Board members shall serve staggered terms. The initial term of office shall be 3, 2 and 1 year terms. After the initial term, board members may be reappointed for additional three-year terms.

The following Ex Officio members will be appointed by nature of their positions and will have full voting rights: A planner, recreation staff or other representative selected by each municipality in the county; the Caldwell County Planner; representative from the Caldwell County Health Department; representative from Healthy Caldwellians; representative from Caldwell Memorial Hospital; CEO/ President of the Caldwell County Chamber of Commerce; Coordinator of Chamber Bicycle and walking events; representative from the Council of Governments; and a County Commissioner or designee. Ex Officio members retain membership as long as they fill their respective position. By nature of their appointment, Ex Officio members are exempt from annual dues.

Section 3. Service: The Board of Directors can determine the number of directors and recommend who shall serve as directors in each succeeding year of operation.

Section 4. Vacancies: A vacancy occurring in the Board of Directors may be filled by appointment by the Board to fill the un-expired term; and may be subject to reappointment of another term.

Section 5. Resignation: A Board member shall resign from the **Board of Directors** by submitting a letter of resignation to the chairman of the **Board** within one month prior to the anticipated end of service.

Section 6. Removal: Directors may be removed from office with or without cause by a majority vote of the directors. When a director is removed, a new director or directors may be appointed at the same meeting.

Section 7. Special Meetings: Special Meetings of the Board of Directors may be called by or at the request of the Chairperson or any two members of the Executive Committee. The person or persons calling the meeting shall, at least two days before such meeting, give notice thereof by any usual means of communication. Such notice need not specify the purpose for which the meeting is called. Any matters of business identified at the special meeting will be referred to the next regular meeting.

Section 8. Meetings: A minimum of six regular meetings shall be held annually. The Board of Directors shall determine regular meetings.

ARTICLE V: OFFICERS

Section 1. Officers: The officers of the corporation shall consist of Chairperson, Vice-Chairperson, Secretary, and Treasurer.

Section 2. Election and term: Officers shall be elected at the annual meeting of the Board of Directors. An ad hoc nominating committee, appointed by the chairperson, will recommend suitable candidates. A candidate for office must be a current member of the board of directors.

Section 3. Chairperson: The chairperson shall prepare an agenda and preside at all meetings of the Board of Directors and appoint committees as deemed necessary. The chairperson shall be the principal officer of the corporation and, subject to control of the members of the board of directors, shall supervise the control and management of the corporation in accordance to these by-laws. In the absence of chairperson, the vice-chairperson shall perform the duties pursuant to the office. The chairperson shall perform such other duties and have such other powers, as the Board of Directors shall prescribe.

Section 4. Vice-Chairperson: The vice-chairperson shall perform all duties of the chairperson in the absence of chairperson. He/She shall work closely with the treasurer to assure fiscal compliance of the corporation. The vice-chairperson shall

oversee and assist the committees of the organization as directed by the chairperson. Co-vice-chairs may be designated at the discretion of the board.

Section 5. Secretary: The secretary shall keep accurate records of the acts and proceeding of all meetings of the directors. He/she shall give all notices required by laws and by these by-laws. He/she shall have general charge of the corporate seal and he/she shall affix the seal to any lawful executed instrument requiring it. The secretary will prepare and send minutes of each meeting via email to members of the Board of Directors before the next scheduled meeting. The secretary will also maintain a membership list of names, addresses, status of membership, and any other information needed to communicate with members about renewing at the beginning of each calendar/fiscal year.

Section 6. Treasurer. The treasurer shall have custody of all funds and securities belonging to the corporation and shall receive, deposit or disburse the same under the direction of the Board of Directors. He/she shall keep full and accurate accounts of the finances of the corporation in books especially provided for that purpose; and shall cause a true statement of its assets and liabilities as of the close of each fiscal year and of the results of its operations and of its changes in surplus for such fiscal year, all in reasonable detail, to be made and filed at the registered or principal office of the corporation within four months after the end of the fiscal year. The statement so filed shall be kept available for inspection by any **D**irector for a period of ten years, and provide monthly financial reports to the Board of Directors. The treasurer shall assure the audit of the records of the corporation at least annually, in the month of September, for the previous fiscal year. The treasurer shall perform all duties incident to his/her office and such other duties as may be assigned to him/her from time to time by the Chairperson or the Board of Directors.

Section 7. The Executive Director: The hiring of an **E**xecutive **D**irector shall be at the discretion of the Board. The **E**xecutive **D**irector shall be a hired employee of the corporation responsible for the overall operation of the corporation. The **E**xecutive **D**irector will work closely with the **B**oard to ensure the mission of the corporation is fulfilled.

Article VI- Membership

Section 1: General membership in Caldwell County Pathways, Inc. shall be open to all persons, organizations, institutions, foundations and corporations who are interested in or are in sympathy with its purpose. Prospective members shall apply, pay their dues, and be approved by the Board.

Section 2: Membership categories and dues are as follows: Individual; Family; Patron; Small Business; Corporate; and Foundation. Minimum membership dues will be set annually by the Board of Directors.

Annual dues must be paid in order to be a member in good standing.

Section 3: All members in good standing, regardless of membership category, shall have the right to attend, speak at all meetings, and serve on ad hoc committees. Only Board members are eligible to vote.

ARTICLE VII- ANNUAL MEETING

Section 1: Annual Meeting. The Board of Directors shall set the date, time and place of the regular annual meeting.

ARTICLE VIII - COMMITTEES

Section 1. Executive Committee

The chairperson of each standing committee and the elected officers shall serve as members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors. The Executive Committee shall manage all membership issues.

Section 2: Standing Committees: Three standing committees shall be Wellness and Safety, Recreation, and Non-motorized Transportation. The purpose/ goals of each standing committee shall be as follows:

Wellness and Safety Committee

To develop, coordinate and promote wellness and safety benefits associated with bikeways, walkways and multi-use pathways.

Recreation Committee

To develop, coordinate and promote bikeways, walkways, blueways and multi-use pathways for health and educational use in Caldwell County.

Non-motorized Transportation Committee

To develop, coordinate and promote bikeways, walkways and multi-use pathways for alternative/non-motorized (walking, biking, hiking, horseback riding, etc.) transportation opportunities in Caldwell County.

Section 3. Other Standing Committees. The Board of Directors shall appoint other standing committees as appropriate.

Section 4. Ad Hoc Committees. The Chairperson shall appoint ad hoc committees when appropriate to fulfill the mission of the corporation. The Board may appoint a board member to chair a community-based committee whose purpose is to plan, organize and carryout specific community projects that are in sympathy with the purpose of Caldwell County Pathways, Inc.

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ARTICLE IX: FINANCIAL MANAGEMENT

Section 1. Contracts: The Board of Directors may authorize any officer or officers, any agent or agents, to enter into any contract or execute and deliver any instrument on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Loans: No loans shall be contracted on behalf of the corporation and no evidences or indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks and drafts: All checks, drafts, or other orders for the payment of money issued in the name of the corporation shall be signed by such officer or officers, such agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits: All funds of the corporation shall be deposited to the credit of the corporation in such depositories, as the **Board of Directors** shall direct.

Section 5. Solicitation of funds: Funds for use of the corporation shall only be solicited in such instances as directed by the **Board of Directors**. No one shall solicit funds in an organized manner without the specific consent of the **Board of Directors**.

ARTICLE X: GENERAL PROVISIONS

Section 1. Seal: The corporate seal of the Corporation shall consist of: Caldwell County Pathways, Inc. and such a seal as impressed in the margin hereof, is hereby adopted as the corporate seal of the corporation.

Section 2. Waiver of Notice: Whenever any notice is required to be given to directors under the provisions of the North Carolina Non Profit Corporation Act or under provisions of the charter or by-laws of this corporation, a waiver thereof in writing signed by the person or persons entitled to such notice whether before or after the time stated therein, shall be equivalent to the giving of such notice.

Section 3. Fiscal Year: Unless otherwise ordered by the board of directors, the fiscal year of the corporation shall be from January 1 to December 31.

Section 4. Meeting Operations: Meetings will be conducted using Roberts Rules of Order. A quorum shall consist of six directors.

ARTICLE XI: ELECTION AS a 501 (c) (3) CORPORATION

Section 1. Said corporation is organized exclusively for charitable, educational and specific purposes.

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Eight. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political

campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contribution to which are deductible under section 170 (c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the 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 a manner or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by the District Court of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII - AMENDMENTS

Section 1: These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

These Bylaws were amended at a meeting of the Board of Directors of Caldwell County Pathways, Inc. on May 20, 2003.

These Bylaws were amended at a meeting of the Board of Directors of Caldwell County Pathways, Inc. on December 6, 2005.

These Bylaws were amended at a meeting of the Board of Directors of Caldwell County Pathways, Inc. on February 5, 2008.