

**BY-LAWS
OF
BRUNSWICK FAMILY ASSISTANCE
AGENCY, INC.**

**Adopted October 31, 2006
Revised November, 2012
Revised January, 2015**

ARTICLE I: NAME AND LEGAL STATUS

Brunswick Family Assistance Agency, Inc., herein after known as Brunswick Family Assistance or BFA, is a not-for-profit corporation, incorporated in the state of North Carolina. It has Section 501 (c) (3) status under the Internal Revenue Service Code as do all committees, subcommittees, advisory committees/boards and other forums operating under its umbrella. The principal office is located in Shallotte, NC.

ARTICLE II: PURPOSE

BFA, founded in 1981, is dedicated to improving the lives of families and individuals in crisis in Brunswick County, who are willing to help themselves, by providing them with emergency assistance. Such assistance may include, but not be limited to, shelter, food, clothing, and financial assistance for essential needs. BFA envisions a community where all people have access to an adequate and nutritious supply of food and sufficient resources to sustain themselves.

To accomplish our mission, BFA establishes constructive and collaborative partnerships and coalitions with government, community, and faith-based organizations in order to leverage resources and services.

Revised November 2012

ARTICLE III: BOARD OF DIRECTORS

Section 1

The Board of Directors is responsible for setting and overseeing the strategic direction, goals and objectives of the agency; establishing policies; being an effective fiduciary of the agency's assets; and making investment decisions. The Board of Directors is also responsible for determining the programs and services to be offered by the agency

Section 2

The Board of Directors shall consist of not more than 20 members, nor less than 6 members.

Section 3

A majority of the Board of Directors must be present at a meeting to constitute a quorum.

Section 4

Voting shall be recorded by voice vote or roll call for each motion. Members may vote for, against, or abstain from a vote. The vote shall be recorded in the meeting record.

Section 5

The vote of a majority of the Directors present at a Board of Directors meeting, at which a quorum is present, shall be the act of the Board.

Section 6

In the event action is required when it is not possible to assemble the Board of Directors for a meeting or when the Executive Committee cannot assume the powers of the full Board, approval may be obtained in a poll of the entire Board authorized by the Chairperson or a majority of the Executive Committee. Any action so taken shall be recorded in the minutes of the next Board meeting.

Revised January 2015

Section 7

The name(s) of candidates for consideration to become a member of the Board of Directors may be submitted by a Board Member or a committee that has been established for that purpose.

Section 8

The election of members to the Board of Directors may occur during any monthly Board of Directors meeting. Following such endorsement and majority vote by the Board, these newly elected members may participate immediately.

Section 9

A Board Member shall be elected for a term of two (2) years and may be re-elected for two (2) additional 2-year terms for a maximum of six (6) consecutive years. Notwithstanding the six-year term limit, a vote by three-fourths (3/4) of the Board of Directors can override the term limit for any Board Member. The term of office begins in January.

Section 10

Every effort shall be made to ensure that the Board of Directors is diverse and represents all sectors of the community.

Section 11

Any Director who misses three scheduled meetings during any twelve month period, without acceptable notice having been given prior to those meetings, shall be dismissed from the Board of Directors. In addition, any Director may be removed from the Board, with or without cause, by a vote of two-thirds (2/3) of the Board of Directors present and voting.

Revised November 2012

ARTICLE IV: OFFICERS

Section 1

The officers of the organization shall consist of a Chairperson, Vice Chairperson, Secretary, and Treasurer.

Section 2

The officers, one at-large Board member, and the Executive Director, serving in an Ex-officio, non-voting capacity, shall constitute the Executive Committee.

Section 3

Officers shall be elected to office for a two-year term. Officers may be re-elected, but may not serve more than four years in any one office.

Section 4

Officers and the at-large Board member shall be nominated and elected at the Board of Director's Meeting conducted in November. They will assume office on January 1st of the following year.

Section 5

Should a vacancy occur in the office of Chairperson, the Vice Chairperson shall assume the duties of the Chair for the unexpired term. Any other Officer vacancies shall be filled by appointment by the Executive Committee for the unexpired term.

Section 6

An Officer may be removed from office, with or without cause, by a two-thirds (2/3) vote of the Board of Directors present and voting.

Revised November 2012

ARTICLE V : EXECUTIVE COMMITTEE DUTIES

Section 1

The Executive Committee is responsible for reviewing, at frequent intervals, the business and finances of the organization, and to report its findings at the regularly scheduled meetings of the full Board of Directors for their consideration and action.

Section 2

The Executive Committee shall have the authority to act on behalf of the Board of Directors in between meetings of the Board. The Board of Directors must validate the actions of the Executive committee at its next meeting. Any such action not validated will not be legally binding upon the agency. A majority of the Executive Committee will constitute a quorum for the transaction of business and all decisions shall be by a majority vote of those present.

Section 3

The Chairperson will represent the organization and the Board of Directors in all official functions. He/she will preside over the Executive Committee, at all meetings of the Board of Directors, and shall act on behalf of the organization in carrying out its business.

Section 4

The Vice Chairperson shall, in the absence of the Chairperson, perform the duties and exercise the full powers of that office. In addition, he/she shall perform such other duties and have such powers as the Chairperson shall prescribe.

Section 5

The Secretary shall transcribe and maintain accurate records of the actions and proceedings of all meetings of the Board of Directors and Executive Committee. He/she shall perform all duties incidental to the office of the Secretary and such other duties as may be prescribed by the Chairperson.

Revised November 2012

Section 6

The Treasurer shall be responsible for overseeing and reporting on the finances of the organization. This officer shall serve as a co-signatory for checks greater than \$2,500 written against the organization's general checking funds. He/she shall present monthly financial reports and an annual financial report, in writing, to the Board of Directors following the close of the fiscal year. The Treasurer, in conjunction with the Chief Financial Officer and the Executive Director, shall also be responsible for coordinating the annual financial audit with the external auditor. He/she shall perform those duties generally associated with the office of Treasurer. In addition, the Treasurer shall perform such other duties as may be prescribed by the Chairperson.

Section 7

The Executive Director shall sit on all Executive Committee meetings in an Ex-officio capacity. He/she will be responsible for informing and updating members of the Committee on all matters of interest and/or concern involving BFA activities, and shall otherwise perform those duties prescribed to the office of Executive Director specified in Article XII.

Section 8

The Executive Committee shall be responsible for the search process when it is needed to select an Executive Director for the organization. However, the Committee may elect to assign the task to another Committee or task force. In either event, final decisions to hire or terminate an Executive Director shall be reserved to the Board of Directors.

ARTICLE VI: MEETINGS

Section 1

The Board of Directors and the Executive Committee shall meet at least quarterly on a day and time determined by the Chairperson. Such meetings and the minutes of the meetings shall comply with open meeting rules.

Revised November 2012

Section 2

The order of business of each Board or Executive Committee meeting shall be as contained in the prepared agenda. The Chairperson or her/his designee is responsible for preparing an agenda prior to the meeting.

The agenda and any related material will ordinarily be delivered to Board Members via e-mail in advance of the meeting and be made available to the public at the meeting.

There shall be an opportunity given at the outset of each meeting for public comment. The purpose of such shall be to provide an opportunity for members of the public to address directly the Board on items of public interest that are within the purview and scope of the Board's jurisdiction.

Section 3

The Chairperson is responsible for maintaining decorum and order at all times. Only Board Members shall speak in debate and discussion. Public comment is only allowed during the public comment period, or when otherwise called for on the agenda.

The Chairperson shall determine all points of order, subject to the right of any member to appeal to the whole of the Board.

Section 4

Any member of the public who desires to address the Board during the public comment period shall wait to be recognized by the Chairperson before doing so. After being recognized, they shall state their name and address for the record.

Those providing public comments are limited to three (3) minutes. However, written materials may be submitted for distribution to the Board Members.

All remarks and questions in public comment shall be addressed to the Board as a whole, through the Chairperson, not to any individual Board Member, staff, or other person. No person shall enter into any discussion without being recognized by the Chairperson.

Revised November 2012

Section 5

The Board of Directors or Executive Committee may hold a closed or “executive” session, which excludes the public, only when it is dealing with matters permitted by one of the exemptions provided in North Carolina General Statute 143.318.11(a). A closed session may be held only upon a motion duly made and adopted at an open session.

Section 6

Special meetings may be called by the Chairperson of the Board of Directors with not less than three days notice. Such notice must specify the business to be conducted at the special meeting. The Chairperson shall, on written request of four or more Directors, call a special meeting with the same notice provision.

ARTICLE VII: AUDIT

Section 1

A qualified financial audit shall be performed annually by an outside certified independent auditor.

Section 2

The accounts, records, and reports shall be kept to the standards set by general accounting principles and shall be open and accessible to the Directors of the organization at all times.

ARTICLE VIII: PROGRAM EVALUATION

A program evaluation may be performed by a qualified outside technical consultant at the discretion of the Board, notwithstanding a more frequent evaluation when specified by a supporting grantor or agency.

ARTICLE IX: FISCAL YEAR

The fiscal year shall begin on January 1st, and end on December 31st.
Revised November 2012

ARTICLE X: COMMITTEES AND TASK FORCES

The Chairperson and the Executive Committee shall establish committees and task forces as necessary to conduct the business of the agency. A majority of committee and task force members must be present at a meeting to constitute a quorum. Meetings of committees and task forces shall comply with the open meeting laws and minutes of such meeting will be recorded. The Executive Director may participate as an Ex-officio member of any committee or task force.

ARTICLE XI: EXECUTIVE DIRECTOR

Section 1

The Executive Director shall be responsible for the day-to-day administration of all organizational Programs and Services. He/she may change the primary program and/or service alignments of the organization only with the approval by the Executive Committee and concurrence by the Board of Directors.

Section 2

The Executive Director shall be employed at the will of the Board of Directors. On employment he/she will be provided a statement of all benefits and remuneration, as well as a Job Description outlining all duties and responsibilities.

Section 3

The Executive Committee will conduct a performance evaluation of the Executive Director following the initial three months of employment. Successive evaluations will be conducted annually. In each instance the evaluation will be reviewed with the Executive Director, with ample time allowed for discussion.

Section 4

The Executive Director shall be required to evaluate each paid employee annually. He/she will observe all approved personnel policies in the conduct of evaluations, and will provide each employee with a copy of his/her evaluation and allow ample time for review and discussion of same.

Section 5

As an Ex-officio member of the Executive Committee the Executive Director is expected to be present at all such meetings. He/she will be responsible for presenting an organizational status report at all meetings of the Board of Directors.

ARTICLE XIII: HUMAN RESOURCES

The Executive Director shall be responsible for the development, implementation, and periodic review of organizational policies and procedures including, but not limited to employment guidelines, hiring, problem administration and resolution, and dismissals.

ARTICLE XIV: CONFLICT OF INTEREST

Board members shall not derive any personal profit or gain, directly or indirectly, by reason of her/his participation with BFA. Members must disclose to the Board of Directors any personal interest which she/he may have in any matter pending before BFA and shall refrain from participating in any discussion of, or voting on, such matter.

ARTICLE XV: DISSOLUTION

In the event of the dissolution of this organization, or other termination of its activities, all then present assets shall be paid over to or transferred to any such organization as is then active and is described as approved in Section 501(c) (3) of the U. S. Treasury, Internal Revenue Service Code, contributions which are deductible for income tax purposes. The reference to Section 501(c) (3) shall be interpreted to refer to any corresponding Section of any current Internal Revenue Service Code or other Revenue Laws hereafter in effect.

ARTICLE XVI: AMENDMENTS

The By-Laws of this organization may be amended by a two-thirds (2/3) vote of all Board Members at any regularly scheduled meeting of the Board of Directors. However, such amendments must have first been proposed at a previously conducted meeting of the Board, and a copy of the proposed amendments must be provided to all Board Members, not less than ten days prior to the meeting at which they will be voted on.

Emergency Unanimous Consent of the Board of Directors

This **Emergency Unanimous Consent** (this “Consent”) of the Board of Directors (the “Board”) of Brunswick Family Assistance Agency, Inc. (“BFA”), a North Carolina non-profit corporation, undertaken to accomplish emergency, interim amendments to the Bylaws of BFA (“Bylaws”), was made and approved by the below-listed members of the Board as of this 21st day of April 2020, constituting more than two-thirds of all of the members of the Board, during a regularly scheduled meeting of the Board held remotely via the Zoom teleconferencing platform.

WHEREAS, on March 27, 2020 Governor Roy Cooper of North Carolina issued Executive Order No. 121 (the “Order”), attached hereto and incorporated herein, effective as of March 30, 2020 at 5:00 p.m., in response to the emergency Coronavirus Disease crisis (“COVID-19 Crisis”), among which in part were the following notable actions:

- the World Health Organization declaring on March 11, 2020 a global pandemic due to COVID-19; and
- the President of the United States declaring on March 13, 2020 a national public health emergency related to COVID-19 retroactive to March 1, 2020; and
- the President of the United States declaring on March 25, 2020 a Major Disaster Declaration for the State of North Carolina related to COVID-19; and

WHEREAS, the Order proclaimed a Declaration of a State of Emergency for the State of North Carolina and ordered stay at home and other restrictions on activities applicable to individuals and businesses, including without limitation, nonprofit organizations, in the state of North Carolina (“Stay at Home Order”); and

WHEREAS, BFA qualifies under the Order for COVID-19 Essential Businesses and Operations exception to the Stay at Home Order although the Board and its committees in the exercise of safety and pursuant to the Order have prudently abandoned face to face meetings and have undertaken alternative forms of meeting and taking actions to meet the extreme demands of BFA during the COVID-19 Crisis; and

WHEREAS, given the intense community need for BFA to continue its critical operations during the pendency of the COVID-19 Crisis and the resulting need for the Board, the Executive Committee of the Board and various other committees of the Board to meet from time to time and take actions to address the unusual exigencies of BFA’s operations, the extreme circumstances have required adoption of alternate meeting formats to the typical face-to-face meetings and these have included meetings and actions by telephone, teleconferencing and / or email; and

WHEREAS, the Board desires to make emergency, interim amendments to the Bylaws of BFA to authorize the alternate meeting format, functioning and actions of the Board and its committees during the pendency of the COVID-19 Crisis as aforescribed.

NOW THEREFORE, in consideration of the foregoing, the Board by individual voice vote of the Board members, unanimously approved the following interim amendments to the Bylaws ("Amendments) to be effective for the pendency of the COVID-19 Crisis and said Amendments shall be retroactive to the onset of the COVID-19 Crisis as described in the Order:

RESOLVED:

1. The open meeting rules applicable to meetings of the Board and its Committees as comprehended in the Bylaws are waived for the pendency of the COVID-19 Crisis, for example, and not by way of limitation, as provided in Article VI, Section 1 and Article X; and
2. The notice of meeting to discuss and submission of proposals regarding consideration of amendments to the Bylaws as comprehended in Article XVI of the Bylaws are hereby waived for purposes of this Consent; and
3. Notices of meetings to the extent required under the Bylaws are hereby waived for the pendency of the COVID-19 Crisis; and
4. Face to face open meetings of the Board and its committees to conduct regularly scheduled or ad hoc meetings of the Board and its committees, including, without limitation, this meeting and all other meetings of the Board and its committees, as provided in Article VI and X, during the pendency of the COVID-19 Crisis, are hereby waived; and
5. Articles XI, X and any other article or section of the Bylaws requiring face to face meetings of the Board and its committees are hereby amended to permit, for as long as required in order to comply with the Order and the pendency of the COVID-19 crisis, remote meetings and actions in alternate form for example, and not by way of limitation, telephone, videoconferencing, teleconferencing, or email; and
6. All meetings and actions of the Board and its committees, in whatever form and however conducted, during the pendency of the COVID-19 Crisis to the date of this Consent are hereby ratified and approved.
7. For the avoidance of doubt, the foregoing does not affect any requirement to take and maintain minutes of meetings to the extent and as provided in the Bylaws.
8. The Board discussed and desires to permanently amend the Bylaws to provide for remote meeting participation and alternate meeting formats (for example, by telephone, teleconferencing and / or email) in emergency situations and intends to pursue such by way of separate action of the Board as soon as practicable following the COVID-19 Crisis.

9. The following members of the Board present during the meeting (14 of the 15 current members of the Board) unanimously approved the foregoing via individual voice vote in the affirmative as actions of the Board as if taken at a regularly scheduled face to face meeting of the Board:

Susan Brandon – Chair / Director
Jayne Matthews – Vice Chair / Director
Darlene Dies – Treasurer / Director
Carol Humphrey – Secretary / Director
Robert Talley – General Counsel / Director
Paula Biser – Director
Joseph Calla – Director
Deborah Claxton – Director
William Hadesty – Director
Cathy Jones – Director
Rebecca Powell – Director
Tom Rieber - Director
Karla Squier – Director
Connie Stout – Director

[Absent and not voting: Steve Long, director]

Also present: Stephanie Bowen, Executive Director

This Consent is to be filed by the Secretary with the minutes of the meeting and secured with the Bylaws.

[Post note: This Emergency Unanimous Consent of the Board of Directors was distributed to the Board via email on April 23, 2020 and 14 of the 15 directors (including Steve Long) consented to it. The 15th director, Karla Squire, gave her consent to Chair Susan Brandon by telephone.]

CERTIFIED AS ACTION OF THE BOARD TAKEN AS OF APRIL 21,2020

Susan Brandon
Chair – Board of Directors

Carol Humphrey
Secretary

