

INTRODUCTION: At the April 15, 2012 Meeting for Worship with Attention to Business, the members of the Chapel Hill Meeting of the Religious Society of Friends (Quakers) united in the decision to incorporate as a nonprofit organization. As reported in the Meeting's minutes of August 19, 2012, "Chapel Hill Friends Meeting received the articles of incorporation from Elaine Marshall, Secretary of the State of NC, dated June 22, 2012. Our incorporation number is C201217200111. The articles are now in the possession of our Clerk and will be kept in our lockbox. Our legal name is now Chapel Hill Friends Meeting, Inc."

BY-LAWS OF THE CHAPEL HILL MEETING OF THE RELIGIOUS SOCIETY OF FRIENDS INCORPORATED AS A NONPROFIT ORGANIZATION ON JUNE 22, 2012, STATE OF NORTH CAROLINA DEPARTMENT OF THE SECRETARY OF STATE

ARTICLE I.

Organization

Section 1. Name:

A. The name of this corporation shall be Chapel Hill Friends Meeting, Inc. ("CHFM").

Section 2. Principal and Registered Office:

- A. The principal and registered office of the corporation shall be located at 531 Raleigh Road, Chapel Hill, NC 27514.
- B. The corporation may have offices at such other places, either within or without the State of North Carolina, as the Board of Directors may designate or as the affairs of the corporation may require from time to time.

ARTICLE II.

Board of Directors

Section 1. General Powers:

- A. The business and affairs of the corporation shall be managed by its Board of Directors.
- B. The Board shall act in the name of the organization only when it has been convened by all due notice to all the Directors of such MWAB.
- C. The Board shall appoint the Officers of the organization. *Refer to Article IV for additional information on Officers.*
- D. The Board may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

Section 2. Number, Term, and Qualifications:

- A. The number of Directors constituting the Board of Directors shall consist of the Meeting members in attendance at any given MWAB.
- B. Directors must be members of the Meeting, whose request for membership has been approved in a MWAB.
- C. Each Director shall hold office until CHFM's next MWAB or until the Director's death, transfer to another Meeting, resignation from membership, or removal from membership.

Section 3. Removal:

A. A Director, being present at a MWAB, may be removed for any reason, as decided by the “sense of the Meeting” and recorded by the Recording Clerk.

Section 4. Compensation:

A. The Board of Directors shall not compensate Directors for their services as such.

ARTICLE III.

Meetings of Directors

Section 1. Regular Meetings:

A. Regular meetings of the Board of Directors shall generally be held monthly in accordance with CHFMs traditional meeting schedule.

B. In addition, the Board of Directors may provide the time and place for the holding of additional regular meetings.

Section 2. Quorum:

A. Given the process of appointing Directors described in these bylaws, attendance at any organizational Board meeting must be one-hundred percent (100%); hence, quorum requirements will be satisfied at all duly called meetings.

Section 3. Manner of Acting:

A. Except as otherwise provided by these by-laws, any decision duly made by the Board of Directors at a MWAB in which a quorum is present and recorded by an appointed Recording Clerk as “the sense of the Meeting” shall constitute an act of the Board of Directors.

B. Any Director who is present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken. Any Director who is present at a Board meeting at which action on any corporate matter is taken, who is not in unity with the corporate decision, may "stand aside" from it, enabling the Board to unite on the action and supporting the Board in that corporate decision. At the Director's request, the act of and reason for standing aside may be recorded in the Board's records by the Recording Clerk.

Section 4. Committees of the Board:

A. The Board of Directors, by resolution reflecting the “sense of the Meeting” and recorded by the Recording Clerk, may designate two or more Directors to form any Committee seen fit by the Board of Directors. Each of these Committees, to the extent authorized by law and provided in such resolution, shall have and may exercise all of the authority of the Board of Directors in the management of the corporation.

B. The designation of any Committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility or liability imposed upon it or him or her by law.

ARTICLE IV.

Officers

Section 1. Officers of the Corporation:

A. The Officer(s) of the corporation shall consist of a Recording Clerk, as well as any other Officers that the Board of Directors may from time to time select. Any two or more Offices may be held by the same person, but no Officer may act in more than one capacity where action of two or more Officers is required.

Section 2. Selection and Term:

A. Any Officer(s) of the corporation will be selected by the Board of Directors and each Officer shall hold office for a term determined by the Board of Directors, or until his or her death, resignation, retirement, removal, or disqualification.

Section 3. Compensation:

A. No Officer of the corporation shall receive compensation for service provided.

Section 4. Removal:

A. Any Officer or agent selected or appointed by the Board of Directors may be removed by the Board whenever in its judgment the best interests of the corporation will be served thereby.

Section 5. Recording Clerk:

A. The Recording Clerk shall generally be responsible for recording and documenting the “sense of the Meeting” as the decisions of the Board of Directors at each MWAB.

B. The Recording Clerk, or her/his substitute, shall:

- i. Keep the minutes of MWAB in one or more books or notebooks provided for that purpose, or accessible electronic media.
- ii. See that all notices are fully given in accordance with the provisions of these bylaws or as required by law.
- iii. Be custodian of the corporate records. Keep a register of the post office address of each Director, which shall be furnished by each Director, and
- iv. In general perform all duties as from time to time may be assigned to her or him by the Board of Directors.

Section 6. Other Officers:

A. Any Officer otherwise appointed by the Board of Directors shall perform such duties as from time to time may be assigned to him or her by the Board of Directors.

ARTICLE V.

Contracts, Loans, Checks and Deposits

Section 1. Contracts:

A. The Board of Directors may authorize any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Loans:

A. No loans shall be contracted on behalf of the corporation and no evidence of 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:

A. 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, 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:

A. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such depositories as the Board of Directors may select.

ARTICLE VI.

General Provisions

Section 1. Seal:

A. The corporation will not use a corporate seal.

Section 2. Waiver of Notice:

A. Whenever any notice is required to be given to any Director or Officer by law, by the charter, or by these by-laws, 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:

A. The fiscal year of the corporation shall be set forth by the Board of Directors.

Section 4. Amendments:

A. Except as otherwise provided herein, these bylaws may be amended or repealed and new bylaws may be adopted by the sense of the Meeting decisions of the Board of Directors at any regular or special meeting of the Board of Directors.

Section 5. Shares:

A. This corporation shall issue no shares.

Section 6. Members:

A. This corporation shall have no members.

Section 7. Agent for Service of Process:

A. The Board of Directors shall appoint an agent for service of process whose registered address shall be the registered address of this corporation.

Section 8. Reimbursement:

A. Directors and Officers may be reimbursed for expenditures approved by the Board of Directors or a Committee thereof.

ARTICLE VII.

Indemnification

Section 1. Indemnification:

16A. Every member of the Board of Directors, Officer or employee of the organization may be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, Officers or employees in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, Officer, or employee of the corporation, or any settlement thereof, unless the alleged harm has been caused by purposeful misconduct or wrongdoing. Provided, however, that in the event of a settlement, the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition and not exclusive of all other rights that such member of the Board, Officer, or employee is entitled.