

Sandy Mush Community Center By-Laws

Article I: Name and Purpose

Section 1: Name: The name of the organization shall be Sandy Mush Community Center, hereinafter called the Community Center.

Section 2: Purpose: The Sandy Mush Community Center is organized exclusively for charitable purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The purpose of the organization is community improvement and capacity building through goals including, but not limited to:

- Strengthen the sense of community and awareness of community history and its agricultural heritage.
- Increase educational and health and wellness opportunities.
- Increase preservation efforts, including the historic Sandy Mush School and grounds.
- Strengthen and support community organizations.

Section 3: Offices: The principal office and registered agent of the Community Center shall be located in Buncombe County, North Carolina.

Article II: Membership

Section 1: Membership: The membership of the Community Center shall include all residents, landowners and other interested persons 18 years of age or older who have shown an interest in the Community Center by attendance at meetings or other community center activities and who have annually attended at least two community meetings.

Section 2: Voting Rights: Each member including the Board of Directors shall be entitled to one vote on each matter upon which members have voting rights. After attending two meetings during a calendar year, the member will have voting rights at the third and subsequent meetings. To maintain voting rights, each member must attend two meetings annually. No membership vote may be considered by proxy.

Section 3: Membership Vote Requirements: Membership vote is required at annual meeting for Board of Directors and a membership vote can be called at the Board of Director's discretion on other matters. Otherwise, the BOD will run the ongoing operations of the Community Center.

Article III: Meetings

Section 1: Regular Meetings: Regular meetings shall be held at least quarterly, with monthly recommended, at such date, time and place as determined by the Board of Directors.

Section 2: Special Meetings: Special meetings may be called by the President or by 1/3 of the members of the Board of Directors. A ten day notice must be given, with a reasonable attempt to communicate through usual means.

Section 3: Quorum: The majority of the Board of Directors present in person constitutes a quorum for the transaction of any business. If less than a quorum is present, the majority of those in attendance may adjourn the meeting, without further notice until a quorum is obtained.

Section 4: Proceedings: The rules contained in Robert's Rules of Order shall govern the proceedings of the Community Center in all cases to which they are applicable and in which they are not inconsistent with the by-laws or the special rules of the Community Center.

Section 5: Manner of Acting: A majority of the votes cast on a matter to be voted upon by the members present at a duly constituted meeting shall be necessary for the adoption thereof unless a greater proportion is required by law or these by-laws.

Section 6: Action without meeting: In case of a situation where the SMCC board has to make a decision outside of a regular scheduled board meeting the board will be advised in writing of the situation as much in advance as possible, according to the essence of the issue to be voted on. A two thirds majority vote of the members of the board is required to authorize what is requested. The board will not conduct what would be known as regular business in this manner. An example of the need for a hasty decision would be our heat failing and hiring it repaired.

Article IV: Board of Directors

Section 1 : General: The property, business and affairs of the Community Center shall be overseen by its Board of Directors in accordance with the by-laws and the purposes of the Community Center. The Board is responsible for overall policy and direction of the Community Center and delegates responsibility for day to day operations as needed. The Board works for consensus, though majority vote carries when necessary. The Board reviews and approves the Community Center budget and raises the financial resources required to operate and meet objectives. The Board conducts an annual review of financial resources and performance in meeting stated purpose.

Section 2: Number and Qualifications: The number of Directors shall be no fewer than five and no more than fifteen, with a goal of at least nine Directors. Directors shall have a demonstrated commitment to the Community Center's stated purpose. No two Directors shall reside in the same household nor shall more than two Directors represent the same immediate family. Immediate family being defined as parent, child, sibling.

Section 3: Election: Directors shall be nominated by either the current Board of Directors, a nominating committee or members at the November meeting; nominations may come from the floor. Elections will take place in December, with newly elected Directors taking office in January.

Section 4: Term: Directors shall serve for a term of three years with one subsequent term allowed, only after one year off the Board of Directors could a member serve another term. In order to attempt to increase community participation, Directors are encouraged to rotate off after the first term, unless serving in an officer capacity. The Board of Directors will have staggered terms with a maximum of 1/3 of the board allowed to rotate off in any given year. The current Board of Directors will begin staggering their terms at the end of 2017. At no time will more than 1/3 of the Board of Directors rotate off and newly elected Directors begin. Despite the expiration of a director's term, the director continues to serve until the director's successor is elected, designated, or appointed and qualifies, or until there is a decrease in the number of directors.

Section 5: Committees: The Board of Directors shall appoint such standing committees and project committees as needed to carry out the work of the Community Center, with such committees to serve for one year, unless reappointed. Each committee shall have two or more members , who serve at the pleasure of the board. The creation of a committee and appointment of members to it shall be approved by a majority of all the directors in office when the action is taken.

Section 6: Compensation: No Directors shall receive compensation for his or her service in such capacity, except the Board of Directors may by resolution provide for reimbursement for travel and lodging expenses incurred in the performance of duties of Directors.

Article V: Officers

Section 1: Officers: The officers of this community center shall be President, Vice-President, Secretary and Treasurer.

Section 2: Election: The Board of Directors will elect from among the Directors the officers of the community center. In order to be eligible to serve as an officer, the director must have served one year on the Board. Elections will coincide with the election of Directors.

Section 3: Term: Officers shall serve a term of two years, with one subsequent term allowed.

Section 4: Resignation and removal of officers: An officer may resign at any time by communicating his or her resignation to the Community Center. A resignation is effective when it is communicated unless it specifies in writing a later effective date. If a resignation is made effective at a later date and the Community Center accepts the future effective date, its Board of Directors may fill the pending vacancy before the effective date if the Board of Directors provides that the successor does not take office until the effective date. A Board of Directors with majority vote may remove any officer at any time with or without cause.

Section 5: Vacancies: Any vacancy occurring in an office shall be filled by election at a regular meeting, such term to run until the next regular election.

Section 6: President: The president shall preside at all meetings of the community center and see that all resolutions, agreements, contracts, etc. that have been authorized by the community center are carried out.

Section 7: Vice-President: The vice-president shall perform the duties of the president in his or her absence and assist as needed.

Section 8: Secretary: The secretary shall keep the minutes of all meetings of the Board of Directors, including all votes and resolutions adopted.

Section 9: Treasurer: The treasurer shall be responsible for the handling of all funds of the community center, and shall provide a financial report at regular monthly meetings. The funds of the community center shall be deposited in the name of the community center at a bank chosen by the Board of Directors. The treasurer shall have authority to pay all normal outstanding debts and obligation as they become due. No monies shall be withdrawn to cover new projects without the approval of the Board of Directors.

Section 10: Steering Team: The President, Vice-President, Secretary, and Treasurer shall comprise the Steering Team. The purpose of the Steering Team is to help ensure the effective functioning of the Board of Directors and the purpose of the Sandy Mush Community Center as stated in Article I, Section 2. The Steering Team shall meet between regularly scheduled meetings of the Board of Directors to share information, identify and clarify matters for Board consideration, and help develop the agenda for Board meetings. The Team, at its discretion, can invite others to meet with it. In the case of an emergency necessitating Action Without Meeting (Article III, Section 6), the Steering Team shall make it happen. The Steering Team shall not: elect or remove Board members; amend the Bylaws; hire or fire staff; approve or change the budget; or add or eliminate programs.

Article VI: Miscellaneous Provisions

Section 1: Fiscal Year: The fiscal year of the community center shall run with the calendar year (January 1-December 31), unless otherwise determined by Board of Directors.

Section 2: Conflict of Interest Policy: No Director of the Community Center shall derive any personal profit or gain, directly or indirectly, by reason of his or her participation with the Community Center. This shall also include the Director's business or other nonprofit affiliations, family and/or significant other, employer, or close associates who may stand to receive a benefit or gain. Each individual shall disclose to the Board of Directors any personal interests which he or she may have in any matter pending before the organization and shall refrain from participation in any discussion or decision on such matter. A conflict of interest transaction is not voidable by the community center solely because of the Director's interest in the transaction

if any one of the following is true:

- . (1) The material facts of the transaction and the Director's interest were disclosed or known to the Board of Directors or a committee of the board and the Board or committee authorized, approved, or ratified the transaction;
- . (2) The material facts of the transaction and the Director's interest were disclosed or known to the members entitled to vote and they authorized, approved, or ratified the transaction; or
- . (3) The transaction was fair to the Community Center.

Any new member of the Board of Directors shall be given this policy at the time of their election onto the Board of Directors and the policy will be reviewed annually by the board at a regularly scheduled meeting. We understand that the purposes of this policy are to protect the integrity of Sandy Mush Community Center's decision-making process as well as to enable our constituencies to have confidence in the integrity, intentions and actions of the officers, board members and volunteers.

Section 3: Amendments: The by-laws may be amended or repealed and new by-laws adopted by a majority vote of the Board of Directors and/or voting members present at a duly constituted meeting, provided that notice of the proposed action, including the content thereof, has been presented to the Board of Directors and/or membership at a regular meeting at least one month in advance. The newly adopted by-laws become effective immediately upon its adoption.

Section 4: Activities of the Community Center: The Community Center shall not be used in any way for political purposes, nor shall it support or endorse the candidacy of any person for political office.

Section 5: Dissolution and Distribution of Assets: In the event of dissolution of the Community Center, the Board of Directors shall, after paying and making provisions for the payment of all liabilities, distribute all the assets of the Community Center over to an organization dedicated to charitable and/or educational purposes and which has been recognized as a 501(c)(3) organization by the Internal Revenue Service.

Section 6: Nondiscrimination Statement: Sandy Mush Community Center 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, membership, election of Board of Directors and officers, hiring and firing of staff, selection of volunteers and vendors, and provision of services. We are committed to providing an inclusive and welcoming environment for all members of our community.

These bylaws were approved and adopted at a meeting of the Sandy Mush Community Center on:

June 3, 2016

Sandy Mush Community Center Board President , Keith Wells

Revised, by change of Article III, Section 6, at a meeting of the Sandy Mush Community Center on February 19, 2021.

Revised, by addition of all-new Article V, Section 10, at a meeting of the Sandy Mush Community Center on April 20, 2021.