

## BYLAWS

### ASHEVILLE MONTHLY MEETING OF THE RELIGIOUS SOCIETY OF FRIENDS

#### ARTICLE I:

##### NAME. SEAL. PRINCIPAL OFFICE AND GENERAL PURPOSES

SECTION 1. NAME. The name of this corporation is Asheville Monthly Meeting of the Religious Society of Friends, hereafter referred to as the Friends Meeting.

SECTION 2. PRINCIPAL OFFICE. The principal office of the Corporation shall be at Meeting House at 227 Edgewood Road, Asheville, Buncombe County, North Carolina, 28804.

SECTION 3. PURPOSES. The purposes for which this Meeting is organized are stated in its corporate charter, and in particular, its purposes and objective shall be as follows:

- (a) To maintain and extend the religious, spiritual, charitable, and social work of the Religious Society of Friends in Asheville, North Carolina, and the surrounding areas of North Carolina.
- (b) To make gifts, donations, contribution, and other distributions to organizations that qualify as exempt organizations under section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Code).
- (c) To carry on any lawful activities calculated, directly or indirectly, to promote the interests and purposes of the Meeting, or to enhance the value of its properties, under such powers and rights which are now or which may hereafter be conferred upon Meetings organized under the laws of the State of North Carolina.
- (d) Notwithstanding any other provisions of these articles, the Friends Meeting shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Revenue Law) or (II) by a meeting, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

#### ARTICLE II

##### BOARD OF DIRECTORS

SECTION 1. OFFICERS. The Officers of the Board shall be a Chairperson, Treasurer, Assistant Treasurer, and Secretary. The Treasurer of Asheville Friends Meeting shall serve *ex officio* as the Treasurer of the Board. The Assistant Treasurer of Asheville Friends Meeting shall serve *ex officio* as the Assistant Treasurer of the Board. The Chairperson and Secretary shall be elected by the Directors. Officers of the Board shall be officers of the Corporation.

SECTION 2. FUNCTION. The business and property of the Friends Meeting shall be managed and controlled by the Board of Directors.

SECTION 3. TERM. The Board of Directors shall be self-perpetuating, being chosen by consensus of the existing Board. The Clerk, Treasurer, and Assistant Treasurer of the Meeting shall be included as members. This selection shall take place at the Annual Meeting of the Board, subject to the approval of the Monthly Meeting for Business.

SECTION 4. NUMBER. The number of Directors of the Board shall be a minimum of five.

SECTION 5. RESIGNATION. Any Director may resign at any time by giving written notice of such resignation to the Board of Directors.

SECTION 6. VACANCIES. Any vacancy on the Board of Directors may be filled by the Board of Directors, subject to approval at the following Monthly Meeting for Business.

SECTION 7. ANNUAL MEETINGS. The Annual Meeting of the Board of Directors shall be held at the office of the Friends Meeting on the second Sunday of October of each year.

SECTION 8. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by the chairperson

and must be called by him or her on written request of any member of the Board.

SECTION 9. NOTICE OF MEETINGS. Notice of all special Directors meetings, except as in herein provided, shall be given by mailing the same at least three days or telegraphing the same at least one day before the meeting to the usual business or residence address of the Directors, but such notice may be waived by any Director. Regular meetings of the Board of Directors may be held without notice at such time and place as shall be determined by the Board. Any business may be transacted at any Director's meeting. At any meeting at which a majority of Directors shall be present, even though without any notice of waiver thereof, any business may be transacted.

SECTION 10. CHAIRMAN: At all meetings of the Board of Directors or in his/her absence a Chair chosen by the Directors present shall preside.

SECTION 11. QUORUM: At all meetings of the Board of Directors, a majority of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business and the unanimous act of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by these By-Laws. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting from time to time without further notice to any absent Director.

SECTION 12. COMPENSATION. Directors shall receive no salary for their services.

SECTION 13. POWERS. All the corporate powers, except such as are otherwise provided by these By-Laws and in the laws of the State of North Carolina, shall be and are hereby vested and shall be exercised by the Board of Directors. The Board of Directors may, by general resolution, delegate to committees of their own number, or to officers of the Meeting, such powers as they see fit.

SECTION 14. DUTIES. The Board of Directors shall present at the annual meeting and file with the minutes thereof a report, verified by the Chair or Treasurer, or by a majority of the Directors, showing (a) the whole amount of real and personal property owned by the Corporation, where located and how invested; (b) the amount and nature of the property acquired during the year immediately preceding the date of the report and the manner of acquisition; (c) the amount applied, appropriated or expended during the year immediately preceding such date and the purposes, objects, or persons to or for which such applications, appropriations, or expenditures have been made.

### ARTICLE III

#### CONTRACTS

The Board of Directors, except in these By-Laws otherwise provided, if approved by the Monthly Meeting, may authorize any officer or instrument in the name and on behalf of the Friends Meeting, and such authority may be general or confined to a specific instance; and the officer or agent shall have any power or authority to bind the Friends Meeting by any contract or engagement, or to pledge its credit, or render it liable pecuniarily for any purpose or to any amount.

### ARTICLE IV

#### PERIOD OF ACCOUNTING AND REPORTING

The fiscal year of the Meeting shall be the calendar year from January 1 to December 31. Records will be kept and report made to the annual Board Meeting accordingly.

### ARTICLE V

#### PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS OR ASSETS

No director, officer, employee of, or member of, or any person connected with the Meeting, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Meeting, provided that this shall not prevent the payment of such reasonable compensation to any such person for services rendered to or for the Meeting in effecting any of its purposes as shall be fixed by the Board of Directors; but no

such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Meeting. All directors and officers of the Meeting shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Meeting, whether voluntary or involuntary, the assets of the Meeting then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered, and paid over under the advisement of the Meeting House Fund Committee of the Friends General Conference or to organizations of similar intent and concerns such as the American Friends Service Committee, Friends World Committee for Consultation, Friends Committee on National Legislation, or the Friends Journal, upon such terms and conditions and in such amounts and proportions as the Board of Directors and the Monthly Meeting may impose and determine, to be used by such institutions receiving the same for the same purposes as are set forth in the Certificate of Incorporation of this Meeting and any and all amendments thereto; provided, however, that upon the dissolution or winding up of Meeting affairs the distribution, transfer, conveyance, delivery, and payment of the remaining assets to eleemosynary institutions, as hereinabove provided, shall be such that the assets so distributed, transferred, conveyed, delivered and paid over shall be dedicated thereby for exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 or as hereafter amended, and all rulings and regulations applicable thereto.

## ARTICLE VI

### FRIENDS MEETING PROPERTY

The Friends Meeting shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, subject to the approval of the Monthly Meeting for Business.

## ARTICLE VII

### BYLAW REVISION

The Board of Directors shall have the power to make, alter, amend, and repeal the By-Laws of the Friends Meeting by consensus of the Board, provided, however, that the action is proposed at a regular or special meeting of the Board and adopted at a subsequent regular Monthly Meeting for Business of the Asheville Monthly Meeting of Friends.

## ARTICLE VIII

### INDEMNIFICATION

The Meeting shall indemnify any and all of its directors or officers or former directors or officers against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they, or any of them, are made parties, or a party, by reason of having been directors or officers or a director or officer of the Meeting, provided that such person has acted honestly and reasonably and that in view of all the circumstances of the case, his or her conduct fairly and equitably merits such relief. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled.

This is a true copy of the By-Laws of the Asheville Monthly Meeting of the Religious Society of Friends.

(Signed) Marcia Master, Chairperson of the Board

revised 8/13/06 by action of Asheville Friends Meeting