

AMENDED AND RESTATED BY- LAWS OF ROWAN HELPING MINISTRIES

ARTICLE I NAME

1. The name of the corporation is Rowan Helping Ministries.

ARTICLE II PURPOSE

2.1 Rowan Helping Ministries is organized to provide the means for (1) religious bodies, (2) institutions, (3) individuals, and (4) foundations to engage in cooperative outreach ministry to meet the essential needs of those in Rowan County who are in crisis.

2.2 The purposes are to (1) raise and coordinate the resources necessary for crisis assistance (2) administer the programs and services for the distribution of resources to those in need (3) train and coordinate volunteers so that they may carry out the mission of Rowan Helping Ministries programs (4) stimulate public and private agency cooperation in response to crisis needs in Rowan County and
(5) forecast the community needs and respond appropriately

ARTICLE III MEMBERSHIP AND MEETINGS

3.1 Membership. Membership in this corporation shall include congregational, corporate, and individual members, who have provided financial support during the ~~current or~~ prior fiscal year.

a. Congregational membership shall consist of supporting religious bodies, each of which shall be entitled to three (3) voting representatives **at the Annual Meeting.**

b. Corporate membership shall include supporting institutions, businesses, foundations, and organizations, each of which shall be entitled to one (1) voting representative **at the Annual Meeting.**

c. Individual membership shall include supporting individuals who shall be entitled to one (1) vote **at the Annual Meeting.**

3.2 Annual Meeting/Corporate Meetings. The Annual Meeting shall be **held on** the third Tuesday in September at the principal office of the corporation, or such other place in the County of Rowan, as may be designated by prior notification of not less than seven days, for the transaction of such business as may be determined by the Directors. **Eligibility to vote at the September Annual Meeting is limited to those Members certified as contributing to the corporation during the previous fiscal year ending on June 30th.** An informational meeting of the corporation shall be held at the call of the Directors in the second half of each fiscal year.

3.3 Special Meetings and Notice. Special meetings of the corporation may be called by the chairperson or **by a majority of** the Board of Directors. Written or printed notice of any meeting, stating the purpose for which **it** is called and place of meeting and time, shall be mailed ~~or published in the newspaper~~ not less than ten days before the meeting.

3.4 Voting and Quorum. At all meetings of the **Membership of the** corporation each representative in good standing shall have ~~one~~ **vote the right to vote as detailed in Article 3.1.** . Voting by proxy shall not be permitted. A quorum shall be defined as those members **in good standing that are** present at a properly convened meeting of the corporation **even if such number of qualified members is less than ten percent (10%) of the votes entitled to be cast..** The vote of a majority of eligible voters present at a meeting at which a quorum is present shall suffice for the adoption of any matter voted upon by the members. ~~unless a greater proportion is required by state law and these bylaws.~~

3.5 Entitlement. Membership shall not entitle any member to any interest or right in the assets, property, or income of the corporation. Upon dissolution, the assets and property of the corporation shall be distributed to a non-profit organization incorporated under the laws of the State of North Carolina **and is recognized as tax exempt by the Internal Revenue Service.** In no event shall any assets, property, or net earnings of the corporation become vested, owned, or inure to the benefit of any officer, director, or member of the corporation, or to any private individual or any sole proprietorship, business association, or corporation operated as a profit-making business.

3.6 Fiscal Year. The fiscal year shall end on June 30.

ARTICLE IV BOARD OF DIRECTORS

4.1 General Powers. The activities, affairs, and assets of the corporation shall be managed by a Board of Directors.

4.2 Board Membership. There shall be not less than twelve nor more than twenty-four directors elected by the membership of the corporation. All directors shall be individual members in good standing ~~of~~ **with** the corporation.

4.3 Terms. All directors shall begin their terms immediately following the meeting at which they are elected. Directors shall be elected to a three-year term and may ~~not serve more than two consecutive terms~~ **succeed themselves for one additional consecutive term.** An exception to this rule may be made during a period of transition in the Executive Director position, and the continued service of a board member is deemed desirable by a majority of the remaining board members. **A board member's term that would otherwise expire may be extended from year to year until the leadership transition is complete.** Any Board member elected by the corporation membership to fill unexpired or newly created terms shall be considered as serving a full term for the purposes of the "two term" limit if the total time remaining in the unexpired or newly

created terms is more than one year. Any director whose absence is unexcused at three regularly scheduled meetings in any six months period may be asked to resign, or may be removed by two-thirds vote of the total voting Board, and the vacancy filled as provided below.

4.3.5 Removal for Cause. Any Board member may be removed for cause by a two-thirds vote of the ~~membership~~ **Board of Directors**, whenever in its judgment the best interests of the corporation will be served thereby.

4.4 Regular Elections. Directors shall be elected at the Annual Meeting of the Corporation. The unexpired term of any director shall be filled as provided in section 4.9 below,

4.4.5 Change in Number of Directors. The Board of Directors, by a two-thirds vote of the total voting Board, may by resolution increase or decrease the number of Directors within the limits provided in section 4.2 above.

4.5 Meetings. The Board shall meet monthly at a time and place determined by a voting majority of the existing Board. Special meetings of the Board may be called by or at the request of the Chairperson or any three directors. The person or persons authorized to call such special meetings shall fix the place in the County of Rowan, and the time for such meeting called by them. The Board may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

4.6 Notices. Notice of any regular or special meeting of the Board shall be given at least ~~five days~~ **twenty-four (24) hours** prior thereto by written or oral notice delivered personally, by mail, by telephone, or by e-mail to each director at his or her address as shown by the records of the corporation. **A director being present waives their right to notice.** The business to be transacted at the meeting need not be specified in the notice of such meeting, unless ~~specifically~~ **specifically** required by state law or by these by-laws.

4.7 Quorum. The presence of a simple majority of the Board members shall constitute a quorum for the transaction of business at any meeting of the Board. Each member shall be entitled to one vote, no voting by proxy shall be permitted and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board, unless a greater number is required by state law or by these by-laws.

4.8. Action by written consent. The Board may act through the unanimous written consent of the Board. When the Chair determines that the urgency of a particular matter requires immediate Board action or approval, the Chair may prepare and distribute a consent describing the action to be taken. Such consent may be distributed via email and a member's electronic signature by return email shall constitute that member's consent.

4.9 Vacancies. Any vacancy occurring in the Board of Directors by reason of death, resignation or removal of a director or an increase in the number of directors may be filled by the Board of Directors by interim appointment until the Board elections at the next annual meeting. A director elected at the next annual meeting by the Membership of the Corporation to fill a vacancy shall serve during the remaining term of his or her predecessor in the office. For purposes of the limitations on terms contained in Article 4.3, an

interim appointment by the Board shall not be included when determining the length of service of a Board member.

4.10 Compensation. No compensation shall be paid to directors for their services as directors. No remuneration shall be paid to a director for services performed by him or her for the corporation in any capacity, unless a resolution authorizing such remuneration shall have been adopted by the Board before the services are rendered. A director may not be an employee of the corporation.

4.11 Conflict of Interest. Any possible conflict of interest on the part of a Board member shall be disclosed to the Board. When any matter comes in which any director has any personal interest comes before the Board, such Board member shall not vote or use personal influence on the matter and shall not be counted in the quorum for a meeting at which Board action is to be taken on the interest. The minutes of all actions taken on such matters shall clearly reflect that these requirements have been met.

ARTICLE V OFFICERS

5.1 Officers. The officers of the Board shall be a chairperson, a vice chairperson, a secretary, a treasurer, and such other officers as may be elected or appointed by the Board, such other officers to have the authority and perform the duties prescribed by the Board. No two offices may be held by the same person except that the treasurer shall also be designated as an assistant secretary.

5.2 Election and Term of Office. The officers of the Board shall be members of the Board, elected by the Board, at its first meeting immediately following the annual meeting of the corporation. The term of office shall be one (1) year. In the event that an officer position becomes vacant before its term expires, the Board shall elect an officer to complete the remaining term. No officer may be elected to more than two (2) consecutive terms in the same office, provided that an appointment to fill the remainder of an unexpired term shall not count as a term.

5.3 Removal. An officer may be removed by the 2/3 vote of the Board whenever in its judgment the best interests of the corporation will be served thereby.

5.4 The Chairperson shall preside at all meetings of the corporation and the Board. The Chairperson shall sign, with another officer, any documents which the Board shall authorize to be executed. In general, the Chairperson shall perform all duties normal to the office of chairperson and such other duties as may be prescribed by the Board of Directors.

5.5 Vice-Chairperson. In the absence of the chairperson or in the event of his or her inability or refusal to act, the vice-chairperson shall perform the duties of chairperson, and when so acting shall have all the powers of and be subject to all the restrictions upon the chairperson.

The vice-chairperson shall perform such other duties as may be assigned to him or her by the chairperson or the Board of Directors.

5.6 Secretary. The secretary shall keep the minutes of the meetings of the corporation and the Board, shall see that all notices are duly given in accordance with the provisions of these by-laws or as required by law, shall be custodian of the corporate records and the seal of the corporation and shall fix the seal on all appropriate documents, shall keep a register of the name and address of each member, director, officer, and in general shall perform all duties

normal to the office of secretary and such other duties as may be assigned to him or her by the chairperson or by the Board of Directors.

5.7 Treasurer. -The treasurer serves as the financial officer of the Corporation, as a member of the Executive Committee and the Chairperson of the Finance Committee; monitors the receipt of all securities and monies; ensures that all funds are properly deposited and disbursed in a timely manner; prepares monthly and annual financial reports for the Board; contracts with an independent CPA to conduct an annual audit and in general shall perform all the duties normal to the office of treasurer and such other duties as may be assigned to him or her by the chairperson or by the Board of Directors.

5.8 Executive Committee. There shall be an Executive Committee comprised of seven Board members, including the Chairperson, Vice Chairperson, Secretary, Treasurer, and three at large members, elected by the Board after the annual meeting. The Executive Committee shall: (1) deal with sensitive personnel matters; (2) advise the Board and initiate recommendations for Board action; (3) serve at the discretion of the Board with particular assignments. Additionally, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, but it shall remain subject to the direction and control of the full board. Any decision made by the Executive Committee must be reviewed and ratified by the entire Board of Directors at next regular board meeting.

ARTICLE VI EMPLOYED STAFF

6.1 Executive Director. The Board shall employ an Executive Director, who shall be the chief ~~operational~~ **executive** officer of the corporation. Subject to the Board, the Executive Director shall have general direction over the operations of the corporation; shall implement all policies of the Board; shall submit to the Board or its committees such reports as the Board may require; shall assist in the preparation of an annual budget for presentation to and adoption by the Board; shall assist in the preparation of a personnel policy; shall provide staff support to the Board; and shall perform such other functions as the Board may direct. The Executive Director shall be responsible directly to the Board of Directors.

6.2 Other Staff. Such employed staff as may be necessary to support the organization shall be hired and discharged by the Executive Director. The employed staff shall report directly to, and are accountable to, the Executive Director or his or her designees.

ARTICLE VII COMMITTEES

7.1 Committees. There shall be the following Standing Committees: (1) Program Services: The Program Services Committee assesses the program services provided by Rowan Helping Ministries for efficiency and effectiveness and serves as an advisory group to the Volunteer Program.

(2) Resource Development: The Resource Development Committee oversees the organization's overall ability to raise and coordinate charitable and volunteer resources to carry out our mission.

(3) Governance: The Governance Committee is responsible for maintaining the bylaws of the organization, advising the Board and the Executive Director regarding policies, and the continuity and composition of the Board through the identification of prospective Board members.

(4) Finance: The Finance Committee assures that Rowan Helping Ministries practices sound financial managements that accurate financial records are kept and that the financial resources are used in accordance with the annual budget to further the organization's tax exempt purposes.

(5) Facilities: The Facilities Committee is responsible for oversight of the upkeep, maintenance, and repairs of the facilities and their contents. While the property itself is in the name of Shelter Ministries of Rowan County, Rowan Helping Ministries is responsible for maintaining the buildings and furnishings.

The Board Chairperson may from time to time establish and appoint such other Committees as necessary to accomplish the goals and objectives of the Board. Any such Committees established by the Chairperson shall operate until the term of the Chairperson expires.

7.2 Chairperson and Members. Unless otherwise provided by the Board, the chairperson of each Standing Committee shall be a Board Member appointed by the chairperson of the Board and affirmed by the Board. The Committee Chairperson shall appoint or remove the members of each committee. The Board Chairperson shall be a nonvoting, ex-officio member of all standing committees. Each member of a committee shall continue as such until the first meeting of the Board following the annual meeting or until his or her successor is appointed, unless the committee shall be sooner terminated or the member removed from the committee. Any chairperson of a Standing Committee may be removed by the Board whenever in its judgment the best interests of the corporation will be served thereby. The Executive Director may attend all Committee meetings, except those meetings of the Executive Committee that relate to personnel issues involving the Executive Director.

7.3 Meetings. At all committee meetings, a majority of the committee members shall constitute a quorum, and the act of the majority of the members present at a meeting at which a quorum is present shall be the act of the committee. Minutes shall be kept at each meeting of a committee and filed with the secretary of the Board.

7.4 Duties. The Standing Committees shall advise the Board relating to matters within their scope, initiate recommendations for Board action, and perform such other duties as shall be assigned by the Board.

7.5 Subcommittees. The Committee Chairperson may from time to time establish and appoint such sub-committees as necessary to accomplish the goals and objectives of the Committee. Any such sub-committees established by the committee chairperson shall operate until the sub-committee has accomplished its stated purpose or until the next regularly scheduled election of Board members, whichever is sooner.

ARTICLE VIII MISCELLANEOUS

8.1 Execution of Instruments. The Board of Directors may authorize any officer or agent of the corporation, in addition to the officers so authorized by these by-laws, 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.

8.2 Corporate Funds. All funds of the corporation shall be deposited to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may designate by resolution. All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the corporation shall be signed by such officer or officer's agent or agents of the corporation and in such manner as shall be determined by resolution of the Board of Directors.

8.3 Loans to Directors Forbidden. No loan of the corporation's funds shall be made to any director,

8.4 Acceptance of Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, devise, or transfer for the general purposes or for any special purpose of the corporation.

8.5 Indemnification of Officers and Directors. The Corporation shall indemnify its officers and directors to the maximum extent required or permitted by Sections 55A-8-50 et seq of the General Statutes of North Carolina as amended, and such officers and directors shall be deemed to have relied on this section.

ARTICLE IX BOOKS AND RECORDS

9.1 The Corporation shall keep correct and complete books and records of account, shall keep minutes of the proceedings of its members, Board of Directors, and committees, and shall keep at the registered or principal office, or such other place or places as may be designated by the Board, a record of the names and addresses of its members, directors, and officers. All books and records of the corporation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

ARTICLE X OFFICE AND SEAL

10.1 Principal Office. The principal office of the corporation in the State of North Carolina shall be located in the County of Rowan. A registered agent and registered office shall be designated and may be changed from time to time by action of the Board of Directors and the filing of a certificate with the Secretary of State of North Carolina.

ARTICLE XI WAIVER OF NOTICE

11.1 Whenever a notice is required to be given under the provisions of the Non-Profit Corporation Act of North Carolina or under the provisions of the Articles of Incorporation or the By-Laws of the corporation, a waiver hereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XII AMENDMENTS TO THE BY-LAWS

12.1 The Membership of the Corporation shall have power to adopt, alter, amend, or repeal the by-laws of this corporation or any

part thereof, by an affirmative vote of a majority present and voting at a properly called meeting of the Corporation.

ARTICLE XIII

~~PROCEDURE~~

~~13.1 Robert's Rules of Order shall be the norm for conducting all meetings of the Corporation, the Board, and Committees.~~

ARTICLE ~~XIV~~ XIII NONDISCRIMINATION

~~14.1~~ 13.1 It shall be the policy of Rowan Helping Ministries that it will not discriminate against any person in the programs, services, staffing, or volunteer opportunities on the basis of age, race, creed, color, national origin, gender, marital status, familial status, religion, veteran status, or disability.

HISTORY

April 1990 Amendments: Sec. 5.1; Sec. 5.5. I (new); Sec. 5.8

July 1990 Amendments: Sec. 4.3; 4.4; Sec. 4.9; Sec. 7.1 through 7.6

October 1990 Amendments: Articles V II and V III

January 1991 Amendments: Section I (new); 3.1; 4.2; 4.2.5; 4.3;

4.3.5

(new); 4.1 1 (new); • 5.8; 6.1 (new); 6.2 (new); 7.1; 7.2; 7.4 (new); 8.1;

8.2; 8.3; 8.5 (new); I I I 1 1.2; 13.1; 15.1 (new)

February 1992 Amendments: Sections 3.2; 3.6; 4.2; 4.2.5 (deleted);

4.3; 5.1 ; 5.2; 5.5.1 (deleted); 5.8; 6.1; 7.1 ; 8.5; 9.5 (new)

September 1995 Amendments: Sections 3.2; 7.1 September 1 1996 Amendment: Section 4.5

September 1998 Amendments: Sections 4.3; 4.9; 5.7: 6.2; 7. 1

September 2002 Amendments: Sections 2.2; 3.1 a; 3.2b; 3.5;4. I ;4.2;

4.4.5; 4.5; 4.8 (deleted); 5.1 ; 5.2; 5.4; 7.1.

September 2004 Amendments: Sections 2.1 ; 2.2; 3.1 a; 3.1b; 3.5; 4. 1 ;

4.2; 4.3; 4.4; 4.45; 4.5; 4.6; 4.8 (deleted); 5.1; 5.2; 5.4; 5.5; 5.7; 5.8;

7.1; 8.2; 8.5

September 2012 Amendments: Sections 2.1 ; 2.2' 3.1 ; 3.4; 4.1; 4.3;
4.3.5; 4.5; 4.6; 4.8 (new); 4.9; 4.1 1 ; 5.2; 5.3; 5.4; 5.7; 7.1 ; 7.2; 7.4;
7.5 (new); 8.5; 14.1

September 2025 Amendments: Sections 3.1, 3.1a, 3.1b, 3.1c, 3.3,
3.4, 3.5, 4.2, 4.3.5, 4.6, 4.10, 5.8, 6.1, 13.1 (deleted), 14.1

ADOPTION

These By-Laws adopted in full by affirmative vote of three-fourths majority present and voting at the regularly scheduled meeting of the Corporation, a quorum being present, and all prior acts of the Corporation and of the Board of Directors as recorded in the minutes of the Corporation are hereby ratified this 18th day of September, 2025.

Matthew Marsh, Chairperson

ATTEST

Sheila Prevatte, Secretary

(Corporate Seal)

as amended 9/2025