

AMENDED AND RESTATED BYLAWS

THESE AMENDED AND RESTATED BYLAWS of North Carolina Baptist Men, duly adopted by its Members and Board of Directors, are hereinafter referred to as these "Bylaws."

ARTICLE ONE DEFINITIONS

Capitalized terms used in these Bylaws shall have the meanings ascribed to them at the point where first defined, irrespective of where their use occurs, with the same effect as if the definitions of such terms were set forth in full and at length every time such terms are used. The following capitalized terms, words and phrases shall have the following meanings when used in these Bylaws:

Section 1.1. Articles of Incorporation. The term "Articles of Incorporation" shall mean and refer to the Amended and Restated Articles of Incorporation for North Carolina Baptist Men, and any amendments thereto, filed with the Office of the North Carolina Secretary of State.

Section 1.2. Board. The term "Board" or "NCBM Board" shall mean and refer to the board of directors of North Carolina Baptist Men, as described in Article Five, below.

Section 1.3. BSC. The term 'BSC" shall mean and refer to the Baptist State Convention of North Carolina.

Section 1.4. BSC Executive Committee. The term "BSC Executive Committee" shall mean and refer to the executive committee of the board of directors of the Baptist State Convention of North Carolina.

Section 1.5. Council. The term "Council" shall mean and refer to the Advisory Council, as described in Article Six, below.

Section 1.6. Executive Committee. The terms "Executive Committee" and "NCBM Executive Committee" shall mean and refer to the executive committee of North Carolina Baptist Men, as described in Section 9.10, below.

Section 1.7. Executive Director-Treasurer. The term "Executive Director-Treasurer" shall mean and refer to the executive director-treasurer of North Carolina Baptist Men.

Section 1.8. Member. The terms "Member" and "NCBM Member" shall mean and refer to a member of North Carolina Baptist Men, as described in Article Three, below.

Section 1.9. NCBM. The term "NCBM" shall mean and refer to North Carolina Baptist Men, a nonprofit corporation organized and existing under the laws of the State of North Carolina.

Section 1.10. NCBM Staff. NCBM's program staff and administrative staff, together with the Executive Director-Treasurer, may be referred to herein collectively as the "NCBM Staff."

Section 1.11. SBC. The term "SBC" shall mean and refer to the Southern Baptist Convention.

Section 1.12. Missions Conference. The term "Missions Conference" shall mean and refer to the conference led by NCBM, generally in the first or second quarter of the calendar year, which celebrates the Mission and Strategies of NCBM described in Article Two, below.

ARTICLE TWO **MINISTRY STATEMENTS**

Section 2.1. Vision. The vision of NCBM is that every Christian share Christ's love through word and deed.

Section 2.2. Mission. The mission of NCBM is to assist all North Carolina Baptists, especially men and boys, to be involved in missions and ministry in Jesus' name.

Section 2.3. Strategies. The strategies of NCBM are:

- (a) to initiate and network to discover mission needs that NCBM can address,
- (b) to educate and disciple North Carolina Baptists about those mission needs and their own spiritual gifts and abilities, and
- (c) to motivate and lead North Carolina Baptists in meeting mission needs.

Section 2.4. Relationships. Unity of purpose and collective action can be achieved through the ministries of NCBM due in part to its relationship with other organizations. NCBM, therefore:

- (a) cooperates with the BSC in missions education and missions involvement,
- (b) works with missions groups in local Baptist associations,
- (c) recognizes the autonomy of each Baptist church and association, and
- (d) correlates its work with other missions organizations to accomplish the vision, mission and strategies of NCBM.

ARTICLE THREE **MEMBERS**

The members of NCBM (the "Members") shall be:

- (a) members of local men's or boys' groups in Baptist churches in North Carolina, and
- (b) Baptist men and women who are involved in any ministry of NCBM.

ARTICLE FOUR **ANNUAL AND SPECIAL MEETINGS**

Section 4.1. Annual Meeting. A regular meeting of the Members shall be held annually (the "Annual Meeting" or "Annual Business Meeting"). The Board shall determine the date, time and location of the Annual Meeting and shall approve the general program plans for such meeting.

Section 4.2. Substitute Annual Meeting. If the Annual Meeting shall not be held as designated by these Bylaws, a substitute Annual Meeting may be called in accordance with the provisions of Section 4.3, below. A substitute Annual Meeting so called shall be designated and treated for all purposes as the Annual Meeting.

Section 4.3. Special Meetings. Special meetings of the Members may be called at any time by the Executive Director-Treasurer, the president, or the Board, and shall be called pursuant to the written request of not less than one-fourth of all the Members who were registered at the latest Annual Meeting.

Section 4.4. Notice of Meetings. A notice stating the date, time, and place of any Members' meeting shall be given, not less than thirty days before the date of such meeting, by announcement appearing in NCBM's *Baptists on Mission* magazine (or other NCBM publication that may replace *Baptists on Mission* magazine), or by announcement appearing on NCBM's internet website, at the direction of the Executive Director-Treasurer, the president, the Board, or other persons calling the meeting.

- (a) In the case of a special meeting of the Members, the notice of meeting shall include a description of the purpose or purposes for which the meeting is called; but, in the case of an Annual Meeting, the notice of

meeting need not include a description of the purpose or purposes for which the meeting is called unless such a description is required by law.

- (b) When a meeting is adjourned to a different date, time, or place, notice of the adjourned meeting must be given as provided in this Section 4.4.

Section 4.5. Quorum. The quorum at a meeting of the Members shall be 50 Members.

- (a) Once a Member is registered for any purpose at a meeting of the Members, such Member is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting unless a new date is or must be set for that adjourned meeting.
- (b) In the absence of a quorum at the opening of any meeting of the Members, such meeting may be adjourned from time to time by the vote of a majority of the votes cast on the motion to adjourn; and, subject to the provisions of Section 4.4, above, at any adjourned meeting of the Members any business may be transacted that might have been transacted at the original meeting of the Members if a quorum exists with respect to the matter proposed.

Section 4.6. Business by Members. The privilege of making motions, debating, and voting during a meeting of the Members shall be limited to Members.

ARTICLE FIVE BOARD OF DIRECTORS

Section 5.1. General Powers. The business and affairs of NCBM shall be managed by the board of directors (the “Board”), which shall determine the policies and activities of NCBM within the confines of the purposes of NCBM as stated in the Articles of Incorporation and these Bylaws.

Section 5.2. Board Members. The Board shall be comprised of the president, immediate past president, three regional vice presidents, recording secretary, state ministry coordinators, regional directors, and three at-large members. The three at-large members shall be nominated by the Nominating Committee and elected by the Board to serve for three-year terms on a rotating basis. An at-large member shall not be eligible for re-election until the lapse of one year after his term expires. The number of directors constituting the Board shall be such number as may be fixed or changed from time to time by the Board.

Section 5.3. Removal.

- (a) A Board member may be removed from office for any reason by at least two-thirds of the votes at any meeting of the Board at which a quorum is present, after notice of such action has been given in the same manner in which notice of a special meeting of the Board is given.
- (b) Any officer elected by NCBM who is removed from office by action of the Board or by action of the Members may not serve as a member of the Board for the duration of the term of such officer and shall not be eligible to serve as an officer or a member of the Board at the next election of officers or Board members.
- (c) A Board member who is absent from three consecutive meetings of the Board without sending a communication to the recording secretary stating the reason for so doing is automatically removed from the Board; however, if the Board member’s term began before this Section 5.3(c) became effective, then such removal must be approved by a majority of the members then serving on the Board.

Section 5.4. Vacancies. If a vacancy occurs resulting in an unexpired term of a member of the Board, the Nominating Committee shall nominate a candidate, and the candidate shall serve for the remainder of the unexpired term filled, upon the affirmative vote of the majority of Board members present at any meeting of the Board at which a quorum is present. A person who serves more than two years of the unexpired term of an at-large member of the Board shall be considered as having served a full term and shall not be eligible for immediate re-election to the Board.

Section 5.5. Compensation and Loans. Board members shall serve without compensation for their services. The Board shall not be empowered to lend money or corporate property to any Board member or officer of NCBM.

Section 5.6. Meetings. The Board shall hold regular meetings at least two times a year. Special meetings may be called by the recording secretary at the written request of seven or more Board members, the Executive Director-Treasurer or the president.

Section 5.7. Notice of Meetings. Regular meetings of the Board that have been announced to the Board or that appear on the NCBM calendar may be held without further notice. Notice of a special meeting of the Board, stating the time and place of meeting, shall be given not less than ten days before the date of such meeting. Notice of special meetings shall include a description of the purpose or purposes for which the meeting is called, and shall be sent to each Board member as follows:

- (a) by U.S. Postal Service, with postage thereon prepaid, to the address of the Board member as such address appears on the current records of NCBM; or
- (b) by electronic means (including, but not limited to, email, facsimile and wireless communication) to a Board member who provides the recording secretary with information that allows the notice to be sent the Board member by such electronic means.

Attendance by a Board member at a meeting shall constitute a waiver of notice of such meeting, except where a Board member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called.

Section 5.8. Quorum. One-third of the number of Board members holding office shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 5.9. Manner of Acting. The affirmative vote of the majority of the Board members present at a meeting in which a quorum is present shall be the act of the Board, except as otherwise provided in these Bylaws.

Section 5.10. Informal Action by Board Members. Action taken by the required vote of Board members without a meeting is nevertheless a Board action if written consent to the action is signed by all of the Board members and filed with the minutes of the proceeding of the Board, whether done before or after the action is taken.

Section 5.11. Minutes. The recording secretary shall cause minutes of each meeting of the Board to be prepared and copies provided to each Board member present at the next meeting of the Board.

ARTICLE SIX ADVISORY COUNCIL

Section 6.1. Duties. The Advisory Council (the “Council”) shall comprise the broader base of ministry leadership in NCBM and provide valuable perspectives and recommendations on the ministries of NCBM.

Section 6.2. Council Members. The membership of the Council shall consist of the following:

- (a) all Board members, and
- (b) all members of working teams.

Section 6.3. Working Teams. The Board shall form teams within the Council (“working teams” or “teams”) that it deems beneficial to the ministries of NCBM. The Board shall prescribe certain duties and powers to each working team formed and may revise or withdraw such duties and powers as it sees fit. Working teams are charged with

setting goals for their work, sharing those goals with the Board, initiating discussions about new policies and programs, reporting to the Board on their work, and requesting action of the Board when needed. Each Council member shall serve on at least one working team.

Section 6.4. Team Chairs. The chairs of working teams shall be approved by the Board and shall serve as such chairs until their successors are appointed. A team chair may be removed by the Board at any time, with or without cause.

Section 6.5. Team Members. The members of each working team shall be selected by the team chair and approved by the Board. All team members will be selected annually. Board members and NCBM Members who are not Board members may serve on teams. Any member of a team may be removed at any time with or without cause by the Board, and any vacancy to a team may be filled by the team chair and approved by the Board.

Section 6.6. Meetings. The Council shall meet in conjunction with the two regular meetings of the Board. Additionally, working teams shall meet from time to time as provided in Section 9.12 (“Meetings of Committees”), Each Council member will attend regular meetings of the Council and assigned working team(s). A Council member who is absent from three consecutive meetings of the Council or three consecutive meetings of an assigned working team without sending a communication to the team chair stating the reason for so doing is automatically removed from the team and the Council.

ARTICLE SEVEN OFFICERS

Section 7.1. Officers. The officers shall consist of president, three regional vice-presidents, and recording secretary. All officers, except the recording secretary who will serve at the pleasure of the Board, shall be elected at the Annual Meeting and shall hold office for one year or until their successors are elected. The tenure of an elected officer shall be limited to three consecutive years in any one office, and he may not serve more than six consecutive years as an elected state officer. The term of office shall begin at the adjournment of the Annual Meeting.

Section 7.2. President. The president shall preside over all meetings of the Members, the Board, the Council and the Executive Committee. If the president is absent from a meeting in which he is to preside, he or the Executive Director-Treasurer may appoint one of the vice-presidents (or other suitable person if all three vice-presidents are unavailable) to preside in his absence. The president shall have such other powers and duties provided herein or as the Board shall prescribe. If a vacancy occurs in the office of president, the Nominating Committee shall nominate a candidate from the three vice presidents, and the candidate shall serve as president for the remainder of the term, upon the affirmative vote of the majority of the Board members present at a special meeting of the Board called by the recording secretary. The recording secretary shall preside over the Board's vote on the candidate.

Section 7.3. Vice-Presidents. Three regional vice-presidents shall be elected as follows: one from the western regions, one from the piedmont regions, and one from the eastern regions of North Carolina. The three regional vice-presidents shall have such powers and duties provided herein or as the Board shall prescribe. If a vacancy occurs in the office of a regional vice-president, the Nominating Committee shall nominate a candidate from that region, and the candidate shall serve as vice-president for the remainder of the term, upon the affirmative vote of the majority of the Board members present at any meeting of the Board at which a quorum is present. In the event the offices of president and any vice-president are vacant at the same time, the recording secretary shall first preside over the meeting of the Board to fill the office of president, and the newly-elected president shall then preside over the remainder of the Board meeting.

Section 7.4. Recording Secretary. The recording secretary shall have such powers and duties provided herein or as the Board shall prescribe. The Board may appoint an assistant recording secretary to perform the duties of recording secretary when the recording secretary is unable to serve for any reason. In the event a recording

secretary resigns, or is removed from office, or dies, the assistant recording secretary shall become recording secretary and shall serve until the term of a new recording secretary begins.

Section 7.5. Removal. The Board may take action to remove an officer for any reason by a majority vote at any meeting of the Board at which a quorum is present, after notice of such action has been given in the same manner as notice of a special meeting of the Board is called. An officer may also be removed from office for any reason by action of the Members, upon the affirmative vote of a majority of the Members present at any meeting of the Members, after notice of such action is given in the same manner in which notice of a special meeting of the Members is given.

Section 7.6. Resignation. An officer who resigns from office shall not be eligible to serve as an officer of NCBM for the duration of his uncompleted term plus an additional year thereafter; provided, however, that the Board may take action by a majority vote at any meeting of the Board at which a quorum is present, that his resignation was for good cause and that he may be considered earlier as a nominee for election to office.

ARTICLE EIGHT **MINISTRY DIRECTORS AND COORDINATORS**

Section 8.1. Ministry Directors and Coordinators. The ministry directors and coordinators are as follows: (a) regional directors, and (b) state ministry coordinators. All ministry directors and coordinators shall be elected at the Annual Meeting and shall hold their offices for one year or until their successors are elected. The term of a ministry director or coordinator shall be limited to three consecutive years; however, the Board, at the request of the Nominating Committee, may waive this limitation. The term of office shall begin at the adjournment of the Missions Conference.

Section 8.2. Duties of State Ministry Coordinators. The state ministry coordinators are to work with the officers of NCBM, the NCBM Staff and other ministry coordinators to provide leadership in their areas of ministry. They are to also work with regional ministry coordinators in their ministry to involve Members across North Carolina. The state ministry coordinators shall have such other powers and duties provided herein or as the Board shall prescribe.

Section 8.3. Duties of Regional Directors. The regional directors shall promote missions education and missions activities, especially among men and boys, in the geographical regions of the state. To accomplish this, they must work with the NCBM Staff, church/associational and ministry leaders in their region. The regional directors shall have such other powers and duties provided herein or as the Board shall prescribe.

Section 8.4. Duties of Age-Level Program Coordinators. The age-level program coordinators shall promote and help plan programs for their particular age level in cooperation with the NCBM Staff responsible for that area of work. The thrust of their work will be to aid and benefit the local church units.

Section 8.5. Vacancies. A vacancy in the ministry directors and coordinators shall be filled as follows: the Nominating Committee will recommend to the Board a nominee to fill the vacancy, and, upon approval by the Board, that nominee shall serve for the remainder of the unexpired term.

ARTICLE NINE COMMITTEES

Section 9.1. Committees and Teams. The terms “committee” and “team” shall mean and refer to a committee, team, or working team formed by the Board or appointed by the president. The terms “chair” and “leader” shall mean and refer to the chair of such a committee, team, or working team.

Section 9.2. Board Committees. The Board may form committees of the Board that it deems beneficial to NCBM and appoint members of the Board to serve thereon. The formation of a Board committee and the appointment of its members shall be approved by the majority of the members of the Board. Each Board committee shall have two or more Board members, and all members of such committee shall serve at the pleasure of the Board. With the exception of Board members serving on the Executive Committee, any member of a Board committee may be removed at any time with or without cause by resolution adopted by the majority of the members of the Board. Unless otherwise provided herein, any vacancy to a Board committee may be filled by a majority vote at any meeting of the Board at which a quorum is present. An officer may be removed from the Executive Committee only by removal from office as provided in Section 7.6, above.

Section 9.3. Non-Board Committees. The Board may form non-Board committees, including, without limitation, working teams of the Council as described in Article Six, above. Board members and NCBM Members who are not Board members may serve on non-Board committees. Any member of a non-Board committee may be removed at any time with or without cause by resolution adopted by a majority vote at any meeting of the Board at which a quorum is present, and any vacancy to a non-Board committee may be filled by a majority vote at any meeting of the Board at which a quorum is present.

Section 9.4. Duties and Powers of Committees. By resolution adopted by a majority vote at any meeting of the Board at which a quorum is present, the Board shall prescribe certain duties and powers to committees and may revise or withdraw such duties and powers as the Board sees fit.

Section 9.5. Committee Members. With the exception of Board members serving on the Nominating Committee, all committee members will be elected or appointed annually and may serve up to three years unless otherwise designated. The president and Executive Director-Treasurer will be ex officio members of all committees.

Section 9.6. Nominating Committee. The Nominating Committee shall be a rotating committee comprised of six members of the Board, each member to be elected for a three-year term. Election of two new members shall take place annually to succeed the two members whose terms expire.

- (a) One year shall elapse before a member of the Nominating Committee whose term has expired is eligible for re-election to the Nominating Committee.
- (b) In case of a vacancy, the Board shall appoint a Board member to fill an unexpired term. A member of the Nominating Committee serving more than two years of an unexpired term shall not be eligible for immediate re-election to the Nominating Committee, but must wait one year after the term expires before being eligible for such re-election.
- (c) Any Board member may nominate one Board member to serve on the Nominating Committee. The two receiving the highest number of votes shall serve as new members on the committee.
- (d) The Nominating Committee shall recommend for election the officers, regional directors, at-large Board members, age-level program coordinators and ministry coordinators.
- (e) The recording secretary shall be ex officio member of the Nominating Committee. Immediately after the latest members of the committee have been elected, the recording secretary shall call a committee meeting for the election of a committee chair, vice-chair, and secretary.

- (f) The Nominating Committee shall meet not less than three months prior to the next Annual Meeting for selection of the nominees, such meeting(s) to be called as provided in Section 9.12, below.
- (g) The chair shall bring a report of the Nominating Committee to the Annual Meeting.
- (h) Nominations for officers, regional directors, at-large Board members, age-level program coordinators and ministry coordinators shall be in order from the floor, providing the consent of the nominee has been obtained. Should there be more than one nominee for an office, election may be by ballot, and the nominee receiving a majority of votes shall be elected.
- (i) The Nominating Committee shall have such other duties as the Board shall prescribe.

Section 9.7. Long Range Planning Committee. The Long Range Planning Committee, appointed by the president, shall be composed of five members (including a regional vice president). This committee shall, in close cooperation with the Executive Committee, make a periodic review of the mission of NCBM, update its goal and objectives as set forth in the Articles of Incorporation and these Bylaws, establish strategies to achieve the objectives, and evaluate the progress.

Section 9.8. Finance and Development Committee. The Finance and Development Committee, appointed by the president, shall be composed of five members (including a regional vice president). This committee shall recommend plans involving the annual budget of NCBM and shall oversee the financial operation of NCBM. This Committee shall develop plans to solicit funds and other capital gifts. The Executive Director-Treasurer shall make a quarterly report on the financial status of NCBM to the Finance and Development Committee.

Section 9.9. Personnel, Policy, and Orientation Committee. The Personnel, Policy and Orientation Committee, appointed by the president, shall be composed of five members (including a regional vice president). Matters relating to personnel shall be referred to this committee at the discretion of the Executive Director-Treasurer. This committee shall be responsible for orientation of those elected to positions of leadership in NCBM. This committee will also be responsible for a periodic review of the Articles of Incorporation and these Bylaws. It is recognized that all NCBM Staff will work within the guidelines of the personnel policies of the BSC.

Section 9.10. Executive Committee. The Executive Committee shall be composed of the president, immediate past president, three regional vice presidents, and recording secretary. The Executive Committee shall transact the business of NCBM between meetings of the Board. The recording secretary will make a written report of any meeting available at the next meeting of the Board.

Section 9.11. Layman of the Year Selection Committee. While no one seeks honor for his ministry in the Kingdom's work, it is fitting to select one layman each year for his contribution, thereby setting for others a visible example. The president will, therefore, appoint a Selection Committee to make a selection of the Layman of the Year. The Selection Committee will review all nominations and make its selection for Layman of the Year. Recognition of the Layman of the Year may be made at the Annual Meeting or at a conference sponsored by NCBM.

Section 9.12. Meetings of Committees. Regular meetings of each committee may be held without notice at such time and place as the members of the committee may fix from time to time by resolution. Special meetings of each committee may be called by the chair of the committee or by three members of the committee, upon not less than three days' notice stating the place, date and hour of such meeting, which notice may be written or verbal, and if mailed to a committee member, shall be deemed to be delivered three days after it is deposited in the United States mail, postage prepaid, addressed to the last known address of such committee member. Any member of a committee may waive notice of any meeting, and no notice of any meeting of a committee need be given to any member thereof who attends in person. Any one or more members of a committee may participate in a meeting of the committee by means of a conference telephone or similar device which allows all persons participating in the meeting to hear each other, and such participation in a meeting shall be deemed presence in person at such meeting.

Section 9.13. Quorum. A majority of the voting members of a committee shall constitute a quorum for the transaction of the business thereof, and actions of a committee must be authorized by the affirmative vote of a majority of the voting members of such committee present at the meeting of which a quorum is present.

Section 9.14. Informal Action. Action taken by the majority of the members of a committee without meeting is nevertheless action of the committee if written consent to the action in question is signed by all the members of the committee and filed with the minutes of the proceedings of the committee, whether done before or after the action so taken.

Section 9.15. Procedure. Each committee may fix its own rules of procedure which shall not be inconsistent with these Bylaws. It shall keep regular minutes of its proceedings and report the same to the Executive Committee or the Board at the meeting thereof held next after the proceedings shall have been taken.

Section 9.16. Committee Manual. The Board may compile in a committee manual the duties and powers, as prescribed and revised by the Board, of Board committees and non-Board committees, for reference by the Board and by members of such committees.

ARTICLE TEN STAFF

Section 10.1. Executive Director-Treasurer.

- (a) The Executive Director-Treasurer shall be selected by a committee composed of three members of the BSC Executive Committee plus the three regional vice-presidents of NCBM in addition to the president of NCBM who will serve as the chair of such committee. This committee will interview and recommend the applicant. The newly-selected Executive Director-Treasurer must be accepted by both the NCBM Executive Committee and the BSC Executive Committee.
- (b) The Executive Director-Treasurer shall make a written report of the financial status of NCBM at each regular meeting of the NCBM Board.
- (c) The Executive Director-Treasurer shall make a report of the objectives, programs and work achievements of the previous year at NCBM's Annual Meeting.
- (d) The NCBM Board may authorize bonding of the Executive Director-Treasurer and all office personnel who handle NCBM funds and shall approve the bonding and auditing procedures.
- (e) The Executive Director-Treasurer shall approve disbursement of funds upon the instruction of the NCBM Board or the NCBM Executive Committee. The Executive Director-Treasurer shall present all approved items to the treasurer of BSC for payment.
- (f) Duties of the Executive Director-Treasurer shall be approved by the NCBM Board.

Section 10.2. Program Staff.

- (a) The Executive Director-Treasurer shall recommend candidates for any vacant program staff position to a committee composed of three members of the BSC Executive Committee plus the three regional vice presidents of NCBM in addition to the president of NCBM who will serve as the chair of such committee. This committee will interview and select the applicant. The newly-selected program staff person will be presented to the NCBM Executive Committee and the BSC Executive Committee.
- (b) Responsibilities of the program staff will be those assigned by the Executive Director-Treasurer and approved by the NCBM Board.

Section 10.3. Administrative Staff.

- (a) The Executive Director-Treasurer, working in cooperation with the human resources officer of BSC, shall employ the administrative staff.
- (b) Responsibilities of the administrative staff will be those assigned by the Executive Director-Treasurer and approved by the NCBM Board.

ARTICLE ELEVEN
REPRESENTATION

The president and the Executive Director-Treasurer, or their designees, are authorized to represent NCBM at any local, state, national or international meeting where official representation is deemed advisable, and to make such reports as may be advisable or required.

ARTICLE TWELVE
INDEMNIFICATION

Section 12.1. Right to Indemnification. Any person who at any time serves or has served as a Board member or officer of NCBM, or in such capacity at the request of NCBM for any other foreign or domestic entity, shall have a right to be indemnified by NCBM to the fullest extent permitted by law against:

- (a) Reasonable expenses, including attorneys' fees, actually and necessarily incurred by this person in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, seeking to hold this person liable by reason of the fact that they are or were acting in such capacity; and
- (b) Reasonable payments made by this person in satisfaction of any judgment, money decree, fine, penalty or settlement for which they have become liable in any such action, suit or proceeding.

Section 12.2. Expenses. To the extent permitted by law, and upon determination by the Board, expenses incurred by a Board member or officer in defending a civil or criminal action, suit or proceeding may be paid by NCBM in advance of the final disposition of such action, suit or proceeding, upon of an undertaking by or on behalf of such Board member or officer to repay such amount unless it shall ultimately be determined that the Board member or officer is entitled to be indemnified hereunder by NCBM.

If a person claiming a right to indemnification under this Article Twelve obtains a non-appealable judgment against NCBM requiring it to pay substantially all of the amount claimed, the claimant shall be entitled to recover from NCBM the reasonable expenses (including reasonable legal fees) of prosecuting the action against NCBM to collect the claim.

Section 12.3. Improper Activities. Notwithstanding the foregoing provisions, NCBM shall not indemnify or agree to indemnify any person against liability or litigation expense the person may incur:

- (a) On account of such person's activities which were, at the time taken, known or believed by such person to be clearly in conflict with the best interests of NCBM;
- (b) In the case of a criminal proceeding, if there was reasonable cause to believe that the person's conduct was unlawful; or
- (c) As a result of any improper benefit realized by such person.

Section 12.4. Board Action. The Board shall take all such action as may be necessary and appropriate to authorize NCBM to pay the indemnification required by this Article Twelve, including without limitation, to the extent needed, making a good faith evaluation that indemnification is permissible in the circumstances and a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due the person. The Board may appoint a committee to make such determination and evaluation.

Section 12.5. Reliance. Any person who serves or has served in any of the aforesaid capacities for or on behalf of NCBM shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representative of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provisions of this Article Twelve.

Section 12.6. Termination. Unless otherwise provided herein, the indemnification extended to a person who has qualified for indemnification under the provisions of this Article Twelve shall not be terminated when the person ceases to be a Board member or officer for all causes of action against the indemnified party based on acts and events occurring prior to the termination of the relationship with NCBM and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 12.7. Coordination with Insurance Coverage. Notwithstanding any provision above, in the event and to the extent that providing indemnification (or a defense) to any person otherwise entitled thereto hereunder would reduce or otherwise render wholly or partly unavailable any insurance coverage otherwise available as a source of payment of indemnification or expenses of defense of such person, then, to the extent such coverage is available, NCBM shall not be obligated to provide any indemnification or pay any defense costs hereunder.

ARTICLE THIRTEEN **GENERAL PROVISIONS**

13.1. Fiscal Year. The fiscal year of NCBM shall be the year ending December 31st.

13.2. Rules of Procedure. In conducting the affairs of NCBM and its Board, parliamentary procedure as set forth in the current edition of Robert's Rules of Order shall govern.

13.3. Amendments. Except as otherwise provided herein, these Bylaws may be amended or repealed and new Bylaws may be adopted at any regular or special meeting of the Board, by the affirmative vote of a majority of the Board members then holding office. No alteration, amendment or revision of a Bylaw shall be voted upon unless notice thereof has been given in the same manner in which notice of a special meeting of the Board is given or unless all of the Board members execute a written waiver of the notice stating that action upon the Bylaws is to be taken at the meeting, and the original of such waiver shall be recorded in the minutes for the Board. Any proposed amendment to the Bylaws shall first be submitted to the Bylaws Committee, comprised of no fewer than three members and appointed by the President, to serve for a term of one year. The Bylaws committee shall review each proposed amendment and recommend to the Board its appropriate phrasing and placement within the Bylaws.

ARTICLE FOURTEEN

EMERGENCY BYLAWS

Section 14.1. Effectiveness. Notwithstanding any other provisions in these Bylaws or the Articles of Incorporation, the emergency bylaws provided in this Article Fourteen shall be effective during the existence of any catastrophic event or similar emergency, as a result of which a quorum of the Board, or of the Executive Committee, cannot readily be assembled for action. To the extent not inconsistent with the provisions of these emergency bylaws, the provisions of these regular Bylaws shall remain in effect during such emergency. Upon termination of the emergency, the emergency bylaws shall cease to be effective.

Section 14.2. Board Meetings. During any such emergency, a meeting of the Board may be called by any officer or member of the Board. Notice of the time and place of the meeting shall be given by the person calling the meeting to such of the Board members as may be feasible to reach at the time by any available means of communication, including publication or radio. Such advance notice shall be given as, in the judgment of the person calling the meeting, circumstances permit. At any such meeting of the Board, a quorum shall consist of Board members who are present. The Board may take any action at any such meeting which it deems necessary for managing NCBM during such emergency.

Section 14.3. Principal Office. During the emergency, the Board may change the principal office of NCBM or designate several alternative principal offices, or authorize the officers to do so, which change or designation shall last for the duration of the emergency.

Section 14.4. Nonexclusive Powers. The emergency powers in this Article Fourteen shall be in addition to any powers provided by law.