BY-LAWS

To supplement the “Articles of Incorporation”

For the

SNEADS FERRY COMMUNITY COUNCIL

**ARTICLE I: NAME**

The name of this non-profit organization shall be the “Sneads Ferry Community Council” and is referred to herein as the Community Council, or simply the Council.

**ARTICLE II: PURPOSE**

The Community Council is organized and operated to advance the civic, charitable, social, historic, educational, and economic interests of the Turkey Creek Fire Department District as follows: By providing and promoting enrichment opportunities through festivals and community fellowship: by providing a venue for other charities and non-profits to operate and by providing funding for scholarships to area students.

**ARTICLE III: ORGANIZATION**

The Community Council will consist of a Board of Directors and an Executive Committee.

1. **Board of Directors:** The Board of Directors shall be comprised of no less than 9 and no more than 19 total members.
2. The chairpersons (or their designated representatives) of the various civic, fraternal, religious and benevolent non-profit organizations that are located in the Turkey Creek Fire Department district, whose purpose includes the advancement and/or improvement of the quality of life for the citizens of the community.
3. The chairpersons of all standing committees of the Community Council.
4. A maximum of five Members-At-Large who are residents of the Turkey Creek Fire Department district and who shall be elected by the Community Council.
   1. Additions or deletions to the Board of Directors shall be approved by vote of the Community Council. Nominations to fill vacancies among members-at large may be made by any Board member at any regular Community Council meeting. An appointed nominating committee shall annually review attendance records of the members-at-large and nominate or re-nominate such members.
   2. Any member of the Board of Directors may be dismissed if a board member has three unexcused absences in a calendar year. Absences are deemed unexcused if the chairperson is not notified and/or a representative is not provided in their stead.
5. **Executive Committee:** The Executive Committee shall be comprised of elected officers who are residents of the Turkey Creek Fire Department fire district and who shall serve without pay. The executive committee shall consist of the Chairperson, the Vice-Chairperson, the Treasurer, and the Secretary. It is the responsibility of the Executive Committee to act on behalf of the Community Council for the interim between meetings.
   1. **Election of Officers:** A nominating committee, appointed by the Board of Directors, shall present a slate of officers at the October meeting. Nominations from the floor may be taken, and the Community Council will hold the election at the November meeting.
   2. **Officers Term:** The new officers will begin their term in January to coincide with the calendar year from 1 January to 31 December. In the event of the resignation or death of an officer, the Community Council shall hold a special election to fill the unexpired portion of that officers term.
   3. **Duties of Officers:** Specific duties of the members of the executive committee shall be as follows.
      1. **Chairperson:** The Chairperson will normally prepare the agenda and preside over all meetings of the Community Council, function as the spokesperson for the Council, and represent the council at meetings with external agencies or entities. The Chairperson may appoint functional committees and will provide oversight of standing committees. Additionally, the Chairperson will oversee the orderly transfer of functions to newly elected members of the Executive Committee.
      2. **Vice-Chairperson:** The Vice-Chairperson will assist the Chairperson as required and will carry out duties and serve as chairperson in the absence of Chairperson. The Vice Chair will also assume the role of Building Manager.
      3. **Treasurer:** The Treasurer is responsible for acting and reporting on all financial matters designated by vote of the Community Council.
         1. Receive, deposit, and account for all funds received by the Community Council.
         2. Disburse funds as approved by the Community Council.
         3. Serve as custodian of the Community Council safe deposit box and jointly with the secretary, maintain inventory of its contents.
         4. Provide guidance to Community Council committees on bookkeeping procedures.
         5. Provide a monthly treasurer’s report to the Community Council.
         6. Annually submit tax returns to the State of North Carolina and to the Internal Revenue Service to include Form 990 “Organization Exempt from Income Tax.”
         7. Annually provide all SFCC financial records to an internal audit committee or at the option of the Council, to an outside independent auditor: either of which to be appointed by their Board of Directors, so that they may conduct an audit of said records.
      4. **Secretary: The Secretary will:**
         1. Record the main points of business and attendance of the Board of Directors at each meeting.
         2. File a copy of all meetings minutes in the designated permanent file located at the Sneads Ferry Community center office.
         3. Distribute the minutes of the preceding meeting to the members and officers of the Community Council.
         4. Maintain a permanent file of all correspondence sent via email from or received by the Council.
         5. Work with the vice chair to maintain the Community Council files and to maintain a record of key holders/electronic codes to the Community Council properties.
         6. Publicize the upcoming meetings of the Community Council.
         7. Maintain jointly with the treasurer, an inventory of the contents of any safe deposit box rented by the Community Council.
         8. Provide a record of attendance of the Board of Directors to the nominating committee annually in September so that they may prepare a slate for voting.
6. **Committees:** The Community Council will appoint committees as required to conduct community business. These committees will operate semi-independently, appoint officers and sub-committees as needed, conduct routine and expected financial matters, and provide ongoing reports to the Community Council for profit and loss by method of record keeping, thus accounting for income and expenditures. Additionally, other Ad Hoc committees may be appointed by the Community Council Chairperson as required to support the needs of the council or the community.

**ARTICLE IV: MEETINGS**

The Community Council will hold regular monthly meetings that are open to any member of the community. Special meetings may be held at any time or when called by the Chairman or by a majority of the board of members. Any resident of the Turkey Creek Fire Department district may submit an item to the executive committee to be discussed or voted upon for inclusion on the agenda and also have the right to be heard. However, only members of the community council specified in these by-laws, may cast a vote.

**ARTICLE V: VOTING**

**Quorum**: A quorum shall consist of 25 percent of the total number of Community Council members as specified in the by-laws.

Changes to the by-laws will require approval by two thirds of the Community Council members present at any meeting.

A majority vote shall b required to pass any other motion that is brought before the Community Council.

Eligible voters are the members of the Community Council. Each Board of Director member and each Executive Committee member shall have one vote. The vote allocated to a member may be cast by proxy. The absent member must inform the Chairperson of their proxy in written or electronic form.

Any member of the Council who has financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Council, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Council to voluntarily remove him/herself from the voting area for the vote.

**ARTICLE VI: FUNDS**

All income earned or received by the Community Council, whether from sponsored events, rental of the building, bequests, or any other source, will be deposited into the Community Council checking account. Such funds may be used for the maintenance of the building(s) and grounds, utilities, insurance, Community Council sponsored event, or in satisfaction of other expenses as approved by vote of the Community Council. Upon approval of the Community Council, funds may subsequently be placed in savings accounts, certificates of deposit (CDs), or other investment accounts in the best interest of the Sneads Ferry Community Council. Only the Chairperson, the Community Council Treasurer and any other specifically designated Executive Committee member are authorized to write checks or deposit funds.

**ARTICLE VII: CONFLICT OF INTEREST**

It is the policy of the Sneads Ferry Community Council to avoid any situation which may constitute a conflict of interest: (that is, any situation in which an individual uses or could use his or her position with the council for personal gain to the individual, members of the individual’s family, or other organization with whom the individual is affiliated), or cause the actual or potential detriment of the Sneads Ferry Community Council. Members must disclose any known conflicts or potential conflicts of interest in any matter before the Board of Directors. In the event of such an occurrence it will be brought to the Executive Committee for resolution.

**ARTICLE VIII: INDEMNIFICATION**

Every person who is or shall have been a director or officer of the Sneads Ferry Community Council and his personal representatives shall be indemnified by the Council against all costs and expenses reasonably incurred by or imposed upon him/her in connection with or resulting from any action, suit, or proceeding to which he/she may be made a party by reason of his/her being or having been a director or officer of the Council or any affiliate thereof, except in relation to such matters as to which he/she shall finally be adjudicated in such the performance of his/her duty as such director or officer. Cost and expenses shall include, but without limiting the generality thereof, attorney’s fees, damages, and reasonable amounts pain in settlement.

**ARTICLE IX: FINANCIAL IMPROPRIETY OR MISUSE OF RESOURCES**

Any employee, board member, or volunteer who suspects that any employee, board member, or volunteer has conducted a financial impropriety or misused The Community Council’s resources-including funds, materials, or staff time—is encouraged to communicate this to the Chairperson of the Board of Directors or the Vice Chairperson. If the suspected impropriety is by the Chairperson on the Board of Directors, the report should be made to the Executive Committee. The report can be made verbally or in writing. Information about who reported the potential abuse will be kept confidential. The organization and its officers, board members, employees, and volunteers are prohibited from taking any retaliation either directly or indirectly against the person who had disclosed and reported the suspected impropriety or misuse of resources.

**ARTICLE X: DISSOLUTION**

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501© (3) of the Internal Revenue Code, or corresponding section of any futural federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

These by-laws were approved at a meeting of the Sneads Ferry Community Council Board of Directors on August 10, 2022.

Chairperson \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Secretary\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_