

**BYLAWS
OF
FEARRINGTON CARES**
As revised September 14, 2015

**ARTICLE I
NAME AND PURPOSE**

Section 1. Name

The name of this organization is "Farrington Cares" (hereinafter FC). FC was first organized under the Non-Profit Corporation Act of North Carolina (Chapter 55A) in 1990 as "Stay Put For Now" (SPFN). A second nonprofit with similar goals, "Home Care Connection" (HCC), was formed in 1994. Both entities were located in Farrington Village, Chatham County. In 2000, HCC was merged into SPFN, and the name of the surviving organization was changed to Farrington Cares. (Articles of Merger of February 9, 2000.)

Section 2. Purpose

The purpose of FC is "to provide information and services to all residents of Farrington Community that will facilitate the health, safety and independent living activities of residents of the Farrington Community on a non-profit basis." (From FC Articles of Incorporation, as amended February 9, 2000.) FC operates exclusively for charitable and educational purposes consistent with Section 501(c)(3) of the Internal Revenue Code.

**ARTICLE II
MEMBERSHIP**

Section 1. Membership

FC is a charity with a self-perpetuating board. Accordingly FC has no members other than its board members. (SPFN was a general membership organization. HCC was not. The Articles of Merger of February 9, 2000 state that after the merger, the "surviving corporation [FC] will not have members.")

**ARTICLE III
OFFICES**

Section 1. Principal Office

The principal office of Farrington Cares shall be in Chatham County, North Carolina.

Section 2. Registered Office

The registered office of Farrington Cares shall be 28 Swim and Croquet, Pittsboro, NC 27312, and the mailing address shall be 2020 Farrington Post, Pittsboro, NC 27312.

ARTICLE IV
BOARD OF DIRECTORS: SELECTION, ELIGIBILITY, TERM OF OFFICE

Section 1. Number of Board Members

The Board of Directors of FC shall be composed of no fewer than eight and no more than twelve individuals.

Section 2. Eligibility or Criteria for Board Membership

All board members and nominees for election shall be current residents or property owners of Fearrington Village. In general, in accord with section VIII.4 the Nominating Committee shall tender recommendations for election to the Board of Directors.

Section 3. Election

The Board of Directors shall elect incoming members by a majority vote of the directors then in office at a regularly scheduled meeting or special meeting called for this purpose no later than May before the June 1st start of Directors' two-year terms, or in accord with section VI.6.

Section 4. Term of Office

Unless the Board of Directors provides otherwise, Directors' terms shall commence beginning June 1st of the year in which individuals are elected or re-elected. The preceding sentence applies to individuals elected to a full term after June 1.

Section 5. Limit on Consecutive Terms

No individual may be elected for more than three consecutive two-year terms. Individuals shall be eligible for re-election to additional terms after a lapse of one year, on the same basis as their original terms. Any time served before June 1 under section 4 or time served filling a vacancy under section 8 shall not be considered for purposes of this limit.

Section 6. Resignation

Any director may resign at any time by giving written notice to the President. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President.

Section 7. Removal

Any Director may be removed from the Board with or without cause, by a two-thirds majority vote of the Board of Directors at any regularly scheduled meeting or special meeting called for this purpose. Two consecutive absences from board meetings without notification constitute cause for being removed from the Board of Directors.

Section 8. Vacancies

Vacancies on the Board of Directors caused by resignation, removal or death may be filled for the unexpired term at a regularly scheduled meeting or special meeting called for this purpose by a majority vote of the remaining directors, or in accord with section VI.6. The Board may request recommendations from the Nominating Committee for individuals to fill the vacancy.

Section 9. Compensation

No director shall receive compensation for any service rendered to FC, but a director may be reimbursed for actual expenses incurred in the performance of the director's duties. Reimbursements shall be made by staff at the direction of the President or the Treasurer, who shall then report such reimbursements to the Board of Directors.

ARTICLE V POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers

The FC Board of Directors shall have the power to supervise and control the business, property, and affairs of FC, except as otherwise stated in North Carolina law, the FC Articles of Incorporation, or these Bylaws.

Section 2. Duties: Specific duties and responsibilities of the Board of Directors include but are not limited to:

- (a) Defining the broad vision and mission of FC and ensuring its continuity.
- (b) Establishing a process of strategic planning for FC, to include determining and prioritizing goals and objectives, monitoring progress, and revising the strategic plan as needed.
- (c) Engaging employees as deemed necessary, defining their job responsibilities, and periodically reviewing their performance (Article XII).
- (d) Approving FC policies and programs and providing governance and oversight to ensure that these policies and programs are carried out.
- (e) Assuring that FC is in legal compliance with all North Carolina and Federal laws that govern 501(c)(3) nonprofits.
- (f) Raising the funds required to meet the goals and objectives of FC. All directors shall:
 - (1) Make an annual personal contribution, and
 - (2) Assist in some capacity in fund raising efforts.
- (g) Ensuring that the financial affairs of FC are conducted in an appropriate manner and consistent with applicable laws and accounting standards, including:
 - (1) Approval of an annual audit or review of the FC financial statements by a Certified Public Accounting firm.
 - (2) Review and approval of the FC annual budget.
 - (3) Provision of such liability and property insurance as is deemed necessary by the board.
- (h) Electing FC officers and directors, and assisting in the recruitment of new directors.
- (i) Approving personnel policies as needed.
- (j) Keeping a complete record of all FC legal documents, which shall be open for inspection as required by law and for auditing purposes.
- (k) Serving on at least one FC committee.

Section 3. Acts and Decisions of Board

Every act or decision done or made by a majority of the directors at a duly held meeting or pursuant to section VI.6 shall be regarded as an act of the Board. In all instances, each Director shall have one vote.

ARTICLE VI MEETINGS OF DIRECTORS

Section 1. Yearly Open Community Meeting

Each year the Board of Directors shall conduct at least one meeting that is open to all residents and property owners of Fearington Village at a time and place determined by the Board to ensure the broadest possible participation. Notice of such meeting shall be sent to residents of Fearington Village at least ten (10) days in advance and residents shall be invited to attend the meeting.

Section 2. Regular Meetings

Regular meetings of the Board of Directors shall be held at least quarterly at such place and hour determined by the board.

Section 3. Special Meetings

Special meetings of the Board of Directors shall be held when called by the President, or by any two directors.

Section 4. Notice of Meetings

Notice of the time, day and place of regular or special meetings of the Board of Directors shall be given at least five (5) days before the meeting to the electronic address or the usual residence address of the director. Notice of regular meetings will normally be considered given as recorded in the minutes of the preceding regular meeting. Notice of special meetings or rescheduled regular meetings will normally be given by email or telephone and will be deemed given when received.

Section 5. Participation at Meetings

In addition to being present in person, Directors may participate in a duly held meeting of the Board of Directors by means of a conference telephone or similar telecommunications device, providing all persons participating in the meeting can hear each other simultaneously.

Section 6. Consent in Lieu of a Meeting

The Board of Directors may act or take a decision in lieu of a duly held meeting if all Directors consent to the proposed action or decision in writing, by telephone, via email or other electronic means. Actions and decisions under this section shall be reviewed at the board's next regularly held meeting.

Section 7. Conflicts of Interest

- (a) If any director has a conflict of interest that might properly limit his or her fair and impartial participation in board deliberations or decisions, that director shall inform the board as to the circumstances of the conflict. If those circumstances require the non-participation of the affected director, the board may nonetheless request from the director any appropriate non-confidential information which might inform its decisions. "Conflict of interest," as referred to herein, shall include but shall not be limited to, any transaction by or with FC in which a

director has a direct or indirect personal interest, or any transaction in which a director is unable to exercise impartial judgment or otherwise act in the best interests of FC.

- (b) No director shall cast a vote, nor take part in the final deliberation in any matter in which he or she, members of his or her immediate family, or any organization to which that director has allegiance, has a personal interest that may be seen as competing with the interest of FC. Any director who believes he or she may have such a conflict of interest shall notify the board prior to deliberation on the matter in question, and the board shall make the final determination as to whether the director has a conflict of interest in the matter. The minutes of the board meeting shall reflect disclosure of the conflict of interest and the recusal of the director in question.

ARTICLE VII OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices

FC officers shall include a President, a Vice-President, a Secretary, and a Treasurer, all of whom shall be members of the Board of Directors. The board may create such other offices as it deems necessary. The board may designate an Acting Secretary or Acting Treasurer if deemed necessary.

Section 2. Election of Officers

With the exception of the incoming President, the Board of Directors, as necessary, shall elect officers at a regularly scheduled meeting or special meeting called for this purpose no later May of each year. The sitting Vice President automatically succeeds the outgoing President in accord with sections 3 and 7(b).

Section 3. Terms of Office

The President and Vice President shall each serve for a period of one year. The Secretary and the Treasurer shall each serve for a period of two years and may be reelected for additional two-year terms.

Section 4. Resignation and Removal

Any officer may resign at any time by giving written notice to the board, the President or the Secretary. Such a resignation shall take effect at the time specified in the notice, or if no time is specified, then immediately. Any officer may be removed from office, with or without cause, by a two-thirds (2/3) vote of the directors at any regularly scheduled meeting or at a special meeting called for this purpose.

Section 5. Vacancies

A vacancy in any office may be filled by the Board of Directors for the unexpired term.

Section 6. Multiple Offices

The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices.

Section 7. Duties of Named Officers

(a) The PRESIDENT shall:

- (1) Determine meeting agendas and preside at all meetings of the Board of Directors;
- (2) Give active direction and exercise oversight pertaining to all FC affairs;
- (3) See that orders and resolutions of the board are carried out;
- (4) Provide supervision and direction to the Executive Director and in that person's absence, to other employees as needed;
- (5) Review and/or sign as needed leases, contracts, memoranda of agreement or other instruments as needed;
- (6) Chair the Executive Committee;
- (7) Appoint all committee and task force chairs excepting the chair of the Finance Committee (subsection (d)(5));
- (8) Maintain liaison as needed with foundations supporting FC and other potential funding sources; and
- (9) Serve as the primary public spokesperson for FC.

(b) The VICE PRESIDENT shall:

- (1) Act in the place of the President in the event of his or her absence, inability or refusal to act;
- (2) Perform such other duties as from time to time may be assigned by the board or the President;
- (3) Chair the Nominating Committee
- (4) Serve on the Executive Committee; and
- (5) Succeed the outgoing President as the new President as June 1st of each year.

(c) The SECRETARY shall:

- (1) Keep the minutes of all meetings and proceedings of the board;
- (2) Record all votes;
- (3) Maintain a running record of all motions passed by the board;
- (4) Have general charge of the FC records;
- (5) Perform such other duties as from time to time may be assigned by the board or the President; and
- (6) Serve on the Executive Committee.

(d) The TREASURER shall:

- (1) Provide direction and oversight to employees responsible for financial tasks to insure all funds are managed according to board resolutions policies, and budget;
- (2) Ensure that all financial records are maintained and transactions are conducted according to generally accepted accounting practices and all laws and regulations pertaining to nonprofit organizations;

- (3) Oversee development of the annual budget of regular financial status reports and other reports as requested by the Board;
- (4) Oversee the annual external accounting review of FC finances;
- (5) Serve as Chair of the Finance Committee; and
- (6) Serve on the Executive Committee.

ARTICLE VIII COMMITTEES

Section 1. Named Standing Committees

The Executive Committee, the Finance Committee, and Nominating Committee are standing committees created by these By-Laws. Changes regarding these committees' functions and operations require amending these By-Laws.

Section 2. Executive Committee

- (a) Between meetings of the Board of Directors, the Executive Committee may exercise on-going oversight of FC affairs, particularly with respect to time-sensitive matters.
- (b) The Executive Committee consists of the FC officers. Up to two other directors may be appointed to the Executive Committee by the President subject to a resolution of approval by the Board of Directors.
- (c) The President chairs the Executive Committee, sets its meeting schedule, and informs the Board of the Committee's activities at board meetings or otherwise.

Section 3. Finance Committee

- (a) The Finance Committee is responsible for providing financial oversight to the organization's fiscal operations. It shall meet at least quarterly to:
 - (1) Review the bank reconciliation and investment accounts;
 - (2) Prepare the annual budget for board approval;
 - (3) Recommend a CPA firm to carry out an annual audit or review of the FC financial statements;
 - (4) Make recommendations to the Board about liability coverage; and
 - (5) Manage the investment accounts.
- (b) The Finance Committee consists of individuals, including board members, recruited because of their experiences in finance, accounting, management and law pertinent to subsection (a).
- (c) The Treasurer chairs the Finance Committee, sets its meeting schedule, and informs the Board of the Committee's recommendations and activities at board meetings or otherwise.

Section 4. Nominating Committee

- (a) The Nominating Committee is responsible for identifying and recruiting eligible and qualified individuals for election to the Board of Directors. All recommendations of the Nominating Committee are advisory. Board members may suggest individuals for the Committee's consideration.

- (b) The Nominating Committee shall be chaired by the Vice-President and consist of two individuals from the Board of Directors and three additional residents or property owners of Fearington Village appointed by the board as needed.
- (c) The Committee shall meet at a time and place determined by its chair, taking into account the time needed for the Board to elect new members in accord with section IV.3.

Section 5. Other Committees and Task Forces

- (a) The Board of Directors may create such other committees and task forces as it deems necessary and appropriate. Such committees and task forces shall have those powers and duties as specified by the Board of Directors and shall provide advice and non-binding recommendations to the board.
- (b) The President shall designate chairs of committees and task forces under this section and shall define their tasks, responsibilities and resources consistent with subsection (a).
- (c) Committee and task force members shall be recruited and seated by their respective chairs.
- (d) The Board of Directors may dissolve any committee or task force created under this section at any time.
- (e) The board shall determine which committees under this section shall be regarded as standing committees until dissolved and which committees and task forces shall be regarded as ad hoc for a specified time.

Section 6. Reporting to the Board

Standing committees shall provide regular reports to the board of their meetings, actions and recommendations at duly held board meetings. Ad hoc committees and task forces shall provide reports to the board in a manner determined by the President (or other officer charged with this responsibility) after consultation with their respective chairs.

Section 7. Prior Board Approval

No committee or task force is authorized to enact policies or expend funds without prior approval of the Board except according to an explicit delegation document that shall be appended to these By-Laws. Delegations may be changed or revoked by the board, with or without cause, at any duly held meeting. Any delegation expires when the relevant committee or task force is dissolved or reaches the end of a specified time period.

ARTICLE IX EXECUTIVE DIRECTOR, REGISTERED NURSE AND OTHER STAFF

Section 1. Executive Director

- (a) The board shall hire an Executive Director(ED) who is charged with the day-to-day responsibilities for FC, including carrying out its mission and policies. The board may designate other duties as necessary.
- (b) Unless excused, the ED shall attend all duly held meetings of the board and, if requested, meetings of the Executive Committee. At such meetings, the ED shall report on the progress of FC, answer questions and provide such advice as board members may request.

- (c) The ED's responsibilities, duties and performance criteria shall be further defined in the ED Job Description. The ED's position and job description may be combined with the position and job description of Registered Nurse (or alternative health care professional).

Section 2. Registered Nurse or Alternative Health Care Professional

- (a) Consistent with its HHC legacy, FC shall attempt to maintain a Registered Nurse (RN) on staff to be available to the Farrington Village community for health related assistance and consultation at its Center located at 28 Swim and Croquet in Farrington Village and provide, as feasible, home visits or other assistance outside the Center within Farrington Village.
- (b) FC may substitute another health care professional in this position who can offer the similar services and consultation as those of an RN.
- (c) The services, duties and performance criteria under subsection (a) shall be further defined in a Job Description.

Section 3. Other Staff

- (a) The board may employ such other staff as it determines necessary to carry out its announced services and programs in accord with FC's purpose, mission and, if any, current strategic plan.
- (b) In determining other staff, the board shall consider FC's financial and other administrative requirements, as well as supervision and coordination of its various volunteer and paid services, programs and activities in accord with any current strategic plan.
- (c) Job Descriptions for staff retained under this section shall define each position's duties and associated performance criteria.

**ARTICLE IX
FISCAL/FINANCIAL YEAR**

The FC FISCAL/FINANCIAL YEAR shall be the calendar year, unless otherwise determined by the Board of Directors.

**ARTICLE X
DISSOLUTION AND DISTRIBUTION OF ASSETS**

FC may be dissolved with assent given in writing and signed by not less than two-thirds (2/3) of the members of the Board of Directors then in office. Upon dissolution, other than incident to a merger of consolidation, specific assets of FC shall be conveyed as stated in the Articles of Incorporation. Other assets may be used for purposes similar to those for which FC was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization that is devoted to similar purposes.

**ARTICLE XII
INDEMNIFICATION**

Section 1.

FC shall indemnify its directors, officers, employees and volunteers against any and all expenses and liabilities incurred by them in connection with any claim, action, suit or proceeding to which he or she is made a party by reason of being a director, officer, employee or volunteer. However, there shall be

no indemnification in relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense or liable to FC for damages arising out of his or her own negligence in the performance of a duty to FC.

Section 2.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such director, officer, employee or volunteer. FC may advance expenses or, where appropriate, may itself undertake the defense of any director, officer, employee or volunteer. However, such director, officer, employee or volunteer shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this Article.

Section 3.

The Board of Directors shall also authorize the purchase of insurance on behalf of any director, officer, employee, or volunteer against any liability incurred by him or her which arises out of that person's status as a director, officer, employee, or volunteer, whether or not FC would have the power to indemnify the person against that liability under law.

**ARTICLE XIII
REQUIRED ATTACHMENTS**

The following shall be attached to these Bylaws: (i) list of committees and task forces formed under section VIII.5 with their powers, duties, organization and duration; and (ii) job descriptions pursuant to Article IX.

**ARTICLE XIV
AMENDMENTS TO BYLAWS**

Section 1.

These Bylaws may be amended, at any regular or special meeting of the Board of Directors by an affirmative vote of two-thirds (2/3) of all the directors then in office.

Section 2.

Proposed actions on the Bylaws must be submitted in writing or by electronic means to the Board of Directors for consideration at least ten (10) days prior to being acted upon.

Section 3.

In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control.

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| BYLAWS OF: | Fearrington Cares |
| DATE ADOPTED: | February 9, 2000 |
| REVISED: | August 18, 2008 |
| REVISED: | October 15 2010 |
| REVISED: | November 16, 2012 |
| REVISED: | September 14, 2015 |