

BYLAWS OF FEARRINGTON CARES

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, and merger documents of the same date.) FC operates exclusively for charitable and educational purposes consistent with Section 501(c)(3) of the Internal Revenue Code.

ARTICLE II: MEMBERSHIP

Due to its status (Article I, Section II), FC has a self-perpetuating board. In accordance with the Articles of Incorporation, FC does not have members but is open to all FV residents who are property owners or renters.

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 MEMBERS: SELECTION, NOMINATION, TERM OF OFFICE

Section 1. Board Membership. Directors, including Officers, shall collectively be referred to as Board members for the purposes of this section. The FC Board of Directors shall be comprised of at least nine and no more than fifteen members.

Section 2. Eligibility for Board Membership. All Board members and nominees for election shall be current residents or property owners of Farrington Village. In general, per section VIII.4 the Nominating Committee shall tender recommendations for election to the Board of Directors.

Section 3. Nominations and Elections. The Board of Directors shall elect incoming Directors 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 the June Board Meeting.

(a) **Board of Directors Election Date.** Directors elected during the June Board meeting shall assume their roles on September 1. Information about potential nominees will be sent out at least one week ahead.

(b) **Officers.** (President, Vice President, Treasurer and Secretary) may be nominated between June and September, but their election shall not occur until the September Board meeting and after the new Board members have assumed their roles. If an individual is under consideration to assume an officer role, they should not be present during the discussion or voting process.

(i) **Outgoing Directors,** who otherwise would be leaving the Board on September 1, may attend the September Board meeting for the sole purpose of providing input about the qualifications of officer nominees. They may not cast a vote and must leave the meeting before the formal election of officers. Only the current members of the Board may vote. The purpose of this provision is to promote a smooth transition for the Board.

Section 4. Term of Service. Terms are for two years. Unless the Board of Directors provides otherwise, Director terms shall commence beginning September 1st of the year in which individuals are elected or re-elected. The preceding sentence applies to individuals elected to a full term.

(a) **Consecutive Terms- Director.** 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. **See** Article VII, Section 3, for consecutive terms of Officers.

(b) **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.

(c) **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.

(d) **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 constitutes cause for being removed from the Board of Directors.

Section 5. Compensation and Reimbursement. No Director shall receive compensation for any service rendered to FC. The Director may be reimbursed for actual expenses incurred in the performance of the Director's duties. Reimbursement shall be made by staff at the direction of the Executive Director. Non-budgeted reimbursement expenses of \$500 or more must be approved by the Board, in consultation with the Executive Director.

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 FC's business, property, and affairs, except as otherwise stated in North Carolina law, the FC Articles of Incorporation, or these bylaws.

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

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

Section 3. Duty to Maintain Confidentiality. Due to their services, board members may have access to sensitive information, such as risk or legal matters, or resident health information. This privileged or

confidential information should not be shared outside of Board meetings without the permission of the Board President and only to further the interests of FC. Inappropriate disclosure, accidental or otherwise, could negatively impact the trust that residents have in FC and in using its services. Board members have a duty to report any accidental or unauthorized disclosures of this type of information to the Board President. To promote robust discourse on issues, the opinions expressed by individual Board members during meetings should not be disclosed unless authorized.

Section 4. Duty to Disclose Conflicts of Interest. A Board Member is considered to have a conflict of interest if that individual, in the discharge of duties, is required to take any action or make any decision that may cause financial benefit or detriment to that individual or their immediate family member or business with which they are associated. All Board members have an affirmative duty to report any conflicts of interest as described above by completing a Conflict of Disclosure Interest Statement upon assumption of their role and then annually in accordance with the FC policy. An individual with a conflict of interest may, with the approval of the President, serve as a Board member, provided they:

- (a) Declare the nature of the conflict,
- (b) Retire from the room or Zoom in on the FC Board is meeting if any matter related to their conflict is being discussed or addressed,
- (c) Do not participate in any telephone or email exchanges related to the matter related to their conflict, and
- (d) Do not vote on the matter.

Section 5. Acts and Decisions of Board. Every act or decision 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: BOARD MEETINGS

Section 1. Yearly Community Meeting. The Board of Directors shall conduct at least one meeting that is open to all residents and property owners of Fearrington Village at the time and place determined by the Board to ensure the broadest possible participation. Notice of such meeting shall be sent to residents of Fearrington Village at least ten (10) days in advance and residents shall be invited to attend the meeting.

Section 2. Regular Meetings. The Board of Directors regular meetings shall be held at least quarterly at a place and at a time determined by the Board.

Section 3. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President, by any two Directors, or requested by the Executive Director.

Section 4. Notice of Meetings. Notice of the time, day, and place of regular or special meetings of the Board of Directors should be given at least three (3) days before the meeting to the electronic address or the usual residence address of each Director. Notice of regular meetings will generally be considered given as recorded in the minutes of the preceding regular meeting. Notice of special or rescheduled regular meetings will generally be given by email or telephone and deemed given when received.

Section 5. Participation in 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 or online platform (Zoom), providing all persons participating in the meeting can hear each other simultaneously. A Director who knows they will not be able to participate in a meeting in person or by telephone/device may register votes by letter or email to the Secretary in advance of the meeting concerning specific issues on the meeting's agenda.

Section 6. Consent in Lieu of a Meeting. The Board of Directors may act or decide 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. For purposes of this section, "All Directors" excludes those Directors who cannot be contacted by telephone, email, or other means and who have not provided a written vote.

Section 7. Quorum. The participation of a majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. Still, if less than a majority of the Directors are participating in that meeting, the majority of the Directors present may adjourn the meeting from time to time without further notice.

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 other offices as it deems necessary and may designate an Acting Secretary or Acting Treasurer if necessary.

Section 2. Election of Officers. The Board of Directors shall elect officers at a regularly scheduled meeting or special meeting for this purpose no later than September 30th of each year.

Section 3. Terms of Office and Consecutive Terms. The Executive Officers shall each serve for a period of two years and may be elected to serve a second two-year term as officers, provided the total time on the Board does not exceed six years. If no Board member is approved to assume an open Executive Officer role, the full Board may vote to extend an existing Executive Officer's term for up to an additional two years.

Section 4. Resignation and Removal. Any officer may resign 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 immediately if no time is specified. Any officer may be removed from office, with or without cause, by a two-thirds (2/3) vote of the Board of Directors at any regularly scheduled meeting or at a special meeting called for this purpose.

Section 5. Vacancies. The Board of Directors may fill a vacancy in any officer role for the unexpired term.

Section 6. Multiple Officer Roles. With one exception, no person shall simultaneously hold more than one office. The exception is that the Vice President may also serve as the Secretary if the Board, after at least two attempts at different Board meetings, cannot recruit among its members two different people to serve separately as Vice President and Secretary.

Section 7. Duties of Named Officers

(a) The PRESIDENT shall:

- (1) 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) Approve all committee, task force, and advisory group chairs except for the Finance and Nominating Committee chairs, who shall be the Treasurer and Vice President, respectively.
- (8) With the Executive Director, serve as FC's primary spokesperson and maintain liaison, as needed, with other FV organizations and external organizations, including foundations and funding sources supporting FC.

(b) The VICE PRESIDENT shall:

- (1) Serve in place of the President in the event of their 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 and serve on the Executive Committee.

(c) The SECRETARY shall:

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

(d) The TREASURER shall:

- (1) Provide direction and oversight to employees responsible for financial tasks to ensure 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 of nonprofit organizations.
- (3) With the Executive Director, participate in the 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) Chair of the Finance Committee and serve on the Executive Committee.

ARTICLE VIII: COMMITTEES

Section 1: Committee Formation. The Board may authorize the establishment of standing and other committees, task forces, and similar groups of volunteers and board members to assist in Board governance tasks, gather information for the Board, handle fundraising projects, organize social and cultural events, coordinate communications, and assist with member recruitment and member services. The standing committees for FC are the Executive, Finance, and Nominating Committees. The Chair of each committee shall keep the Board and Executive Director informed, the latter as appropriate, of committee plans and activities.

Section 2: Executive Committee. The Officers of the Board shall constitute the Executive Committee, which the President shall chair. 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.

- (a) **Powers.** The Executive Committee shall have the power to act on behalf of the Board on matters that require action in advance of a regularly scheduled meeting of the Board. Information about the Committee activities shall be shared with the Board by the President, or designee, at the next scheduled full Board meeting.
- (b) **Quorum:** A majority of the sitting members of the Executive Committee shall constitute a quorum.

Section 3: Finance Committee. The Treasurer shall chair the Finance Committee and it shall have at least three members. This Committee shall have the responsibility for

- (a) Preparing, at least annually, a budget for FC
- (b) Overseeing the preparation of interim and annual financial statements,
- (c) Ensuring adequate financial controls,
- (d) Ensuring compliance with financial and regulatory requirements,
- (e) Overseeing the treasury and cash management functions, and
- (f) Making financial information available to the Officers, Directors, and residents of FV, as appropriate.
- (g) Hiring and supervising external accountants and auditors with the approval of the Board.

Section 4: Nominating Committee. The Nominating Committee shall be chaired by the Vice President and have at least five members (two Directors and three residents and/or property owners). This Committee shall have the responsibility for

- (a) Preparing a list of nominees for the Board
- (b) Preparing a list of nominees for the Officers at regular elections and for the filling of vacancies.

- (c) Determining by majority vote which individuals should be presented to the Board as nominees for Directors or Officers, including the discretion to nominate more individuals than there are vacancies in which case the Board can elect to fill only the vacancies or can increase the size of the Board within the provisions of the Bylaws.
- (d) Developing procedures for selecting nominees, including soliciting nominations for Directors through written notice to the Board and/or the Regular Members, announcement at a meeting of the Board, and by other means.

Section 5. Prior Board Approval. No committee, task force, or similar group is authorized to enact policies or expend funds without the Board's prior approval except according to an explicit delegation document that shall be appended to these By-laws. The Board may change or revoke delegations, 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, HEALTHCARE PROFESSIONALS AND EMPLOYEES

Section 1. Executive Director. The Board is responsible for hiring an Executive Director, whose duties may include overseeing FC services and programs, efficient FC operations, budget, strategic planning, coordination with other FV organizations, as appropriate, supervision of employees and volunteers, oversight of volunteers, building operations and maintenance, and representation of FC within and outside of FV, and other duties as assigned by the Board.

- (a) The Board shall maintain a job description for the Executive Director, which more broadly enumerates job responsibilities.
- (b) The Executive Director reports to the President of the Board, who is responsible for conducting an annual performance evaluation of that individual. The Board shall give input regarding the Executive Director's performance.

Section 2. Registered Nurse or Alternative Health Care Professional. Consistent with its HCC legacy, the Board will attempt to maintain a Registered Nurse (RN) on staff or will contract to have an RN available to the Ferrington Village community for health-related assistance and consultation.

- (a) FC may contract to substitute another licensed healthcare professional in this position who can offer similar services as those of an RN.
- (b) The services, duties, and performance criteria under subsection (a) shall be further defined in a Job Description or in a contract for outside services.

Section 3. Employees. To the extent possible, FC relies on volunteers and voluntary donations of money and time to fulfill its mission and serve the community. As needed, the Board of Directors may authorize funding and approve the establishment of one or more positions for hired staff to perform work in support of FC's mission that volunteers cannot perform.

ARTICLE X: GENERAL PROVISIONS

Section 1: Fiscal Year. The FC fiscal year/financial year shall be the calendar year unless otherwise determined by the Board of Directors.

Section 2: Execution of Instruments. All checks or demands for money and notes of FC shall be signed by such officer or person as the Board of Directors may, from time to time, designate.

ARTICLE XI: INSURANCE

Section 1. Required Insurance: Ferrington Cares shall maintain continuous insurance coverage with an insurance company that specializes in insuring non-profit corporations for:

- (a) Workers' Compensation according to the requirements of North Carolina.
- (b) Directors' and Officers' insurance for reimbursement for any losses and expenses associated with alleged wrongful actions in such capacities, including the advancement of legal costs in defense against such allegations; and
- (c) Comprehensive Commercial Insurance, including commercial property coverage, commercial general liability coverage, commercial crime coverage, commercial auto coverage, professional liability, and other coverages that the Board determines appropriate.

Section 2. Other Insurance: For events that the Board has approved, the President or the Executive Director is authorized to purchase other necessary insurance specific to the event.

ARTICLE XII: INDEMNIFICATION

Whether or not in office, each Director shall be indemnified by FC against all costs and expenses reasonably incurred or resulting from any civil or criminal action, suit or proceeding in which the Director is a party because of their role as a Director at FC. The exception is for matters in which the Director has been finally adjudged in such action, suit or proceeding to have been derelict in performing their duties.

ARTICLE XIII: 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 or consolidation, FC's specific assets 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. If 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 XIV: AMENDMENTS TO BYLAWS

Section 1: These bylaws may be amended at any regular or special meetings 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 before being acted upon.

Section 3: In the case of any conflict between the Articles of Incorporation and these bylaws, the Articles shall control.

FEARRINGTON CARES BYLAWS- ADOPTION AND REVIEW DATES:

ADOPTION: February 9, 2000

REVISED: August 18, 2008

REVISED: October 15, 2010

REVISED: November 16, 2012

REVISED: September 14, 2015

REVISED: January 12, 2017

REVISED: July 9, 2018

REVISED: October 11, 2021

CORRECTION: March 3, 2022- technical correction regarding terms of Director's service

REVISED: April 2023

REVISED: December 11, 2023

REVISED: April 14, 2025

APPROVED: April 14, 2025