

# **BYLAWS**

## **OF**

### **INDEPENDENT GARAGE OWNERS OF NORTH CAROLINA, INC.**

#### **ARTICLE I**

##### **Name**

The name of the Corporation shall be INDEPENDENT GARAGE OWNERS OF NORTH CAROLINA, INC.

The Independent Garage Owners of North Carolina, Inc. shall be referred to herein as "IGONC" and the name "Independent Garage Owners of North Carolina, Inc." and "IGONC" shall be one in the same for all respects and purposes. "IGONC" shall also be known as doing business as "Independent Garage Owners of America" and "IGOA" and shall be one in the same for all respects and purposes.

#### **ARTICLE II**

##### **Purposes of the Association**

The IGONC is a nonprofit corporation organized exclusively as a business league within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code"). The purposes for which the Corporation is organized are: (a) To Provide a medium for cooperative activities between the various individual garage owners in the state of North Carolina and in other locations in particular to unite its members in the fellowship and to promote closer business, educational, and social unity. (b) To foster and protect the interests of the members of this organization. (c) To aid in the dissemination of knowledge of improved automotive repair methods, to improve the standards of automotive repair among all members of this organization and to serve as a medium for the exchange of valuable business. (d) To make such civic, charitable, social, religious, and educational contributions in the state of North Carolina as the Board of Directors shall deem proper. (e) To serve in an investigative, advisory, promotional, or any other such non-business capacity as will benefit all members of this corporation.

#### **ARTICLE III**

##### **Offices**

1. **THE PRINCIPAL OFFICE** Offices of the Corporation shall be located in the state of North Carolina and/or in such other locations as may be determined by the Board of Directors.
2. **THE REGISTERED OFFICE** of the Corporation required by law to be maintained in the State of North Carolina may be, but need not be, identical with the principal office.
3. **OTHER OFFICES:** The Corporation may have offices at such other places, either within or without the State of North Carolina, as the Board of Directors may from time to time determine or, as the affairs of the Corporation may require.

## **ARTICLE IV**

### **Membership**

**QUALIFICATIONS:** It is the purpose and intent of this organization to encourage the association of automotive service professionals. Consistent with the spirit of that intention and purpose, regular membership in the corporation shall be limited to those firms actively engaged in the automotive service and repair industry in the state of North Carolina and other locations. Membership is specifically open to firms which are gasoline or service stations, expressly provided, however, those firms also operate service and automotive repair bays as incident to total operations. There shall be no requirement that a member be a participating member or subscriber of any other organization or association of whatsoever kind in order to be a member of the Independent Garage Owners of North Carolina, Inc.

1. **CLASS OF MEMBERSHIP:** There shall be three (3) classes of membership in this Corporation: (1) Regular Members, (2) Life and Honorary Members and (3) Associate Member

2. **REGULAR MEMBER:** Regular membership shall be automotive service businesses who provide automotive repairs or services to the motoring public, and/or businesses or organizations that provide repairs or services to exclusive vehicle fleets, such as public utilities or school systems and membership shall be limited to firms engaged on a full-time basis, that is normally operating a minimum of thirty (30) hours per week; an individual designated by such firm as its representative or voting agent shall represent said firm in all matters concerning its organizational membership.

3. **LIFE AND HONORARY MEMBER:** The following membership classes shall have no voting agent in the corporation or be permitted to hold office. A Life or Honorary Member is an organization, association, institute, corporation, partnership, manufacturer, dealer, contractor, planner, consultant or other related group(s) or person(s) devoted to the purposes of the IGONC. Life and/or honorary memberships may be conferred at such time and under such terms as the Board of Directors may determine.

4. **ASSOCIATE MEMBER:** Shall be individuals or firms representing trades or suppliers serving the automotive service and or repair industry.

5. APPLICATION FOR MEMBERSHIP: A person or other entity desiring membership in the Corporation shall submit an application to the Board of Directors, upon the form prescribed by the Corporation. No person otherwise eligible for membership in the Corporation shall be denied membership because of race, creed, color, sex or national origin.

6. DUES: The amount of the dues for each class of membership shall be prescribed by the Board of Directors.

7. EXPULSION FROM NONPAYMENT OF DUES: Any member who shall fail to pay his dues for a period of six (6) months from the due date for payment shall thereupon cease to be a member of the Corporation and may not be thereafter reinstated to membership except by making a new application as provided herein.

8. EXPULSION BY BOARD: Any member may be expelled from the Corporation for cause such as violation of any of the Bylaws or Rules of the Corporation or for conduct prejudicial to the best interests of the Corporation by a vote of two-thirds (2/3) of the Board of Directors at a regular meeting, or at any special meeting called for that purpose. No refunds of dues shall be made.

9. RESIGNATION: Any member may resign at any time by notice in writing to the Board. Upon receipt by the appropriate officer of the Corporation of such notice of resignation, the membership of the person giving such notice shall terminate. No refund of the dues shall be made.

10. OTHER MEMBERSHIP CATEGORIES. The Board may by resolution establish other membership categories deemed appropriate and in the best interest of the Corporation.

11. ASSIGNABLE: Membership in the Corporation and the rights and privileges of a member shall be assignable upon approval of the Board of Directors.

12. FORFEITURE OF RIGHTS: Any former member firm, agent or representative member having been removed from membership for any cause shall forfeit all rights and interests in and to any properties or possessions of the corporation, including the right to display any emblem, sign or logo of membership.

## **ARTICLE V**

### **Meetings of the Members**

1. ANNUAL MEETINGS OF THE MEMBERS: The annual meeting of the members shall be held as specified by the Board of Directors, with a time and place to be selected by the Board of Directors. A report of the affairs of the Corporation and a financial report shall be made to the members at the annual meeting. Notice of the annual meeting shall be given at least ten (10) days prior to such meeting by email or other electronic notifications.

2. **SPECIAL MEETING OF MEMBERS:** The special meeting of the members may be called by the Board of Directors upon its own motion and shall be called at the written request of ten percent (10%) of the Members of the Corporation entitled to vote. Notice of the time and place of any special meeting of the members shall be given to each member at least ten (10) days prior to such meeting. The notice of every special meeting shall state the subject of the meeting, and no other business shall come before such meeting.

3. **VOTING OF THE MEMBERS:** Only Regular Members shall have voting rights.

4. **QUORUM:** At any Annual Meeting of the Corporation a quorum shall consist of 50% of those regular members registered at said meeting, provided that no less than 15 members are present. At any Special Meeting of the Corporation a quorum shall consist of 25 regular members. The Regular Members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough Regular Members to leave less than a quorum.

5. **PROXIES:** There shall be no voting by proxy.

6. **VOTING:** Subject to the provisions of Section 3 of Article IV, each Regular Member entitled to vote shall be entitled to one vote on each matter submitted to a vote at a meeting of Members.

7. **INFORMAL ACTION BY MEMBERS:** Any action which may be taken at a meeting of the Members may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the persons who would be entitled to vote upon such action at a meeting, and filed with the Secretary of the Corporation to be kept as part of the corporate records.

8. **RULES OF ORDER:** All proceedings of this corporation shall be regulated in accordance with Robert's Rules of Order(revised) except where otherwise provided for in these Bylaws.

## **ARTICLE VI**

### **Directors**

1. **GENERAL POWERS:** The management of the Corporation shall be vested in the Board of Directors. Members of the Board shall serve without pay. The Board of Directors shall have the power to make and amend rules and regulations pertaining to the operation of the Corporation, and shall have the responsibility for the entire management of the affairs of the Corporation, except as may be otherwise provided in the Bylaws.

2. **TERM of OFFICE:** The number of Directors constituting the Board of Directors shall be fourteen (14). Directors must be Regular Members of the Corporation. The Board of Directors shall consist of a President, Vice President, Secretary, Treasurer, and the Immediate Past President and six (6) other Directors and three (3) Associate Directors. The terms of the President, the Vice-President, the Secretary, the Treasurer and the Immediate Past President shall be one (1) year. The terms of the other six (6) Directors and three (3) Associate Directors shall

be three (3) years. Each Director shall assume office at the conclusion of the annual meeting. A Member shall serve no more than six consecutive years as a Director.

VACANCIES. In the event a Board member leaves mid-term the President shall have the authority to fill such vacancies. Each officer shall be required to make at least 50% of the meetings per year including the installation ceremony, unless an extenuating circumstance than it will be at the discretion of the Executive Committee as to granting absences.

3. NOMINATION AND ELECTION: At least thirty (30) days before each annual meeting, the President shall appoint a nominating committee consisting of the Vice-President. The nominating committee shall forward prior to the annual meeting a list of nominees showing at least one name for each position to become vacant. The list of nominees shall be presented to the Board of Directors. Nominees shall provide acceptance of their candidacies. At the annual meeting, the nominees, if present, shall be presented to the members in attendance for the induction of officer's ceremony.

4. RESIGNATION AND REMOVAL: Any Director may resign at any time by giving notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified in the notice. Board members may be removed from office with or without cause by (1) a vote of two-thirds (2/3) of the members of the Board at the annual meeting or a special meeting called for that purpose; or (2) a vote of two-thirds (2/3) of the Members at the annual meeting or a special meeting called for that purpose. If any Director is so removed, a new Director may be elected at the same meeting.

5. CHAIRMAN OF THE BOARD: The President shall serve as Chairman of the Board of Directors. The Chairman shall preside at all meetings of the Board of Directors.

## **ARTICLE VII**

### **Meetings of the Board of Directors**

1. MEETINGS OF THE BOARD: The Board shall meet three times per year at a location and time specified by the Executive Committee. Prior notice of the time and place of such meetings shall be given to the Directors by any usual means of communication.

2. SPECIAL MEETINGS OF THE BOARD: Special meetings of the Board may be called by or at the request of the President of the Corporation or by any three (3) Board members. Such meetings will be held within the State of North Carolina.

3. NOTICE OF MEETINGS OF THE BOARD: The President may call a regular meeting of the Board by giving at least five (5) days' advance notice thereof by any usual means of communication. The person or persons calling a special meeting of the Board shall, at least five (5) days prior to the meeting, give notice thereof by any usual means of communication. Such notice need not specify the purpose for which the meeting is called. 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.

4. **QUORUM OF THE BOARD:** A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

5. **VOTING OF THE BOARD:** Except as otherwise provided in this Section, the act of the majority of the Board members present at a meeting at which a quorum is present shall be the act of the Board. The vote of a majority of the number of Board members fixed pursuant to these Bylaws shall be required to adopt a resolution constituting an Executive Committee. The vote of a majority of the Board members then holding office shall be required to adopt, amend or repeal a Bylaw.

6. **INFORMAL ACTION BY DIRECTORS:** Action taken by the Directors without a meeting is nevertheless Board action if written consent to the action in question is signed by all the Directors and filed with the minutes of the proceedings of the Board, whether done before or after the action so taken. Additionally, action taken by a majority of the Directors or Executive Committee without a duly called meeting is nevertheless Board or an Executive Committee action if the action is approved by a majority of the Board at the next regular meeting of the Board. If a meeting of Directors otherwise valid is held without proper call or notice, action taken at such meeting otherwise valid is deemed ratified by a Director who did not attend unless promptly after having knowledge of the action taken and of the impropriety in question, he files with the Board Secretary his written objection to the holding of the meeting or to any specific action taken. Any one or more Directors or members of the Executive Committee may participate in a meeting of the Board or Committee by means of a conference telephone or similar communication device which allows all members participating in the meeting to hear each other, and such participants in a meeting shall be deemed present in person at such meeting.

## **ARTICLE VIII**

### **Executive Committee and Other Committees**

1. **EXECUTIVE COMMITTEE:** The Executive Committee shall be composed of the President, the Vice President, the Secretary, the Treasurer and the Immediate Past President. The Executive Director shall be an ex-officio member of the committee without the right to vote.

2. **AUTHORITY:** The Executive Committee may act in place and instead of the Board of Directors between meetings of the Board on all matters except those specifically reserved to the Board by the Bylaws. Actions of the Executive Committee shall be reported to the Board of Directors by any usual means of communication or at the next meeting of the Board of Directors.

3. **MEETINGS:** The President shall call such meetings of the committee as the business of the Corporation may require or a meeting shall be called by the President within 15 days of receipt of the written request of two members of the Executive Committee. All meetings of the Executive Committee shall be held at the principal office of the Corporation, or at such place as the Executive Committee may from time to time determine.

4. QUORUM: The majority of the Executive Committee shall constitute a quorum at any duly called meeting of the committee.

5. NOMINATIONS AND ELECTIONS COMMITTEE:

(a) Composition: In a year where there are no elections for the IGONC Executive Committee, the President will serve as chairman of the nominating committee. In other years where there will be a movement in the Presidency, The Vice-President will serve as the chairman of the nominating committee. The committee will be comprised of the current President & Vice-President.

(b) The Nominating Committee shall nominate one candidate for each vacated office to be filled and shall notify the membership of its nominations not less than 30 days before the Annual Meeting. 15 days shall be allowed for nominations from the membership. The IGONC membership shall be notified of the proposed nominations via email and on the IGONC website.

(c) If there are nominations from the general membership as outlined in Section 1 (b) of this Article and there is more than one candidate for one or more offices, email ballots shall be prepared. A ballot shall be emailed to each regular Member and shall reflect the names of those candidates for whom the member is eligible to vote. Where only one candidate has been nominated for an office, no ballot shall be required for the office. The Nominating and Elections Committee shall conduct a email ballot in which each regular member will have one vote for the position to be elected and for which he/she is eligible to vote. Votes will be tabulated electronically using a survey program. Ten days shall be allowed between the emailing of the ballots and the tabulations.

6. BUDGET AND FINANCE COMMITTEE: The members of the Budget and Finance Committee shall consist of the members of the Executive Committee. The Treasurer shall serve as Chairman. The Committee shall consult with the Executive Director on the annual budget of the Corporation and prepare recommendations for the Board of Directors. The Committee may perform such other duties in connection with the finances as the Board may determine.

7. MEMBERSHIP COMMITTEE: The Membership Committee shall consist of the Vice-President, who shall serve as Chairman, and all Directors. The Membership Committee shall concern itself with building the membership of the Association.

8. SCHOLARSHIP COMMITTEE: The Committee will award the association's Scholarships in accordance with the guidelines set by the Board of Directors. The Committee will advise the Board of Directors on Scholarship Matters.

9. ADVISORY COMMITTEE: This committee will be comprised of five (5) Past Presidents that will serve as a source of knowledge & guidance to Board members that may not be fully knowledgeable with the total operation of IGONC. These members may receive a phone call, email or requested to attend a meeting if necessary. These members may attend any scheduled meeting of the Board if they choose to. These committee members will receive all Board correspondence for their review.

10. OTHER COMMITTEES: Other committees not having and exercising the authority of the Board in the management of the Corporation may be designated by a resolution by the Board. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal.

## **ARTICLE IX**

### **Officers**

1. NUMBER: The officers of the Corporation shall consist of a President, Vice-President, Secretary, and Treasurer. Any two or more offices may not be held by the same person.

2. ELECTION AND TERM: The Officers shall be elected in accordance with Article VI of these Bylaws. The terms of the Officers shall be in accordance with Article VI of these Bylaws.

3. PRESIDENT: The President who shall serve without compensation, shall be the principal Executive Officer of the Corporation, and, subject to the control of the Board of Directors, shall supervise and control the management of the Corporation in accordance with these Bylaws. He shall, when present, preside at all meetings. The President shall appoint committee members. He shall sign, with any other proper officer, any deeds, mortgages, bonds, contracts, or other instruments which may be lawfully executed on behalf of the Corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be delegated by the Board of Directors to some other officer or agent; and, in general, he shall perform all duties normally incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

4. VICE-PRESIDENT: The Vice-President, who shall serve without compensation, shall perform the duties and have the power and responsibilities of the President-Elect in the event of the President-Elect's death, resignation, absence or disability and shall have such powers, duties and responsibilities as may be assigned to him from time to time. The Vice-President shall succeed to the office of President-Elect upon expiration of the term of office of the President-Elect.

5. SECRETARY: The Secretary, who shall serve without compensation, shall have authority to oversee and/or audit all records of the membership. Such duties of the Secretary as may be specified by the Board of Directors shall be delegated to the Executive Director for execution by the Corporation staff.

6. TREASURER: The Treasurer, who shall serve without compensation, shall have authority to monitor or audit all corporation funds and properties. The Board may request that certain aspects of the organization's operations or finances be reviewed. The Treasurer shall be responsible for determining the objectives of the Board and communicating those objectives to potential CPA firm service-providers, and presenting the recommended procedures to the Board. Such duties of



the Treasurer as may be specified by the Board of Directors shall be delegated to the Executive Director for execution by the Corporation staff.

7. IMMEDIATE PAST PRESIDENT: The Immediate Past President shall serve as Chairman of the Training & Education Committee.

7. BOND: The Board of Directors may, by resolution, require any or all officers, agents and employees of the Corporation to give bond to the Corporation, with sufficient sureties, conditioned on the faithful performance of the duties of their respective offices or positions, and to comply with such other conditions as may from time to time be required by the Board of Directors.

## **ARTICLE X**

### **Indemnification**

1. EXPENSES AND LIABILITIES: Except as provided below, to the extent and upon the terms and conditions provided by the North Carolina Nonprofit Corporation Act as it exists or may hereafter be amended, the Corporation shall indemnify any and all of its officers and Directors against liability and litigation expense, including reasonable attorneys' fees, arising out of their status as such. Said officers and Directors shall be entitled to recover from the Corporation, and the Corporation shall pay, all reasonable costs, expenses, and attorneys' fees in connection with the enforcement of rights to indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other right to which such person may be entitled apart from the provisions of this Bylaw. Such indemnification rights shall apply against liability incurred in a proceeding if the officer or Director: (a) conducted himself in good faith; (b) reasonably believed: (c) in the case of conduct in his official capacity with the Corporation, that his conduct was in its best interest; and (d) in the case of any criminal proceeding, had no reasonable cause to believe his conduct was unlawful. The Corporation shall not indemnify a Director or officer: (a) in connection with a proceeding by or in the right of the Corporation in which the Director was adjudged liable to the Corporation; or (b) in connection with any other proceeding charging improper personal benefit to the Director, whether or not involving action in his official capacity, in which the Director was adjudged liable on the basis that personal benefit was improperly received by the Director. The Corporation shall indemnify a Director or officer who was wholly successful, on the merits or otherwise, in the defense of any proceedings to which the Director or officer was a party because he is or was a Director or officer of the Corporation against reasonable expenses actually incurred by the Director or officer in connection with the proceeding. The Corporation also shall have the power, in its sole discretion, to indemnify any present or former Director, officer, employee or agent or any person (who has served or is serving (i) in such capacity at the request of the Corporation in any other corporation, partnership, joint venture, company, trust or other enterprise or (ii) as a trustee or administrator under an employee benefit plan), with respect to any liability or litigation expenses, including reasonable attorneys' fees (incurred in such capacity by any such person) to the extent and upon the terms and conditions provided by the North Carolina Nonprofit Corporation Act as it exists or may hereafter be amended.

2. **ADVANCE PAYMENT OF EXPENSES:** Expenses incurred by a Director, officer, employee or agent in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case or as authorized or required under any charter or Bylaw provision or by any applicable resolution or contract upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation against such expenses. Notwithstanding the provisions of the preceding paragraph, the Corporation shall, upon receipt of an undertaking by or on behalf of the Director or officer involved to repay the expenses described in the second paragraph of the preceding Section 1 of ARTICLE X unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation against such expenses, pay expenses incurred by such Director or officer in defending a civil or criminal action, suit or proceeding in advance of the final disposition of such action, suit or proceeding.

3. **INSURANCE:** The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as Director, officer, employee, trustee or agent of another nonprofit corporation or trust against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability.

## **ARTICLE XI**

### **EXECUTIVE DIRECTOR & STAFF**

1. **APPOINTMENT:** The Executive Committee shall employ a salaried administrator who shall have the title of Executive Director and whose terms and conditions of employment shall be specified by the Executive Committee. Any employment agreement or salary and benefit terms agreed upon between the Executive Director and the Executive Committee shall first be approved by the Board of Directors.

2. **AUTHORITY AND RESPONSIBILITY:** The Executive Director shall be the chief administrative officer of the Corporation responsible for all management functions. The Executive Director shall manage and direct all activities of the Corporation as prescribed by the Board of Directors and Executive Committee and shall be responsible to the Executive Committee. The Executive Director shall employ and may terminate the employment of members of the staff as may be necessary to carry on the work of the Corporation and may fix their compensation. The Executive Director shall define the duties of the staff, supervise their performance, establish their titles and delegate their responsibilities of management as shall be in the best interest of the Corporation. The Executive Director shall not enter into any employment agreements with any member of the staff without prior approval from the Board of Directors.

## **ARTICLE XII**

### **Forbidden Activities**

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its officers, Directors, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its non-profit purposes and that the Corporation shall be authorized in the event of liquidation or dissolution to distribute the balance of all money and other property which it receives from any source, after the payment of all debts and obligations, back to the members in proportion to the amount of cumulative dues contributed to the Corporation if such is adopted as the Plan of Liquidation by the Board of Directors. The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

## **ARTICLE XIII**

### **ANTI-TRUST COMPLIANCE**

1. **POLICY:** It is the undeviating policy of IGONC, Inc. to comply strictly with the letter and spirit of all Federal and State Trade Regulations and Anti-Trust laws. Any activities of the Association or related actions of its staff, officers, Board of Directors, or members which violates these regulations and laws are detrimental to the interest of the Association and are unequivocally contrary to Association policy.

2. **IMPLEMENTATION:** Implementation of the Anti-Trust compliance policy of the Association by reading of Anti-Trust and Confidentiality statement at the beginning of each Board meeting and Annual meeting and shall include, but shall not be limited to the following: (a) Minutes of the Executive Committee and of the Board of Director's meetings shall be distributed to the members of the Board of Directors and the Secretary shall cause a copy to be filed in the permanent records of the Association. (b) Minutes of committee meetings and annual meetings shall be distributed to the members of the Board of Directors and the Secretary shall cause a copy to be filed in the permanent records of the Association. (c) All Association activities or discussions shall be avoided which might be construed as tending to: (1) Raise, lower or stabilize trade prices; (2) Encourage boycotts; (3) Foster unfair trade practices; or in any way violate Federal or State Trade Regulations and Anti-trust laws. (d) Association members, officers or employees who participate in conduct which the Board of Directors determines to be contrary to the Association Anti-trust compliance policy shall be subject to disciplinary measures up to and including termination.

## **ARTICLE XIV**

### **General Provisions**

1. **DISSOLUTION:** This Corporation may be dissolved at a regularly called Annual Meeting by a 75% vote of the membership. Upon dissolution the assets thereof after all of its liabilities and obligations have been discharged or adequate provision made there for, shall be distributed to any associations or corporations organized for purposes similar to those set forth in these Bylaws. The determination of the recipient or recipients of such assets shall be as determined by the Board of Directors.

2. **WAIVER OF NOTICE:** Whenever any notice is required to be given to any member of the Corporation or any Board member under the provisions of the North Carolina Nonprofit Corporation Act or under the provisions of the charter or Bylaws of this Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

3. **AMENDMENTS:** Except as otherwise provided herein, these Bylaws may be amended or repealed, and new Bylaws may be adopted by the affirmative vote of a majority of the Board members then holding office at any regular or special meeting of the Board. The Board of Directors shall have no power to adopt a bylaw providing for the management of the Corporation otherwise than by the Board or its Executive Committee. Notice to the Directors shall be provided by written copies of the proposed changes by any available means prior to the meeting where the changes will be considered for a vote by the Board.

4. **BOOKS AND RECORDS:** The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Board members and committees having any of the authority of the Board.