

BYLAWS OF
TOGETHER WE CAN, INC.

ARTICLE 1- NAME AND PURPOSE

Section 1- Name: The name of the organization shall be Together We Can, Inc. It shall be a nonprofit organization incorporated under the laws of the State of North Carolina.

Section 2- Purpose: Together We Can, Inc. is organized exclusively for charitable purposes.

The purpose of this corporation is to provide opportunity and assistance to those in chronic poverty as well as those in temporary crisis of any nature. Our goal is to support people who are making a difference in under-resourced communities both locally and internationally to promote self-sufficiency and hope. Support will include resources to address medical, educational, economic, social, and spiritual needs. While Together We Can, Inc. is based in Christian principles and ideals, assistance will be provided to anyone regardless of any personal preferences or identifying characteristics.

ARTICLE II- MEMBERSHIP

Section 1- Membership: Membership shall consist of the board of directors.

ARTICLE III- BOARD OF DIRECTORS

Section 1- Board role, size, and compensation: The board is responsible for the overall policy and direction of the organization, and delegates responsibility of day-to-day operations to the officers. The board shall have up to 9, but not fewer than 3 members. The board receives no compensation.

Section 2- Terms: All board members shall serve three year terms, but are eligible for re-election.

Section 3- Meetings and notice: The board shall meet at least annually, at an agreed upon time and place. An official board meeting requires that each board member have written notice at least two weeks in advance.

Section 4- Board elections: During the last quarter of each fiscal year of the corporation, the board of directors shall elect directors to replace those whose terms will expire at the end of the fiscal year. This election shall take place during a regular meeting of the directors, called in accordance with the provisions of these bylaws.

Section 5- Election procedures: New directors shall be elected by a majority of directors present at such a meeting, provided there is a quorum present. Directors so elected shall serve a term beginning on the first day of the next fiscal year.

Section 6- Quorum: A quorum must be attended by at least two thirds of board members for business transactions to take place and motions to pass.

Section 7- Participation in a Meeting by Conference Telephone: Members of the Board may participate in a meeting by way of conference telephone or other similar communications equipment, so long as members participating in such meeting can hear one another.

Section 8- Officers and Duties: There shall be three officers of the board , consisting of a chair, secretary, and treasurer. Their duties are as follows:

The chair shall convene regularly scheduled board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: secretary, treasurer.

The secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.

The treasurer shall make a report at each board meeting. The treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members and the public.

Section 9- Vacancies: When a vacancy on the board exists mid-term, the board must receive nominations for new members from present board members two weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term.

Section 10- Resignation, termination, and absences: Resignation from the board must be in writing and received by the board chair. A board member shall be terminated from the board due to excess absences, more than two unexcused absences from board meetings in a year. A board member may be removed for other reasons by a three-fourths vote of the remaining directors.

Section 11- Special meetings: Special meetings of the board shall be called upon the request of the chair, or one-third of the board. Notices of special meetings shall be sent out by the secretary to each board member at least two weeks in advance.

ARTICLE IV- COMMITTEES

Section 1- Committee formation: the board may create committees as needed such as fundraising, public relations, etc. The board Chair appoints all committee chairs.

Section 2- Executive Committee: The three officers serve as the members of the Executive Committee. Except for the power to amend the articles of incorporation and bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

ARTICLE V – FINANCES

Section 1- The fiscal year shall be the calendar year, January 1 through December 31. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to board members and the public.

Section 2- If the operating expenses of TWC should reach \$1000 annually, a finance committee will be appointed by the board consisting of the treasurer as chair and two other board members with the responsibility of determining procedures to provide the operating expenses, a fundraising plan if needed, and an annual budget. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee.

ARTICLE VI- DIRECTOR AND STAFF

Section 1- Executive Director: The executive director is appointed by the board and is unpaid and thus has full voting privileges. The executive director has day-to-day responsibilities for the organization, including carrying out the organization's goals and policies. The executive director will attend all board meetings, report on the progress of the organization, and answer questions of the board members. The board can designate other duties as necessary.

ARTICLE VII- GENERAL PROVISIONS

Section 1- Amendments: These bylaws may be amended when necessary by two-thirds majority of the board of directors. Proposed amendments must be submitted to the secretary to be sent out with the regular board announcements.

Section 2: Indemnification: Any person who at any time serves or has served as a director, officer, employee, or agent of the Corporation, or in such capacity at the request of the Corporation, shall have a right to be indemnified by the Corporation to the fullest extent permitted by law against (a) reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with any threatened or pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative, and whether or not brought by or on behalf of the Corporation, seeking to hold him or her liable for reason of the fact that he or she is acting in such capacity, and (b) reasonable payments made by him or her in satisfaction of any judgment, money decree, fine, penalty, or settlement for which he or she may become liable in any such action, suit or proceeding.

The Board of Directors of the Corporation shall take all such action as may be necessary and appropriate to authorize the Corporation to pay the indemnification required by this bylaw, including without limitation, to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of the indemnity due him or her.

Any person who at any time after the adoption of this bylaw serves or has served in any of the aforementioned capacities for or on behalf of the Corporation shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right or 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 rights to which such person may be entitled apart from the provision of this bylaw.