

BYLAWS
of
Religious Community Services, Inc.

Article I Corporate Name and Offices

- 1.1 Corporate Name: The name of this organization shall be Religious Community Services, Inc., hereinafter as the "Corporation."
- 1.2 Not-for-Profit Corporation: The Corporation shall be incorporated as a nondenominational not-for-profit corporation, subject to the provision of Section 501 (c)(3) of the Internal Revenue Code and G.S. et.seq. of the laws of the State of North Carolina, and shall be operated for charitable purposes only.
- 1.3 Principal Office: The principal office of the Corporation shall be located in Craven County, 919 George Street, New Bern, North Carolina.
- 1.4 Registered Office: 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.
- 1.5 Members: There shall be no members of the Corporation, and the Corporation shall be owned and governed by the Board of Directors.

Article II Purposes and Limitations

- 2.1 Purpose: The Purpose of the Corporation shall be to provide, in Christ's name and in the name of His people, immediate and dignified relief to needy persons and families in Craven, Jones and Pamlico Counties of North Carolina, without regard to race, religion, creed, gender, disability, age or national origin.
- 2.2 Mission: The Board of Directors shall establish the Mission and strategic directions of the Corporation, consistent with the Purpose of the Corporation.
- 2.3 Corporate Activities: The Corporation shall engage in all such activities which a corporation of like character is and may be authorized and permitted to engage in by the laws of the United States and the State of North Carolina.
- 2.4 Limitations: No part of the earnings and assets of the Corporation shall inure to the benefit of any member of the Board of Directors or employee of the Corporation, or to any other individual, except that reasonable compensation may be paid for services rendered to or in the name of the Corporation. No substantial part of the activities of the Corporation shall consist of propaganda for the passage or influence of legislation, or intervening in any political campaign on behalf of any candidate for public office or political party.

Article III Board of Directors

- 3.1 General Powers: The business and affairs of the Corporation shall be governed and under the overall direction of a self-perpetuating Board of Directors and by such Executive Committee as provided here. The Board of Directors shall exercise for the Corporation, all powers, duties and authority vested in or delegated to the Corporation by the Articles of Incorporation or these Bylaws.

- 3.2 General Authority: The ultimate authority for the overall direction, management and accountability of the Corporation, as well as for the proper representation of constituent interests and welfare, shall be with the Board of Directors.
- 3.3 Number of Directors: The number of Directors on the Board of Directors shall be no fewer than twelve (12) or more than twenty (20) persons, excluding ex-officio and Special Members. The number of members of the Board shall be determined by a resolution of a majority of the Board and similarly may be modified at any time by proper action of the Board.
- 3.4 Election of Directors: The members of the Board of Directors shall be elected by affirmative vote of the majority of Directors in office at any Regular or Special Meeting of the Board.
- 3.5 Terms of Directors: Directors shall be elected for three-year (3) terms to the Board of Directors, and may not serve more than two (2) consecutive terms. One (1) year must lapse before a Director may be considered eligible to again serve as a member of the Board, following the conclusion of said Director's second consecutive term.
- 3.6 Qualifications of Directors: A person shall be considered as qualified for membership on the Board of Directors if such person shall reside within the Craven, Jones or Pamlico Counties of North Carolina and shall demonstrate a sincere commitment to the Purpose and Mission of the Corporation and to the Powers and Duties of the Board, and shall agree to faithfully serve the best interests of the Corporation. The Board shall set such additional qualifications for persons to be considered as members of the Board.
- 3.7 General Standards for Directors: A Director shall discharge duties, including service as a member of the Board of Directors and any Standing Committee of the Board on which the Director may serve: in good faith; with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and in a manner the person reasonably believes to be in the best interests of the Corporation.
- 3.8 Attendance: Regular attendance at all Annual, Regular and Special meetings of the Board of Directors and at all Standing Committees to which a Director has been appointed shall be deemed an obligation of those serving on the Board.
- 3.9 Removal of Directors: Except as otherwise provided herein, a Director may be removed "for cause" by a two-thirds vote of the remaining members of the Board of Directors present, provided a quorum of the Board exists. "For cause" shall include, but not be limited to: gross misconduct; lack of commitment to, or service of, the Purpose and Mission of the Corporation; or three (3) unexcused absences from Regular or Special Meetings within the preceding twelve (12) calendar months. Notice that a removal vote may be taken for cause must be included on the Agenda of said Regular Meeting. The Secretary shall cause a precautionary letter, for signature by the President and prior to the next Regular Meeting, to be sent to the said Director upon two (2) unexcused absences within the preceding twelve (12) calendar months. If any Director is so removed by vote of the Board, the new Director may be elected at that time or at any subsequent Regular or Special Meeting.
- 3.10 Vacancies: A vacancy occurring in the Board of Directors shall be filled by an affirmative vote of a majority of the Board at any Regular or Special Meeting, as recommended by the Nominating and Board Development Committee and provided a quorum of the Board exists. The appointment shall be for a three-year (3) term, consistent with the Terms of Directors, or as prescribed by the Board.

Article IV Meetings of Directors

- 4.1 Regular Meetings: Regular Meetings shall be held with proper notice every other month, with the schedule of meeting months, dates and times to be set forth and adopted by the Board of Directors at its Annual Meeting and to be in effect for the next calendar year.

- 4.2 Annual Meeting: The Annual Meeting of the Board of Directors shall be held in November or at such other time as agreed upon by a majority of the members of the Board. The Annual Meeting shall be for purposes of transacting such business as may be brought before the Board including the Annual Budget, financial reports, Standing Committee reports, meeting calendar and such other business as may be deemed appropriate by the Board.
- 4.3 Special Meetings: Special Meetings of the Board of Directors may be called by or at the request of the President/Chair of the Board or at least two (2) Directors, upon 48 hours notice given to each Director, with such notice being in writing or as may be verbally or electronically communicated.
- 4.4 Organizational Meeting: An Organizational Meeting of the Board of Directors shall be held on the second Saturday of January, or as soon thereafter as reasonably possible, at such time and such place as shall be fixed by the Board. This Organizational Meeting shall also serve as an Annual Retreat for the Board and to address matters of Purpose, Mission, strategic planning and Board organization for the ensuing year.
- 4.5 Quorum: 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. Once a quorum is established, a quorum will be deemed to exist for the remainder of the meeting, or for an adjourned meeting, even if the number of Directors present is reduced below the minimum number necessary to initially establish a quorum. Should a quorum not be constituted, the members present may continue to hold discussions on matters before the Board but shall take no actions.
- 4.6 Manner of Acting: Except as otherwise provided for in the Articles of Incorporation or these Bylaws, the act of the majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board. Each member Director present shall be entitled to one (1) vote on each matter for which a vote is taken.
- 4.7 Presumption of Assent: A member of the Board of Directors present at a meeting of the Board which action on any matter is taken, shall be conclusively presumed to have assented to the action taken unless a dissent vote has been entered into the minutes of the meeting.
- 4.8 Meeting Agenda: The President/Chair shall cause to be prepared in advance of each Regular and Special Meeting a written Agenda of the subjects and topics to come before the Board of Directors at such meeting. The members of the Board may add to such Agenda items either in advance of or at the Board meeting, and the President/Chair shall be authorized to vary the order of the items on the Agenda according to the preferences of the members present at the Board meeting.
- 4.9 Informal Action of Directors: Action taken by a majority of the members of the Board of Directors without a meeting is nevertheless Board action if consent to the action in question is signed by all of the Directors and filed with the minutes of the proceedings of the Board, whether done before or after the action so taken or otherwise affirmed by electronic communications.
- 4.10 Parliamentary Procedures: The parliamentary procedures of all meetings shall be conducted in accordance with Robert's Rules of Order, Revised.
- 4.11 Open Meetings: The meetings of the Board of Directors shall be open to members of the public; however, the Board shall have the authority to adjourn to closed session from time-to-time to address spiritual, personnel, disciplinary or other agreed-upon concerns and issues.
- 4.12 Temporary Chair: If the President/Chair and the President-Elect/Vice Chair are both absent from a Regular or Special Meeting of the Board of Directors, the voting Board members present at the meeting shall elect a member to serve as Temporary Chair for the duration of the meeting.

Article V Officers

- 5.1 Number: The Officers of the Corporation and of the Board of Directors shall consist of a President/Chair, a President-Elect/Vice Chair, a Secretary and a Treasurer. No member of the Board shall serve more than one (1) officer position for any given term.

- 5.2 Election and Term: The Officers of the Corporation shall be elected by the Board of Directors at each Annual Meeting immediately after the election of any Directors, and shall serve for terms of two (2) years beginning with the first meeting of the Board in January. An Officer may not serve in consecutive two-year terms. Each Officer shall hold office until completion of the term of appointment or upon death, resignation, retirement, removal or disqualification.
- 5.3 Vacancies in Offices: All vacancies which may from time-to-time occur in any Office of the Corporation may be filled by the Board of Directors at any Regular or Special Meeting, and such appointed Officer(s) shall serve until the next succeeding Annual Meeting or as otherwise prescribed by the Board.
- 5.4 Qualifications: The Officers of the Corporation and the Board of Directors shall be from among the membership of the Board at the time of the Annual Meeting.
- 5.5 Removal: Any Officer elected by the Board of Directors may be removed by the Board from said Office with or without cause upon proper consideration and majority vote of the Board, provided a quorum of the Board exists.
- 5.6 Compensation: The Officers of the Corporation shall serve without compensation, but may be eligible for reimbursement for reasonable expenses incurred in the performance of their official duties on behalf of the Board, and as approved by the Board. Each Officer may be bonded, the cost of which shall be paid by the Corporation.
- 5.7 President/Chair: The member of the Board of Directors elected to serve as President/Chair shall provide leadership in planning the work of the Board and preside at all meetings of the Board and decide all questions of rule and order for Board meetings. The President/Chair shall sign, with any other proper Officer, any deed, lease, mortgage, bond, contract or other instrument which may be lawfully executed on behalf of the Corporation, except where required or permitted by law to be otherwise signed and executed. The President shall be considered the spokesperson for the Corporation and shall perform all duties as may be prescribed by the Board from time-to-time. The President/Chair shall enjoy full privileges of voting and debate, but shall be precluded from making motions while in office. The President/Chair shall advise and consult with the Executive Director on matters before the Board and confer with the Executive Director on fulfillment of responsibilities and interpretation of Board policies and resolutions.
- 5.8 President-Elect and Vice Chair: The member of the Board of Directors elected to serve as President-Elect/Vice Chair shall preside at all meetings of the Board in the absence of the President/Chair and shall perform such other duties as from time-to-time may be assigned by the Board. The Vice President shall assist the President/Chair in the discharge of duties and shall perform all duties of the President should the President be ill, absent or otherwise incapacitated from performing said duties, and when so acting shall have all the powers of and be subject to all restrictions upon the President/Chair. The President-Elect shall assume a leadership role with respect to Board Member Development. The President-Elect shall be eligible for invitation and consideration to serve as President/Chair of the Board in the ensuing term of office.
- 5.9 Secretary: The member of the Board of Directors elected to serve as Secretary shall record the acts and proceedings of all meetings of the Board and shall have general charge of Corporate records and papers and affix the Corporate Seal to any lawfully executed instrument requiring it. The Secretary shall cause maintenance of a record and register of the current address and terms of members of the Board and the attendance of Directors at all Board meetings. The Secretary shall sign such instruments as may require signature of the Secretary and, in general, shall perform all duties deemed incidental to the office of Secretary and such other duties as may be prescribed and assigned from time-to-time by the Board.
- 5.10 Treasurer: The member of the Board of Directors elected to serve as Treasurer shall cause all funds and other assets to be properly deposited and disbursed in the name and to the credit of the Corporation and the proper rendering to the Board an account of all financial transactions and of the financial condition of the Corporation. The Treasurer shall render a full and accurate accounting of all financial transactions at the Annual Meeting of the Board and at other times as

said Board may direct, and shall cause the financial records of the Corporation to be open at reasonable times for inspection by any Director. The Treasurer shall perform all duties deemed incidental to the office of Treasurer and such other duties as may be prescribed and assigned from time-to-time by the Board.

5.11 Immediate Past-President: The Director whose term as President/Chair has expired shall be eligible for continued service as an Officer on the Executive Committee as the Immediate Past-President. The Immediate Past President shall perform all duties as may be prescribed and assigned from time-to-time by the Board of Directors. If the current three-year term of the Director eligible to serve as Immediate Past President shall have expired or will expire within the two (2) years of service on the Executive Committee, and the Director will have served two (2) consecutive three (3)-year terms, the Board may invite the Director to serve another two-year term in order to complete service as Immediate Past President and as an exception to the normal term limitation. The Director shall be under no obligation to accept the invitation for the additional two (2) years of service.

Article VI Executive Committee

- 6.1 Executive Committee: There shall be an Executive Committee consisting of the President/Chair, Immediate Past President, President-Elect/Vice Chair, Secretary, Treasurer and the Chairs of the Standing Committees, with the Executive Director serving as ex-officio, non-voting member.
- 6.2 Executive Committee Authority: The Executive Committee may exercise all powers and authority of the Board of Directors when the Board is not in meeting, subject to restrictions and limitations of said power and authority as the Board may from time-to-time expressly specify and reserve to the Board. The Executive Committee shall interpret the policies and decisions of the Board as to their immediate application to the Corporation's functions, but shall have no authority to amend the Articles of Incorporation or the Bylaws or to fill vacancies on the Board.
- 6.3 Executive Committee Duties: The Executive Committee shall function to review Agenda items, develop Board policy, assure strategic planning and attend to other governance and business of the Corporation as presented and as shall be delegated to it by the Board of Directors.
- 6.4 Executive Committee Meetings: The Executive Committee shall meet in February, April, June, August, October and December of each year, the date, place and time to be established by the Executive Committee and communicated to the members of the Board. Meetings of the Executive Committee shall be open to all other Directors, but such attending Directors shall have no right to vote at such meetings.
- 6.5 Executive Committee Actions: All actions of the Executive Committee shall be reported at the next Regular or Special Meeting of the Board of Directors.

Article VII Standing Committees

- 7.1 Standing Committees: Each Standing Committee shall exercise the authority of the Board of Directors in the leadership of the Corporation to the extent of and consistent with the identified duties and responsibilities. Designation of such Standing Committees shall not serve to relieve the Board of any responsibility but shall serve to focus attention on matters of particular relevance and concern.
- 7.2 Standing Committee Meetings: All meetings of each Standing Committee shall be open to all other Directors, but such attending Directors shall have no right to vote at such meetings. Each Standing Committee may, as it determines, invite non-members of the Board of Directors to participate in

the work of such Committee for a period of time and/or to serve as members of the Committee as provided for in these Bylaws.

- 7.3 Standing Committee Chairs: The Board of Directors shall establish the Chair of each of the Standing Committees who shall also serve on the Executive Committee, with such appointments normally being for one (1) year subject to reappointment for one (1) additional and consecutive year.
- 7.4 Ex-Officio Members: The President/Chair and President-Elect/Vice Chair of the Board of Directors shall be eligible to serve as ex-officio, non-voting members of all Standing Committees and shall normally identify the particular Standing Committee(s) to which each of the two Officers will serve in this liaison and support capacity.
- 7.5 Standing Committees: The Board of Directors shall recognize five (5) Standing Committees, as defined below:

Buildings and Property Committee:

There shall be a Buildings and Property Committee of at least five (5) members, three (3) of which shall be members of the Board of Directors, with the members and Chair properly appointed by the Board at the Annual Meeting. The Committee shall concern itself with overall coordination of the buildings, grounds and other real property of the Corporation, shall exercise responsibility for assuring the proper supervision and risk management of all buildings and property and shall make recommendations to the Board on any major expenditures or physical plant needs and improvements. The Committee shall identify and pursue ways and means of improving the physical environment and resources of the Corporation to better serve people.

Community and Church Relations Committee:

There shall be a Community and Church Relations Committee of at least five (5) members, three (3) members of which shall be members of the Board of Directors, with the members and Chair properly appointed by the Board at the Annual Meeting. The Committee shall concern itself with developing public relations and furthering stewardship between the Corporation and the community along with the churches and religious organizations that contribute to the Corporation or have the potential of making contributions. The Committee shall develop and promote special events and other opportunities for engagements with and presentations before churches, organizations and other groups, while cultivating volunteers and promoting good will and advancement of the Corporation.

Finance and Investment Committee:

There shall be a Finance and Investment Committee of at least five (5) members, three (3) members of which shall be members of the Board of Directors, including the Treasurer who shall serve as Chair, and as appointed by the Board at the Annual Meeting. The Committee shall concern itself with all financial and investment affairs of the Corporation, shall review in a prudent and reasonable manner all budgets, financial statements and Annual Audits and shall make financial recommendations to the Board including the Annual Budget. The Committee shall develop and recommend an Investment Policy to the Board and monitor Corporation investments consistent with the Investment Policy.

Nominating and Board Development Committee:

There shall be a Nominating and Board Development Committee of three (3) members of the Board of Directors, with the members and Chair properly appointed by the Board at the Annual Meeting. The Committee shall concern itself with preparing a slate of Officers for nomination and presentation to the Board; recommending new and replacement Directors for approval by

the Board; developing an orientation program for new Directors; and providing for a program of Board member development including the Agenda for the Organizational Meeting.

Planning and Resource Development Committee:

There shall be a Planning and Resource Development Committee of at least five (5) members, three (3) of which shall be members of the Board of Directors, with the members and Chair properly appointed by the Board at the Annual Meeting. The Committee shall concern itself with the planning, development and evaluation of all programs offered by the Corporation as shall address matters of strategic planning, Mission, Purpose and Vision. The Committee shall identify and pursue ways and means of expanding and enlarging the financial assets and resources of the Corporation through donations and other gift support.

Article VIII Other Committees and Advisory Boards

- 8.1 Other Committees: The Board of Directors may establish and appoint any ad hoc committee(s) or task force(s) for such specific purposes and duration of services as the Board deems necessary and appropriate.
- 8.2 Advisory Boards: The Board of Directors may establish and appoint one or more Advisory Boards comprised of representatives of religious, community and other sectors in order to advise the Board or its Executive Director. The number of any members of such Advisory Board(s) and the duration of appointment shall be as determined by the Board.

Article IX Powers and Duties of Directors

- 9.1 Powers and Duties: All of the powers and duties of the Corporation shall be exercised by the Board of Directors, including those powers and duties existing under common law, statutes and regulations, and in accordance with the Articles of Incorporation and these Bylaws.
- 9.2 Powers: The Board of Directors shall have the powers to:
 - 1. Approve the appointment of the Executive Director and provide direction and guidance in the performance of the Executive Director's duties and responsibilities;
 - 2. Set forth the responsibilities and expectations of the members of the Board, not inconsistent with the general powers contained in these Bylaws;
 - 3. Determine and approve the policies of the Board designed to accomplish the Purpose of the Corporation as set forth in these Bylaws;
 - 4. Assist in the development of the general concept, procedures and activities to be conducted under its cognizance;
 - 5. Enter into contracts to lease or sell individual units purchased or leased by the Corporation upon such terms and conditions as are decided by the Board;
 - 6. Employ or contract with professional management services, independent contractors, attorneys, accountants, auditors, appraisers, janitorial and other professional services deemed necessary to administer the Corporation, and to prescribe duties and agree on payment and compensation;
 - 7. Establish such Standing Committees, ad hoc committees and advisory boards, as deemed expedient, and prescribe the duties and method of selection of the members of such committees or advisory boards;
 - 8. Exercise full power, except as prohibited by the terms of any instrument of gift, devise, bequest or other transfer, at its sole discretion, to change the form of any investment

and for that or other purposes of the Corporation to dispose of any securities or other property held ;

9. Exercise authority over the Corporation and all its projects and activities and provide for the periodic review, appraisal and evaluation of said projects and activities as to operational performance and effectiveness;
 10. Approve budgets and assist in development thereof; and
 11. Perform such other lawful acts and exercise authority as necessary, required or deemed desirable by the Board for the operation, management and administration of the Corporation according to these Bylaws.
- 9.3 Duties: The Board of Directors shall have the duty to:
1. Cause to be kept a record of all its acts and affairs and to maintain a summarized statement thereof;
 2. Cause a record to be kept of all the receipts and disbursements and to keep the record open for examination by any Director at any reasonable time;
 3. Cause to be performed an Annual Audit of the Corporation's books to be presented to the Board for approval;
 4. Oversee, supervise and set the compensation for the Executive Director and for all other persons employed by the Corporation;
 5. Cause all Officers and employees having fiscal responsibility to be bonded, as the Board of Directors may deem appropriate; and
 6. Take such other and further action as is necessary, required or deemed desirable by the Board to achieve the purposes of the Corporation in accordance with these Bylaws.

Article X Executive Director

- 10.1 Appointment: The Board of Directors shall appoint and employ an Executive Director who shall be afforded the powers and responsibilities of the general administrator and chief executive officer of the Corporation and shall be accountable to the Board. The Executive Director shall serve as an ex-officio, non-voting member of the Board and as a non-voting member of all Standing Committees.
- 10.2 Reporting Relationship: The Executive Director shall be responsible to the Board of Directors and shall report to the Board at regular intervals and perform those duties as may be assigned from time-to-time by the Board.
- 10.3 Responsibilities: The Executive Director shall have full responsibility for the day-to-day management, direction and control of the business and affairs of the Corporation within the policies and position description established by the Board of Directors. The Executive Director shall be responsible for the organization of work and for the engagement, supervision, direction and discharge of all employed personnel in accordance with Board policies, including: pre-qualifying and hiring all staff, developing budgets, preparing financial statements, developing informational services and overseeing day-to-day functions.

Article XI Finance

- 11.1 Annual Budget: At the Annual Meeting, the Board of Directors shall adopt an Annual Budget for the twelve (12) months next succeeding or as prescribed by the Board and regarding income and expenses. In setting the amounts of the Annual Budget, the Board shall consider the amounts necessary to pay the common expenses for the year and shall make provisions for extraordinary expenses and for payments to any contingency or replacement fund.

- 11.2 Use of Income: All gifts to the Corporation or other income not otherwise designated by the donor shall go into the general fund of the Corporation and shall be used in accordance with the general purposes of the Corporation. The Corporation may receive, manage, invest and disburse conditional gifts for special purpose only if such gifts are for the exclusive use and benefit of the Corporation.
- 11.3 Exclusive Use and Benefit: The phrase “exclusive use and benefit of the Corporation” shall include gifts for the benefit of any separate or independent organization which is supportive of or affiliated with the Corporation or its programs and functions, provided that such other organization is: organized exclusively for charitable, scientific or educational purposes and for the exclusive use and benefit of the Corporation; and qualified as an organization exempt from income tax under 501 (c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Law. The Board of Directors may from time-to-time provide policies for establishment of special or designated funds to be administered by the Board under the conditions of their creation in accordance with these Bylaws.
- 11.4 Contributions and Disbursements: All contributions received by the Corporation shall be deposited in a special account or accounts of such banks, trust companies or other depositories as the Board of Directors may select. All disbursements shall be made under a proper authority of the Board. All contributions to and disbursements from the Corporation shall be recorded, as set forth by the Treasurer, and such donor records shall be subject to examination at any reasonable time, upon request, by any Director.
- 11.5 Checks, Drafts, Etc.: All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officers or agents of the Corporation and in such manner as shall from time-to-time be provided by resolution of the Board of Directors. In the absence of such provision by the Board, such instrument shall be signed by the Treasurer or the Secretary and countersigned by the President/Chair.
- 11.6 Receipt of Gifts: The Executive Director or any Officer of the Board of Directors may accept, on behalf of the Corporation, any gifts, contributions or bequests intended to further the Purpose of the Corporation or for any special purpose deemed appropriate and in the best interests of the Corporation. Should the donor(s) desire that a gift of real estate or other asset property be held and retained by the Corporation, rather than liquidated, acceptance of that gift shall be acted upon by the Board.
- 11.7 Operating Expenses: Reasonable and appropriate operating expenses of the Corporation shall be paid out of income from funds given to and held by the Corporation, including assets given and held for specific and designated purposes; however, no part of the operating expenses shall be paid out of the principal of funds held unless the funds are made to the Corporation for such specific purpose and authorizes the utilization of the principal for such purpose.
- 11.8 Management and Investment of Funds: The management of funds and investments of the Corporation shall be vested in the Finance and Investment Committee of the Board of Directors. The Finance and Investment Committee shall periodically, at least quarterly, re-evaluate the investments of the Corporation and may employ the services of an investment counselor or agency to assist in determining investment policies or in providing funds management, subject to Board approval, and from time-to- time may recommend changes in Corporation’s investments to the Board for approval.
- 11.9 Fiscal Year: The Fiscal Year of the Corporation shall be as established and prescribed by resolution of the Board of Directors, and shall normally be the calendar year.

Article XII Execution of Contracts, Deeds and Transfers and Representation with Reference to Securities

- 12.1 Execution of Contracts and Deeds: Except as otherwise provided by resolution of the Board of Directors authorizing the execution thereof, all contracts, deeds, mortgages, pledges, transfers and other written instruments bindings upon the Corporation shall be executed on behalf of the Corporation by the President/Chair of the Board, and the Corporate Seal shall be affixed and attested by the Secretary, as appropriate.
- 12.2 Voting Securities Owned by the Corporation: Unless otherwise ordered by resolution of the Board of Directors, the President/Chair, the Secretary and the Treasurer shall have full authority on behalf of the Corporation to attend, act and vote at any meetings of the stockholders, bondholders or other security holders of any corporation, trust or association in which the Corporation may hold securities. At any such meeting, the President/Chair and the Treasurer shall possess all rights and powers incident to the ownership of such securities, which as owner thereof of the Corporation might have possessed if present, including the authority to delegate such authority to a proxy. The Board may, by resolution, confer like authority upon any other person or persons.
- 12.3 Sale of Securities: Unless otherwise ordered by resolution of the Board of Directors, the President/Chair of the Board and the Secretary or the Treasurer shall be authorized and empowered jointly to buy and sell stock held or owned by the Corporation, for such consideration as should meet their approval, and to that end shall be further authorized to execute all bills of sale, transfer, assignment and other writings necessary or convenient for effectuating such purposes. The President/Chair and the Secretary or the Treasurer shall be further authorized to give or have given the proper notices of any such action, have all such dispositions registered and noted on the books and records of this or any other corporation or partnership where required and to do all other things necessary or convenient to accomplish such purposes or sales.

Article XIII Special Board Members

- 13.1 Purpose of Special Members: The Board of Directors may from time-to-time identify persons for Special Member appointment to the Board, for the purpose of recognizing and honoring persons for their current and past contributions, services and/or achievements.
- 13.2 Qualifications and Nomination: The qualifications for Special Member nomination and appointment shall be prescribed by the Board of Directors as deemed prudent for benefit of the Corporation. Special Members shall be presented by the Nomination and Board Development Committee for approval by the Board.
- 13.3 Emeritus Members: The Board of Directors may choose to elect one (1) or more former members of the Board who have provided distinguished service to the Corporation as Emeritus Members. Such position(s) of honor shall be elected by a majority vote of the current Board at any Regular or Special Meeting for which a quorum has been properly declared. There shall be no limit to the number of former members of the Board so elected as Emeritus Members. The Board may choose to designate the term for the appointment of each Emeritus Member. An Emeritus Member shall be entitled to corporate membership and to attend all meetings of the Board but not have the right to vote on matters of business.
- 13.4 Honorary Members: The Board of Directors may choose to elect one (1) or more citizens from Craven, Jones, Pamlico or other counties of North Carolina as Honorary Members in order to distinguish the person's leadership, position and influence within the region and in recognition that the person may not be in a position to serve as a member of the Board. Such position of honor shall be elected by a majority vote of the current Board at any Regular or Special Meeting for which a quorum has been properly declared. There shall be no limit to the number of Honorary Members

so elected by the Board. The Board may choose to designate the term for the appointment of each Honorary Member. An Honorary Member shall be entitled to corporate membership and to attend all meetings of the Board but not have the right to vote on matters of business.

Article XIV General Provisions

- 14.1 Corporate Seal: The Corporate Seal of the Corporation shall consist of two (2) concentric circles, between which is the name of the Corporation and in the center of which is inscribed "Seal." Such Seal, in the form approved by the Board of Directors, shall be adopted as the official seal of the Corporation.
- 14.2 Waiver of Notice: Whenever any notice is required to be given to any Director under the provisions of the North Carolina Non-Public Corporation Act, or under the Articles of Incorporation or these Bylaws, a waiver thereof in writing signed by the person(s) entitled to such notice whether before or after the time stated therein, shall be equivalent to the giving of such notice.
- 14.3 Conflict of Interest: The Board of Directors shall have responsibility to maintain the community's trust and confidence, and a Conflict of Interest shall be considered as a transaction with the Corporation in which a Director has a direct or indirect interest. Whenever a business or personal relationship exists which involves the Corporation and a member of the Board and a related issue is brought before the Board for its consideration and/or action, the involved Director shall be excused from deliberating and/or voting on such issue. Each Director shall be responsible for advising the Board of any perceived or potential Conflict of Interest such member believes may exist and with respect to the member's obligations to the Corporation. The Board may prescribe additional requirements on the identification, authorization and ratification of a Conflict of Interest transaction.
- 14.4 Conflict of Interest Vote: The presence of a vote cast by a Director with an interest in the transaction does not affect the validity of any action of the Board of Directors if the transaction is properly authorized, approved and ratified by a majority of the Directors voting without such indirect or direct interest.
- 14.5 Individual Authority: Members of the Board of Directors shall not exercise, or attempt to exercise, individual authority over the Corporation, except as provided by these Bylaws or by Board policies, and shall thereby recognize the lack of individual authority. No Director shall be authorized to present any position as being that of the Board unless the position has been properly considered and duly approved by the Board.
- 14.6 Compensation: The Board of Directors shall not compensate Directors for their services, but Directors may be eligible for reimbursement for reasonable expenses incurred in the performance of their official duties on behalf of the Board, and as approved by the Board.
- 14.7 Amendments: These Bylaws may be amended or repealed, and new Bylaws may be adopted by an affirmative vote of at least two-thirds of the Directors upon vote at a Regular or Special Meeting of the Board of Directors called for the express purpose of presentation of such Amendments, and with Board members having received prior notice of the purpose of said meeting.
- 14.8 Severability: In the event that any of the rules, regulations, restrictions, covenants or conditions of these Bylaws are held to be partially or wholly invalid or unenforceable for any reason, such holding shall not affect, alter, modify or impair in any manner any of the other terms, provisions, rules, regulations, restrictions, covenants or conditions contained herein.
- 14.9 Dissolution: In the event the Corporation should be dissolved by resolution of the Board of Directors, the net remaining assets after payment of debts shall be paid over to a charitable organization qualifying for exemption under the provisions of Section 501 (c)(3) of the Internal Revenue Code and any amendments thereto.

By: _____
Secretary

Effective Date: _____

**Amendment to the Bylaws of
Religious Community Services, Inc.**

Amendment to Article 4, 4.1

Regular Meetings:

Regular Meetings shall be held every month. The time and place of such meetings shall be as the Board of Directors may from time to time establish.

Secretary, Bettye Bryant

January 27, 2010
Effective Date