

ARTICLE I: NAME

The name of the corporation shall be Healthy Charlotte Alliance, Inc., hereinafter referred to as the "**Alliance**." It is incorporated under the laws of the State of North Carolina as a nonprofit corporation.

ARTICLE II: MISSION STATEMENT

The mission of the **Alliance** is to improve the health and quality of life for all people of Mecklenburg County by funding health initiatives and providing educational programs.

ARTICLE III: OBJECTIVES

Subject to the limitation set forth in the Articles of Incorporation and Internal Revenue Code Section 501c(3) or any successor section, the objectives of the **Alliance** shall include but shall not be limited to the following:

- a. To initiate projects and programs that address Mecklenburg County healthcare needs.
- b. To provide community education on pertinent, timely health-related topics.
- c. To solicit gifts and grants for the **Alliance's** endowment and operating expenses and to review, maintain, and administer any fund or funds of property, real and personal, tangible and intangible.
- d. To distribute grants from the income and principal of such funds for charitable, scientific, and educational health-related projects and programs in the community and of the **Alliance**.
- e. To develop the potential of **Alliance** members through leadership and service to the Charlotte-Mecklenburg community.

ARTICLE IV: MEMBERSHIP

Section 1. Definition

Membership in the **Alliance** includes those persons who believe in the mission of the organization, are committed to improving the health of the community, and will strive to fulfill that mission.

- a. Members pay annual dues, participate in programs and fundraising events, and are eligible to serve as a committee member or Chairman or as an officer of the Board of Directors.

Section 2. Meetings of Members

- a. All meetings of the voting members shall be held at the principal office of the **Alliance**, or at such other place, either within or without the State of North Carolina, as shall be designated in the notice of the meeting or agreed upon by the voting members.

- b. The members shall meet annually, at such time as shall be designated by the Board President of the **Alliance** in the notice of the meeting, for the election of Directors, and for the transaction of such other business as may be properly brought before the meeting.
- c. If the annual meeting shall not be held as designated by the Bylaws, a substitute annual meeting may be called in accordance with the provisions of Section 2.d of this Article.
- d. Special meetings of the members may be called at any time by the Board President or the Board of Directors of the **Alliance**.
- e. Written or printed notice stating the time and place of the meeting and describing the matters for which the meeting is called shall be delivered to each member of record entitled to vote at the meeting, not less than ten, or more than 30 days before the date thereof, either personally, by mail or electronically, by or at the direction of the Board President or Corresponding Secretary.
- f. At any annual or general meeting of the members, a quorum shall be 25 members.

ARTICLE V: BOARD OF DIRECTORS

Section 1. Composition

The Board of Directors shall periodically decide the number of Directors. Except as otherwise provided herein, each Director shall be elected to serve for one year or until his or her successor has been elected. The Executive Director of Healthy Charlotte Alliance shall be an ex-officio member of the Board of Directors. The Executive Director of the MCMS shall be an ex-officio member of the Board of Directors. The Board of Directors may designate additional ex-officio members of the Board by vote of the majority of the Board. Ex-officio members of the Board of Directors shall be entitled to all the rights and privileges of Directors, but shall not vote nor be counted in determining the existence of a quorum.

Section 2. General Powers

The Board of Directors shall manage the property, affairs, and business of the **Alliance**.

Section 3. Duties

- a. Determine the **Alliance's** purpose, mission, vision and values, and ensure effective organizational planning.
- b. Ensure prudent use of all assets, including facility, people, and good will, and provide oversight for all activities that advance the nonprofit's effectiveness and sustainability. (Duty of due care)
- c. Make decisions in the best interest of the nonprofit corporation; not in his or her self-interest. (Duty of loyalty)
- d. Ensure that the **Alliance** obeys applicable laws and acts in accordance with ethical practices, that the nonprofit adheres to its stated corporate purposes, and that its activities advance its mission. (Duty of obedience)
- e. Recruit and orient Board members and assess Board performance.
- f. Board members will not be liable for any depreciation in value or other losses occasioned by any investment made, provided such Director acts in good faith in making such investment.
- g. The **Alliance** will provide Directors Insurance for the Board.

- h. Board members shall attend Board and appropriate committee meetings and submit reports as requested by the Board President.
- i. Board may adopt policies and procedures consistent with these Bylaws, which shall be binding on the **Alliance** and its members.

Section 4. Quorum

A quorum shall be a simple majority of the members of the Board of Directors.

Section 5. Meetings

- a. The Board of Directors shall meet at least eight times a year in a place determined by the Board President.
- b. Special meetings of the Board of Directors may be called by the Board President or at the request of three or more members of the Board. The Board President may choose a place within Mecklenburg County or use electronic means as the venue for such special meetings.

Section 6. Notice of Meetings

Notice of each regular meeting of the Board of Directors shall be given at least fifteen (15) days in advance. Notice of any special meetings of the Board of Directors shall be given at least three days in advance. All notices shall be delivered in accordance with these Bylaws.

Section 7. Voting

Except as otherwise expressly provided by statute, by the Articles of Incorporation, or by the Bylaws, the action of a majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the action of the Board of Directors. Proxy voting shall not be permitted and each Director shall have one vote.

Section 8. Parliamentarian

A Parliamentarian shall be appointed by the Board President to interpret the Bylaws and advise regarding procedure.

Section 9. Informal Action

No action of the Board of Directors shall be valid unless taken at a meeting at which a quorum is present except that any action taken by the Board of Directors without a meeting is nevertheless Board action if written consent to the action in question is signed by the Directors having not less than the minimum number of votes that would be necessary to take the action at a meeting at which all Directors entitled to vote are present and voted and filed with the minutes of the proceedings of the Board, whether done before or after the action so taken.

Section 10. Resignation

Any member of the Board of Directors may resign by giving notice, including the effective date thereof, in writing to the Board President of the **Alliance**.

Section 11. Removal

Without assigning cause, any member of the Board of Directors may be immediately removed from office by a two-thirds vote of the Board of Directors in accordance with the **Alliance** Policies and Procedures.

ARTICLE VI: NOMINATIONS, ELECTIONS AND VACANCIES

Section 1. Nomination and Election of the Board of Directors

- a. The Chairman of the Board Development Committee will submit a list of proposed new Directors for consideration of a position on the Board to the Board President and then to the Board for approval.
- b. The Board of Directors shall present the proposed slate of Directors to the members for election at a general meeting, by mail or electronically, after January 1, but before the annual meeting in May for approval.
- c. The newly elected Board of Directors shall be installed at the annual meeting in May.

Section 2. Vacancies

If a vacancy occurs in the Board of Directors, the Board Development Committee may convene for the purpose of appointing a replacement.

ARTICLE VII: EXECUTIVE COMMITTEE

Section 1. Composition

The Executive Committee shall consist of the Board President, Immediate Past-President, Treasurer and Executive Director.

Section 2. Duties

The Executive Committee shall:

- a. Perform the duties of the Board of Directors between meetings of the Board, make recommendations to the Board of Directors and act in the event of an emergency.
- b. Serve as the Personnel Committee.

Section 3. Meetings

The Executive Committee shall meet upon call of the Board President or by written request of three members of the Executive Committee.

Section 4. Quorum

A quorum shall be a simple majority of the members of the Executive Committee.

Section 5. Voting

- a. The action of a majority of the members of the Executive Committee shall be the action of the Executive Committee.
- b. The vote of the Executive Committee may be taken at any meeting at which a quorum of the committee members are present, or by mail, telephone, or electronic means. If action is taken by mail, telephone, or electronic means, the action must be approved by the number of members of the committee that would be required to approve the action at a meeting at which all members of the committee are present.
- c. Proxy voting shall not be permitted.
- d. Any action by the Executive Committee shall be reported to the Board.

ARTICLE VIII: OFFICERS

Section 1. Officers

The officers of the **Alliance** shall be the Board President, Immediate Past President, President-Elect, Corresponding Secretary, Treasurer, and the Vice Presidents of Grants, Education and Programming, Membership, Board Development and additional officers as defined in the **Alliance** Policies and Procedures.

Section 2. Assumption of Duties

The officers shall assume the duties of their respective offices on June 1 for the year and shall continue in office until their successors are duly elected and installed.

Section 3. Terms of Office

- a. The Board President, Secretary and Vice Presidents are elected to serve for a term of one year or until their successors are duly elected.
- b. The Treasurer is elected to serve for a term of two years or until a successor is duly elected.

Section 4. Eligibility for Office

All members of the Board of Directors shall be current with their membership dues.

ARTICLE IX: COMMITTEES

Section 1. Establishment

Standing and special committees may be established and disbanded by the Board President or the Board of Directors as needed to promote the work of the **Alliance**. Unless specified in the Bylaws, chairs of special committees shall be appointed by the Board President and approved by the Board of Directors. Committee chairs are responsible for selecting their own committee members and may consult with the Board President, except as specified in the Bylaws.

Section 2. Meetings

Committees shall meet upon call of the Chair of the committee or by written request of three members.

Section 3. Quorum

A quorum shall be a simple majority of the members of the committee.

Section 4. Voting

- a. The action of the majority of the members of a committee shall be the action of the committee.
- b. The vote of the committee may be taken at any meeting at which a quorum of the committee members is present, or by mail, telephone, or electronic means. If action is taken by mail, telephone, or electronic means, the action must be approved by the number of members of the committee that would be required to approve the action at a meeting at which all members of the committee are present.
- c. Proxy voting shall not be permitted.

Section 5. Vacancies

Vacancies in a committee may be filled by appointments in the same manner as provided in the case of the original appointment.

ARTICLE X: HEADQUARTERS

Section 1.

The principal office of Healthy Charlotte Alliance shall be located in the State of North Carolina, County of Mecklenburg.

Section 2. Registered Agent and Registered Office

The corporation shall have and continuously maintain a registered office and a registered agent whose office is identical with such registered office.

ARTICLE XI: CONTRACTS, DEPOSITS, AND FUNDS

Section 1. Contracts

Except as otherwise provided in the **Alliance** Bylaws and Policies, Organizational Procedures and Policies, the Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or to execute or deliver any instruments on behalf of the **Alliance** and such authority may be general or confined to specific instances.

Section 2. Deposits

All funds of the **Alliance** shall be deposited to the credit of the **Alliance** in such banks or trust companies or with such bankers or other depositories as the Board of Directors may select or as may be selected by any officer or officers, agent or agents, of the **Alliance** to whom such power may be given by the Board of Directors.

Section 3. Checks and Drafts

- a. All notes, drafts, acceptances, checks, and endorsements or other evidences of indebtedness shall be signed by the Board President or Treasurer, in such manner as the Board of Directors may determine.
- b. Refer to the **Alliance** Financial Policies for signature requirements for checks in excess of \$5,000.

Section 4. Gifts

The Board of Directors may accept on behalf of the **Alliance** any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the **Alliance**.

- a. Undesignated gifts made to the **Alliance** may be added to and merged with other undesignated gifts and funds and properties so merged shall be held and administered by the **Alliance** as a single trust estate known as the "Healthy Charlotte Alliance Endowment Fund."
- b. Funds for designated purposes may be established by the Board of Directors from time to time as circumstances dictate.

Section 5. Distribution of Funds

Duly authorized, the **Alliance** funds for grant distribution shall be expended by the Board of Directors in such manner as the Board, after consultation with the Finance and Grant Committees, deems requisite or desirable in accordance with the objectives of the **Alliance** as stated in Article III.

- a. Normal Distribution
 1. The Board of Directors shall distribute in each fiscal year an amount up to five percent (5%) of the average of the fair market value of the unrestricted portion of the Investment Account as of the end of the three previous fiscal years.
- b. Extraordinary Distribution
 1. Upon an affirmation of the simple majority of the written votes of **Alliance** members in response to a timely notification by mail, provided that a quorum of 25 members participate, the Board of Directors may expend in any one fiscal year up to ten percent (10%) of the market value of the unrestricted portion of the Investment Account.

ARTICLE XII: GENERAL PROVISIONS

Section 1. Corporate Seal

The corporate seal shall be in such form as shall be approved by the Board of Directors.

Section 2. Fiscal Year

The fiscal year shall be June 1 to May 31.

Section 3. Books and Records

The Board of Directors shall keep or cause to be kept correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors and committees having any of the authority of the Board. The books and records of account of the **Alliance** shall be reviewed annually.

Section 4. Notice

Whenever notice is required to be given for any purpose under these Bylaws, it shall be sufficient that notice has been transmitted by any means including, but not limited to, electronic mail. Unless otherwise stated, a recipient shall be deemed to have agreed to notice in any manner for which the number or address for receiving such notice has been approved by the **Alliance** for receipt of messages or notices.

Section 5. Waiver of Notice

Whenever any notice whatever is required to be given under the provisions of the Nonprofit Corporation Act of the State of North Carolina or under the provisions of the Articles of Incorporation or the Bylaws of the **Alliance**, 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 deemed equivalent to the giving of such notice.

Section 6. Amendment and Adoption to Bylaws

These Bylaws may be amended by a majority vote of the members at any meeting of the **Alliance**, or by a mail-in ballot or an email ballot, provided that a quorum of 25 members participates and that notice of such amendment is given 15 days in advance. Mail-in and email ballots must be returned by the deadline as decided by the Board. All ballots will be counted and the results recorded in the minutes of the following Board Meeting.

Section 7. Compensation

No part of the net earnings of the organization shall inure to the benefit of its members, Directors, officers, or other persons except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the tax-exempt purposes of the organization.

Section 8. Parliamentary Authority

The most current edition of [*Robert's Rules of Order-Newly Revised*](#) shall be the parliamentary authority for the **Alliance**.

Section 9. Indemnification

To the extent permitted by law, members of the Board of Directors, the officers and those staff member(s) designated by the Executive Committee shall be indemnified by the **Alliance** against reasonable expenses, including attorney's fees, settlement and judgment costs, necessarily incurred by them in defense of any action, suit, or proceeding to which they may be a party defendant by reason of their belonging or having been a member of the Board of Directors, an officer, or a designated staff member(s) of the **Alliance**.

Section 10. Disposition of Assets

No person shall possess any property right in or to the property right or to the property or assets of the **Alliance**. Upon dissolution of the organization and after all obligations are satisfied, all assets shall be distributed as in the **Alliance** Articles of Incorporation.