

These By Laws were recreated from original hard copies attached annual directories, by Jane Knight in March of 2003. On March 22, 2005 Jane Knight updated the By Laws with changes that were previously approved on May 14, 2003.

BY LAWS

APEX NEWCOMERS AND FRIENDS CLUB

APPROVED: SEPT 1999 AMENDED SEPTEMBER 2001, May 2002 and May 2003

ARTICLE I

The name of this organization shall be the Apex Newcomers and Friends Club, also referred to as ANFC or the "Club".

ARTICLE II – PURPOSE

Apex Newcomers and Friends Club is a not-for-profit origination whose purpose is to:
Stimulate new association and friendships through shared social activities
Help newcomers to the Apex area identify with their community
Promote interest in local civic, cultural, and service programs

ARTICLE III – MEMBERSHIP

SECTION 1. All individuals newly relocated to Apex and its surrounding area or any individuals who have had a major lifestyle change, i.e., retirement, marriage, new child, etc. are eligible for membership, without regard to race, creed, sex, national origin, or any other social factor.

SECTION 2. Active members may participate in all activities of ANFC. Dues must be current.

Prospective members – are invited to attend two (2) Club activities; dues are payable upon attending the third (3rd) activity.

SECTION 3. No member or guest shall use the Club, its membership lists, or directory as a means of self-promotion or for promoting commercial endeavors of any kind other than through paid advertising in the Club newsletter. Speakers invited to Club functions may be exempted from this provision.

SECTION 4. The Executive Board may deny membership renewal to anyone failing to comply with the Bylaws of the Apex Newcomers and Friends Club.

ARTICLE IV – DUES

SECTION 1. Membership dues will be established on an annual basis by the Executive Board.

SECTION 2. Dues are payable by June 1. After one months notice, members whose dues are delinquent will be dropped from Club membership and the mailing list. No previous member may participate in ANFC activities until delinquent dues are received.

SECTION 3. Members joining after December 31 will pay half the current annual dues for the remainder of the fiscal year (May 31).

SECTION 4. Dues are non-refundable and non-transferable.

SECTION 5. Dues and other donations to the Apex Newcomers and Friends Club are not tax-deductible.

ARTICLE V - MEMBERSHIP MEETINGS

SECTION 1. A General Meeting shall be held each month except for June, July, and August. Any meeting may be canceled if deemed appropriate by the Executive Board provided the membership is notified at least thirty (30) days in advance, except in an emergency or extreme weather conditions. POLICY: In the event that Wake County Public Schools are closed, or have a delayed opening, due to weather conditions on the day of a General Meeting, the meeting will be canceled.

SECTION 2. At least two (2) of the General Meetings shall be deemed Business Meetings; one of which shall be the May Business Meeting and shall include the election of officers. The other Business Meeting shall be held at the discretion of the Executive Board and shall include budget approval. A Business Meeting shall be announced one month in advance via the newsletter and must include a Treasurer's Report.

SECTION 3. For proposes of voting, a quorum will be considered established if twenty percent (20%) of the members are present. A majority voice vote by those members present may determine any business requiring a vote.

ARTICLE VI – OFFICERS/DIRECTORS

SECTION 1. The governing body of the Apex Newcomers and Friends Club shall be the Executive Board, which will also be called the Board of Directors.

SECTION 2. The Executive Board shall consist of the following officers; President, 1st Vice-President (Programs), 2nd Vice- President (Membership), 3rd Vice- President (Newsletter), Secretary, Treasurer, and past President, if available.

SECTION 3. The Executive Board shall be elected annually by the membership. The officer shall perform the duties required by these Bylaws and the Job Descriptions, which shall be incorporated herein and hereafter, referred to as Job Descriptions. The officer may hold a single position for a maximum of two (2) years with the exception of the President who may not serve in the same position for two (2) consecutive years. Any member of the Executive Board may not serve as an elected officer for more than a total of three years. At least three (3) of the Executive Board positions shall be filled by members who have not served on the Executive Board previously.

SECTION 4. In the event that the office of President is vacated during the course of the term, the office shall be automatically be filled by the 1st Vice-President. A vacancy in any other office shall be filled by majority vote of the Executive Board. Should the Treasurer resign before the end of the term, all records will be reviewed by an audit committee before the new Treasurer assumes the position.

SECTION 5. The Executive Board shall meet monthly, or as deemed necessary by the President. Special meetings of the Executive Board may be called by the President or by three (3) of its members.

SECTION 6. Officers are expected to attend all meetings of the Executive Board, the General Board, and the General Membership.

SECTION 7. A quorum will be considered established if four (4) of the Executive Board members are present.

ARTICLE VII – ELECTION OF OFFICERS

SECTION 1. A Nominating Committee of least three (3) members shall be selected by the Executive Board no later than February 10. The Committee shall not have more than one member from the Executive Board.

SECTION 2. The Nominating Committee will select a single slate of officers after receiving permission from each nominee with respect to his or her nomination.

SECTION 3. The Chairperson of the Nominating Committee shall present the proposed slate of officers at the April General Meeting. Nominations for any office may be received from the floor provided the consent of the nominee has been previously obtained. Voting will be conducted at the May General Meeting.

ARTICLE VIII – GENERAL BOARD.

SECTION 1. The General Board shall consist of the Executive Board and Chairpersons of the Standing committees.

SECTION 2. The General Board shall meet at the discretion of the President to coordinate the activities of the Club, but no less than quarterly.

SECTION 3. General Board members are expected to attend all meetings of the General Board and ANFC General Meetings.

ARTICLE IX – STANDING COMMITTEES

SECTION 1. Standing Committee Chairpersons are members of the General Board. The Standing Committees of the Club may include, but not be limited to Social, Publicity, Fundraising, Children’s Activities, Hospitality, and Special Interest. ANFC will not sponsor Interest Groups dealing with race, religion, or politics.

SECTION 2. Standing committee Chairpersons will be appointed by the President, and or Nominating Committee, with the approval of the General Board. Associate Members may participate in all activities of ANFC but may not hold any Executive Board position. Associate Members may hold a chairperson position of a standing committee within limits set herein. SECTION 3. The President shall be an ex-officio member of all committees except the Nominating Committee.

ARTICLE X – DUTIES AND LIABILITY

SECTION 1. Duties. Each director shall discharge his duties as a director, including his duties as a member of a committee, in good faith with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the director reasonably believes to be in their best interest of the corporation.

SECTION 2. Directors conflict of interest. Any Corporate transaction in which a director has a direct or indirect interest must be authorized, approved, or ratified in good faith by a majority, not less than two (2) directors who have no direct or indirect interest in the transaction even though less than a quorum, provided, however, no such transaction shall be authorized, approved, or ratified by a single director. For purposes of this Section, a director has an indirect interest in a transaction if:

- a.) Another entity in which he has a material financial interest or in which he is a general partner is a party to the transaction; or
- b.) Another entity of which he is a director, officer or trustee is a party to the transaction and the transaction is or should be considered by Board.

SECTION 3. Certain Director Liability. In addition to other liabilities imposed by law upon the directors, a director shall be subject to the following liabilities:

- a.) All directors who vote for or assent to any distribution of assets of the corporation contrary to any lawful restriction in the North Carolina Nonprofit Corporation Act (the "ACT"), the Articles of Incorporation or these By-laws shall be jointly and severally liable to the corporation for the amount of the distribution that exceeds which should have been distributed violation such restrictions.
- b.) All directors who vote for or assent to the making of any loan or guaranty or other form of security by the corporation or for the benefit of the directors of the corporation or any of them, except loans, guaranties, or other forms of security made to full-time employees of the corporation who are also directors or officers of the corporation and which were made in accordance with Section 1 of the Article, subparagraph (d) of this Section, and this Section, shall be jointly and severally liable to the corporation for the repayment or return of the money or value loaned, with interest thereon at the legal rate until paid, or for any liability of the corporation upon the guarantee.
- c.) A director shall not be liable under the provisions of subparagraphs (a) or (b) above, if he performed his duties in compliance with Section 1 of this Article X or (unless his actual knowledge concerning the matter in question make such reliance unreasonable) he relied on information opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by (i) one or more officers or employees of the

corporation whom the director reasonably believes to be reliable and competent in the matters present; (ii) legal counsel, public accountants, or other person as to matters the director reasonably believes are within their professional or expert competence; or (iii) a committee of the Board of which he is not a member if the director reasonably believes the committee merits confidence.

- d.) LOANS: No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless and except as authorized by the Board of Directors. Any officer or agent of the corporation thereunto so authorized may effect loans or advances for the corporation and for such loans and advances may make, execute, and deliver promissory note, bonds, or other evidences for indebtedness of the corporation. Any such officer or agent, when thereunto so authorized, may mortgage, pledge, hypothecate, or transfer as security for the payment of any and all loans, advances, indebtedness, and liabilities of the corporation and real property and all stocks, bonds, another securities, an other personal property at the time held by the corporation and to that end, may endorse, assign, and deliver the same, and do every act and thing necessary or proper in connection therewith. Such authority may be general or confined to specific instances.

SECTION 4. Duties of Officers.

- a.) An officer with discretionary authority shall discharge his duties under that authority in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstance, and in a manner he reasonably believes to be in the best interest of the corporation.
- b.) An officer is not liable for any action taken as an officer, or any failure to take any action, if the officer performed the duties of his office in compliance with subparagraph (a) above, or (unless his actual knowledge concerning the matter in question make such reliance unreasonable) he relied on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by (i) one or more officers or employees of the corporation whom the officer reasonable believes to be reliable and competent in the matters presented; or (ii) legal counsel, public accountants, or other person as to matters the officer reasonably believes are within their professional or expert competence.

ARTICLE XI – INDEMNIFICATION

SECTION 1. Officer, Director, Employee, and Agent Indemnification. Each person who was or is a party to or is involved in any action, suit, or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal (hereinafter, a “proceeding” and including without limitation, a proceeding brought by or on behalf of the corporation itself), by reason that he 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, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or as a trustee or administrator under an employee benefit plan, where the basis of such proceeding is alleged action in an official capacity as director, officer employee, or agent, or in any other capacity while

serving as director, officer, partner, employee, agent or administrator, shall be indemnified and held harmless by the corporation to the fullest extent authorized by the Act as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than the Act permitted the corporation to provide prior to such amendment) against all expense, liability, and loss (including attorney's fees, judgements, fines, excise taxes, or penalties and amount paid in settlement) reasonably incurred or suffered by such person in connection therewith, and such indemnification hereunder and shall inure to the benefit of his heirs, executors and administrators; provided, however, that the corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board.

The right to indemnification conferred in this Section 1 shall be a contract right and shall include the right to be paid by the corporation the expenses incurred in defending any such proceeding in advance of its final disposition, provided, however, that if the Act so requires, the payment of expenses incurred by a director, officer, employee, or agent in his capacity as such (and not in any other capacity in which service was or is rendered by such person while a director, officer employee, or agent including, without limitation, service to an employee benefit plan) in advance of the final disposition of a proceeding shall be made only upon delivery to the corporation of an undertaking, by or on behalf of such person, to repay all amounts so advanced if it shall ultimately be determined that such person is not entitled to be indemnified under this Section or otherwise.

SECTION 2. Right of Claimant to Bring Suit. If a claim under Section 1 hereof is not paid in full by the corporation within ninety (90) days after a written claim has been received by the corporation, the claimant may at any time thereafter bring suit against the corporation to recover the unpaid amount of the claim, and if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the corporation) that the claimant has not met the standards of conduct which make it permissible under the Act for the corporation to indemnify the claimant for the amount claimed but the burden of proving such defense shall be on the corporation. Neither the failure of the corporation (including its board or independent legal counsel) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he has met the applicable standard of conduct set in the Act, nor an actual determination by the corporation (including its Board or independent counsel) that the claimant has not met the applicable standard of conduct, shall be a defense to the action or create the presumption that the claimant has not met the applicable standard of conduct.

SECTION 3. Nonexclusivity of Rights. The right to indemnification and the advancement and payment of expenses conferred in the Article shall not be exclusive of any other right which any person may have or hereafter acquire under any law (common or statutory), the Articles of Incorporation, these Bylaws, any agreement, the vote of disinterested directors, or otherwise.

SECTION 4. Insurance. The corporation may maintain insurance, at its expense, to protect itself and any person who is or was serving as a director, officer, employee, or

agent of the corporation or is or was serving at the request of the corporation as a director, officer, partner, trustee employee, or agent to another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise against any liability asserted against and incurred by that person in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify that person against such liability under the Act.

SECTION 5. Saving Clause. If this Article or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, then the corporation shall nevertheless indemnify and hold harmless each director, officer, employee, and agent of the corporation as to costs, charges, and expenses including attorneys' fees, judgements, fines, amounts paid in settlement with respect to any action, suit or proceeding, whether civil, criminal, administrative, or investigative to the full extent permitted by any applicable portion of this Article that shall not have been invalidated and to the full extent permitted by applicable law.

ARTICLE XII – FINANCE/BUDGET

SECTION 1. The fiscal year of the Club will run from June 1 through May 31.

SECTION 2. The Finance Committee shall be composed of the Treasurer, the immediate past Treasurer (if available), the President, the Fund-raising Chairperson, and one member at large to be appointed by the Executive Board. An annual budget will be presented to the General Board by the Finance Committee no later than thirty (30) days before the first General Membership Meeting of the fiscal year. After approval by the General Board, the budget shall be presented to the general membership for a vote.

SECTION 3. Any General Board member who has been granted a budget amount must seek Executive Board approval before exceeding this budget. Unbudgeted expenditures over twenty –five dollars (\$25) must have Executive Board approval to be reimbursed. No expenses will be reimbursed without receipt and/or proper documentation.

SECTION 4. Philanthropic projects shall be approved by the Executive Board before being brought to the membership for a vote of approval. All such projects shall be self-supporting.

SECTION 5. Individual groups under the Special Interest Standing Committee will be self-supporting.

SECTION 6. An annual review of the club's financial records will be conducted by an Audit Committee appointed by the Executive Board. The annual review shall be conducted after the close of the fiscal year and before turning over the books to the new Treasurer. The audit Committee will consist of a minimum of three members; two (2) from the general membership and one (1) from the General Board (other than the Treasurer). The outgoing Treasurer and the incoming Treasurer shall be present at the annual review; but shall not be a part of the Audit Committee.

SECTION 7. The organization will normally spend its funds solely on Club operating expenses and civic/charitable causes. However, an exception may be made to purchase a gift in recognition of outstanding service by a member.

ARTICLE XIII – GENERAL PROVISIONS

SECTION 1. As used in these bylaws, the masculine gender shall be deemed to include the feminine and feminine the masculine.

SECTION 2. These Bylaws may be amended, altered, or repealed by the following: the Executive Board shall appoint a committee to review and consider Bylaw changes and changes in the job descriptions as deemed necessary. After approval by the General Board, proposed changes in the bylaws must appear in the Club newsletter or be provided in writing to the membership at least thirty (30) days before a scheduled Business Meeting. The Bylaws shall be amended by a majority vote of the members present, provided a quorum is established, at an announced, scheduled Business Meeting.

SECTION 3. The Job Descriptions shall be amended or revised by vote of the General Board and shall not be included in the Bylaws.

Bylaw amendments (Documentation for each change is present in Secretary's minutes.)

Bylaws were amended to change the club name to Apex Newcomers and Friends Club, at the September 12, 2001 General meeting. Four names were submitted and voted on by the members. The list of six choices is available for review in the Presidents notebook September 2001 agenda. All previous references were changed in Article I, Article II, Article III, Article IV Article VI and Article VIII.

The change to associate member status in Article IX was made at the September 12, 2001 general membership

The budget amendment change to Article XII Section 2 was accepted May 8, 2002 at the General meeting.

Changes to ARITICLE III- MEMBERSHIP Section 2 , eliminating the category of Associate Member and ARITICLE IX STANDING COMMITTEES, deleting the limitation of thirty (30%) of total chair positions held by Associates members was approved at the May 14, 2003 general meeting of AFNC and Friends Club by a vote of 37 to 4.