

**BYLAWS
OF
ROLLING START NC INC**

The name of the organization is ROLLING START NC INC. The organization is organized in accordance with the North Carolina Nonprofit Corporation Act, as amended. The organization has not been formed for the making of any profit, or personal financial gain. The assets and income of the organization shall not be distributable to, or benefit the trustees, directors, or officers or other individuals. The assets and income shall only be used to promote corporate purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the organization. This organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. The organization shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office. The purpose of the organization is the following:

Mission Statement:

To transform donated vehicles into safe, reliable, presentable transportation for presentation to local financially disadvantaged, deserving residents at no cost to them.

The organization is organized exclusively for purposes pursuant to section 501(c)(3) of the Internal Revenue Code.

**ARTICLE I
MEETINGS**

Section 1. Annual Meeting. An annual meeting shall be held once each calendar year for the purpose of electing directors and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held at the time and place designated by the Board of Directors from time to time.

Section 2. Special Meeting. Special meetings may be requested by the President, Vice-President, Secretary, or any two directors by providing five days' written notice by ordinary United States mail, effective when mailed or emailed. A special meeting of members is not required to be held at a geographic location if the meeting is held by means of the internet or other electronic communications technology in a manner pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrent with the occurrence of the proceedings, note on matters submitted to the members, pose questions, and make comments.

Section 3. Regular Meeting. The Board of Directors shall meet immediately after the election of directors at the annual meeting for the purpose of electing its new officers, appointing new committee chairpersons and for transacting such other business as may be deemed appropriate. The Board of Directors shall have additional regular meetings without notice other than the notice provided by the bylaws. The regular meeting shall be on the first Wednesday of each month at approximately 8PM.

Section 4. Place of Meeting. Meetings shall be held at the organization's principal place of business unless otherwise stated. Unless the articles of incorporation or bylaws provide otherwise, the board of directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during this meeting. A director participating in a meeting by this means shall be deemed to be present in person at the meeting.

Section 5. Public Attendance. The public shall be permitted to attend all meetings but may be asked to leave during discussions concerning employees, personnel or applications. Public notice of meeting time and place is not required but may be requested by email. No participation by the public will be allowed without approval by the board.

Section 6. Quorum. 40% of the directors shall constitute at quorum at a meeting. In the absence of a quorum, any 2

directors may call a special meeting with 2 days' notice. The directors present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some directors results in representation of less than a quorum.

Section 7. Procedures. The vote of a majority of the directors present at a properly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by law or by these by-laws for a particular resolution. A director of the organization who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting. The Board shall keep written minutes of its proceedings in its permanent records.

Section 8. Informal Action. Any action required to be taken at a meeting of directors, or any action which may be taken at a meeting of directors or of a committee of directors, may be taken without a meeting if a consent in writing setting forth the action so taken, is signed by all of the directors or all of the members of the committee of directors, as the case may be. Electronic vote is acceptable.

Section 9. Proxies and Electronic Attendance. A board members may in writing or via email assign their vote on a specific matter or on all matters to another board member who is in attendance. They may specify how they wish their vote to be recorded for a specific matter or delegate the decision to the designated board member. A proxy may not be counted for purposes of determining a quorum and is only good for the meeting noted. Board members may participate electronically such as by internet and as long as they are able to interact, they may be considered present for a quorum and may vote in all matters.

ARTICLE II
DIRECTORS

Section 1. Number of Directors. The organization shall be managed by a Board of Directors consisting of up to 18 director(s), not less than 5.

Section 2. Election and Term of Office. The directors shall be elected at the annual meeting. Each director shall serve a term of one year, or until a successor has been elected and qualified.

Section 3. Quorum. 40% of directors shall constitute a quorum.

Section 4. Removal / Vacancies. A director shall be subject to removal, with or without cause by a majority vote of ALL board members, at a meeting called for that purpose. Any vacancy that occurs on the Board of Directors, whether by death, resignation, removal, or any other cause, may be filled by the remaining directors. A director elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected and qualified.

Section 5. Committees. To the extent permitted by law, the Board of Directors may appoint from its members a committee or committees, temporary or permanent, and designate the duties, powers and authorities of such committees.

Section 6. Financial Decisions. With regard to decisions concerning expenditures, the following guidelines shall be used:
expenditures of : < \$500- President
\$500-\$2000 annually- President and/or a majority of the executive committee
>\$2000 annually- Board approval by majority of quorum present.

ARTICLE III
OFFICERS

Section 1. Number of Officers. The officers of the organization shall be a President, a Vice President, a Treasurer, and a Secretary. Two or more offices may be held by one person. The President may not serve concurrently as a Vice President. The officers shall constitute the Executive Committee.

President. The President shall be the chief executive officer and shall preside at all meetings of the Board of Directors and its Executive Committee.

Vice President. The Vice President shall perform the duties of the President in the absence of the President and shall assist that office in the discharge of its leadership duties.

Secretary. The Secretary shall give notice of all meetings of the Board of Directors or the Executive Committee, shall keep an accurate list of the directors, and shall have the authority to certify any records, or copies of records, as the official records of the organization. The Secretary shall maintain the minutes of the Board of Directors' meetings and all committee meetings.

Treasurer/CFO. The Treasurer shall be responsible for conducting the financial affairs of the organization as directed and authorized by the Board of Directors and Executive Committee and shall make reports of corporate finances as required. The Treasurer shall be responsible for filing, signing and/or overseeing the filing of any State or Federal documents.

Section 2. Election and Term of Office. The officers shall be elected annually by the Board of Directors at the first meeting of the Board of Directors, immediately following the annual meeting. Each officer shall serve a one year term or until a successor has been elected and qualified.

Section 3. Removal or Vacancy. The Board of Directors shall have the power to remove an officer or agent of the organization with a majority vote of the full board. Any vacancy that occurs for any reason may be filled by the Board of Directors.

ARTICLE IV CORPORATE SEAL, EXECUTION OF INSTRUMENTS

The organization shall not have a corporate seal. All instruments that are executed on behalf of the organization which are acknowledged, and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the organization, including a release of mortgage or lien, may be executed by the President or any Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the Board of Directors.

ARTICLE V AMENDMENT TO BYLAWS

The bylaws may be amended, altered, or repealed by the Board of Directors by a majority of the full board vote at any regular or special meeting. The text of the proposed change shall be distributed to all board members at least ten (10) days before the meeting.

ARTICLE VI INDEMNIFICATION

Any director or officer who is involved in litigation by reason of his or her position as a director or officer of this organization shall be indemnified and held harmless by the organization to the fullest extent authorized by law as it now exists or may subsequently be amended (but, in the case of any such amendment, only to the extent that such amendment permits the organization to provide broader indemnification rights).

ARTICLE VII

DISSOLUTION

The organization may be dissolved only with authorization of its Board of Directors given at a special meeting called for that purpose, and with the subsequent approval by no less than two-thirds (2/3) vote of the members. In the event of the dissolution of the organization, the assets shall be applied and distributed as follows:

All liabilities and obligations shall be paid, satisfied and discharged, or adequate provision shall be made therefore. Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to charitable and educational organization, organized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of a similar or like nature to this organization, as determined by the Board of Directors. Assets, such as vehicles and equipment, may be sold at arm's length or fair market value, with the proceeds distributed as above.

Certification

CLIFFORD FAULL, President of ROLLING START NC INC, and ELLEN FAULL, Secretary of ROLLING START NC INC certify that the foregoing is a true and correct copy of the bylaws of the above-named organization, duly adopted by the Board of Directors on March 01, 2023 and replace and supersede Bylaws adopted July 3, 2019.

I certify that the foregoing is a true and correct copy of the bylaws of the above-named organization, duly adopted by the initial Board of Directors on March 01, 2023.

By: _____
CLIFFORD FAULL, President

Date: _____

By: _____
ELLEN FAULL, Secretary

Date: _____