

# **BYLAWS**

**of**

## **SAYSO, INC.**

### **Article I Name, Seal, and Offices**

**Section 1.1 Name.** The name of this corporation is:

**SAYSO, INC.**

The name of this corporation shall not be used in connection with any meeting or program not approved by the corporation. This corporation may be referred to herein as the "corporation" or as "SAYSO" (standing for "Strong Able Youth Speaking Out").

**Section 1.2 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: and such seal, as impresses on the margin hereof, is hereby adopted as the corporate seal of the corporation.

**Section 1.3 Registered Office.** The corporation shall have and continuously maintain a registered office and registered agent in the state of North Carolina. The registered agent or the location of the registered office within the State of North Carolina may be changed by resolution of the Board of Directors or Executive Committee.

**Section 1.4 Principal Office.** The principal place of business of the corporation and the principal office of the corporation is currently located at the offices of Independent Living Resources, Inc., 411 Andrews Road, Suite 230, Durham, North Carolina 27705. The principal office may be changed at any time by resolution of the Board of Directors.

**Section 1.5 Branch Offices.** Other branch or subordinate offices may be established, by appropriate resolution of the Board of Directors, at any time and at any place or places as may be designated by the Board of Directors.

### **Article II Articles of Incorporation, Purposes**

**Section 2.1 Articles of Incorporation.** The Articles of Incorporation are incorporated into and made a part of these bylaws.

**Section 2.2 Purposes.** The purposes of this corporation are set forth in its Articles of Incorporation.

**Section 2.3. Limitation of Purpose.** It is expressly declared that the corporation exists for charitable purposes only and has not been formed for pecuniary profit or financial gain, and no part of the assets, income or profit of the corporation shall inure to or be distributed to the benefit of any member, donor, director, officer, employee or private individual. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the corporation shall not participate, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any activities not permitted to be carried on:

- a. By a corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended or
- b. By a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954, as amended.

**Section 2.4. Public Support.** The corporation shall conduct such programs and activities as the Board of Directors shall determine so as to attract broadly-based financial support from the general public, public charities and governmental units, on a continuous basis.

**Section 2.5. Dissolution.** In the event of the dissolution or liquidation of the corporation, the Board of Directors of the corporation shall dispose and deliver all assets of the corporation for such charitable purposes as are set forth in the Articles of Incorporation. Unless and until the Board of Directors shall determine otherwise, or the same shall be inconsistent with the Articles of Incorporation, the corporate assets shall be distributed upon dissolution or liquidation to the North Carolina Chapter of Prevent Child Abuse.

## **Article III** ***Membership***

**Section 3.1. Application for membership.** Any individual, firm, corporation, agency, association, group, partnership or other entity eligible for membership in one or more classes of members as hereinafter provided may file with the Board of Directors of SAYSO an application for membership in said class or classes of membership. Upon payment of any dues as prescribed for the particular membership class, and upon acceptance of the application for membership, the applicant shall be considered a member in good standing of SAYSO.

**Section 3.2. Classes of membership.** The membership of SAYSO shall presently be comprised of a single class of regular members, and a special class of members, which shall be referred to collectively as the SAYSO Adult Advisory Committee. The Board of Directors, in its discretion, may expand membership options into the two additional classes: (i) institutional membership, and (ii) associate membership.

- a. **Regular members** shall include those individuals, age 14 to 24, residing in North Carolina, who are currently or have been in “out-of-home” care, including foster care, juvenile detention/training centers, group homes, kinship placements, and mental health placements.

- b. **Adult Advisory Committee members** shall include those adult individuals, selected from time to time by the Board of Directors in the manner hereinafter described, who can provide dependable, committed and enthusiastic support, and advice, to SAYSO.
- c. **Institutional members** (when authorized) shall include those firms, corporations, agencies, associations, groups, partnerships or other entities that support the objectives of SAYSO.
- d. **Associate members** (when authorized) shall include all individuals who share the objectives of SAYSO but are not qualified as regular members, by reason of age or life experience, or place of residence.
- e. Subject to the specific roles hereinafter set forth for the SAYSO Adult Advisory Committee, it is understood that only regular members, as defined above, shall have voting rights in Society matters. It is further understood, however, that such voting rights do not include any entitlement to vote on bylaw amendments.

**Section 3.3 Human Rights.** Membership in SAYSO shall be open to all persons without regard to race, color, religion, creed, sex, national origin, ancestry, ethnicity, marital status, disability, or sexual orientation. SAYSO shall not discriminate against any person because of the above factors. While participating in the activities of SAYSO, all persons shall comply with this policy.

## **Article IV** *Dues and Terms of Membership*

**Section 4.1. Dues and Terms of Membership.** No regular member shall be required to pay dues, but may be required to affirm in writing, not more frequently than annually, the member's desire to remain enrolled as a member. Unless otherwise provided herein, or otherwise determined by the Board of Directors, membership shall generally be determined on a calendar year basis. The amounts of dues, and terms of membership, for other classes of membership, if any other classes of membership are established, shall be determined from time to time by the Board of Directors.

**Section 4.2 Board Orientation Attendance (*Amended September 25, 2010*).** Attendance to SaySo BOD Orientation is mandatory for all elected members to the SaySo Board of Directors. Absence will prevent a member from being commissioned to the SaySo Board of Directors. Exceptions to this should be a crisis and discussed with the SaySo Program Director. Final determination will be made by the Board at Orientation.

## **Article V** *Board of Directors*

**Section 5.1. General powers.** The business and affairs of the association shall be managed by its Board of Directors.

**Section 5.2. Number, tenure and qualifications.** The Board of Directors shall be comprised of twenty Directors, elected as follows: the membership of the six regions (1: Mountains; 2: Charlotte Area; 3: Triad; 4: Triangle and Fayetteville; 5: Northeast; and 6: Southeast) shall, at the Annual Meeting of Members, also known as the Spring Membership Meeting, or Say-So Saturday, elect three Directors from each region for a one year term. These eighteen will then serve with that Co-Chair and that Secretary or Treasurer who were elected in the prior year and have one year remaining, for a total of twenty Directors.

This Board will meet in connection with a Board of Directors Orientation Weekend and on the last day thereof elect from the eighteen newly elected Directors both a new Co-Chair and either a Secretary or Treasurer who would thereupon assume such office and serve (as Officer and Director) for a two year term. The Secretary will be elected in even years, and the Treasurer will be elected in odd years. A Sergeant at Arms will also be elected annually from the eighteen newly elected Directors.

Each of the Directors shall have the right to vote on all matters brought before the Board of Directors.

Each newly elected director shall take office at the end of the Board of Directors Orientation Weekend which follows the annual meeting of directors (held in conjunction with Say-So Saturday in the spring) and shall serve until a successor is elected and qualifies or until death or resignation from office. A director may resign at any time by filing a written resignation with the secretary of SAYSO. Directors must qualify as and be regular members of SAYSO at the time of their election, but may serve out their elective term even if they might otherwise age-out of regular membership or change their state of residence, as long as they are able to continue to attend meetings.

**Section 5.3. Meetings.** A regular meeting of the Board of Directors shall be held immediately prior to and at the same place as the Annual Meeting of the Members of SAYSO, on the first Saturday in March, at such location in North Carolina as may be determined by the Board of Directors, without other notice than this Bylaw. All other meetings may be held in person or by telephone conference. The Board of Directors may provide, by resolution, for the holding of other regular or special meetings without other notice than such resolution, and will unless otherwise agreed have at least four meetings each year.

Special meetings may also be called by or at the request of the Co-Chairs or any twelve directors, such call to specify the time and place for the meeting.

**Section 5.4. Quorum.** A majority of the total number of directors fixed by Section 5.2 hereof shall constitute a quorum for the transaction of any business at any meeting of the Board of Directors. However, a majority of the directors present though less than a quorum may adjourn the meeting from time to time without further notice.

**Section 5.5. Manner of acting.** The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

**Section 5.6. Vacancies.** Any vacancy occurring on the Board of Directors with respect to elective positions (including Officer positions) shall be filled pending the next succeeding annual election by a two-thirds vote of the directors then in office. Except in the case of filling a vacancy for an officer position, the next highest vote getter from the region where the vacancy arises shall be the only name placed in nomination for such vacancy, unless such person is not then a duly qualified regular member or otherwise unavailable to serve, or unless more than two-thirds of the directors then in office consent to an additional nomination.

**Section 5.7. Presumption of assent.** A director of SAYSO who is present at a meeting of the Board of Directors or a committee thereof at which action on any Society matter is taken shall be presumed to have assented to the action taken unless such director enters a dissent in the minutes of the meeting or unless a written dissent to such action is filed by said director with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by restricted certified mail to the Secretary of SAYSO immediately following the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

**Section 5.8. Informal action without meeting.** Any action required or permitted by the articles of incorporation or bylaws to be taken by the Board of Directors at a meeting or by resolution may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors then in office.

## **Article VI** *Officers*

**Section 6.1. Co-Chairs.** The Co-Chairs shall be filled by the election each year of a single Co-Chair, who shall be elected by the newly constituted Board of Directors to serve for a two year term. The Co-Chairs (or either of them) shall, when present, preside at all meetings of SAYSO and of the Board of Directors and shall have authority to sign, execute, and acknowledge, on behalf of SAYSO, those instruments provided in Article VII hereof and instruments necessary or proper to be executed in the course of SAYSO's regular business or which shall be authorized by resolution of the Board of Directors. When convenient, the Co-Chairs may also be referred to as Co-Presidents.

The Co-Chairs shall make appointments to any special or standing committees and subcommittees created by action of the Board of Directors or general membership.

In general, the Co-Chairs shall perform all duties incident to the office of a corporation's president and such other duties as may be prescribed by the Board of Directors from time to time.

In consultation with the Board of Directors, the Co-Chairs shall be responsible for preparing a program for the Annual Meeting.

**Section 6.2. Secretary.** The office of Secretary shall be an elective position, elected every other year (in even-numbered years) by the newly constituted Board of Directors, to serve for a two year term. The Secretary shall, with the assistance of the Executive Director (a) keep the minutes of the meetings of the general membership of SAYSO and of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws, Articles of Incorporation, or as required by law; (c) be custodian of SAYSO's records; (d) maintain the register of the post office address of members of each class; (e) certify resolutions; and (f) in general, perform all of the duties incident to the office of a corporation's secretary, and have such other duties and exercise such other authority as from time to time may be delegated or assigned by the Co-Chair(s) or the Board of Directors. The Secretary may be covered by a fidelity bond in an amount determined by resolution of the Board of Directors.

**Section 6.3. Treasurer.** The office of treasurer shall be an elective position, elected every other year (in odd-numbered years) by the newly constituted Board of Directors, to serve for a two year term. The Treasurer shall with the assistance of the Executive Director (a) have charge and custody and be responsible for all funds and securities of SAYSO, receive and give receipts for moneys due and payable to SAYSO from any source whatsoever, endorse and deposit all such moneys in the name of SAYSO in such banks, trust companies or other depositories as shall be designated by resolution of the Board of Directors; (b) function as principal accounting officer in charge of books of account, accounting records, and forms of SAYSO; (c) maintain adequate records of all assets, liabilities, and transactions of SAYSO; (d) obtain from other officers all reports needed for recording the general operation of SAYSO or for supervising and directing accounts; and (e) in general, perform all of the duties incident to the office of a corporation's treasurer, and have such other duties and exercise such other authority as from time to time may be delegated or assigned by the Co-Chair(s) or the Board of Directors. The Treasurer may be covered by a fidelity bond in an amount determined by resolution of the Board of Directors.

**Section 6.4. Sergeant at Arms.** The office of Sergeant at Arms shall be an elective position, elected annually by the newly constituted Board of Directors, to serve for a one year term. The Sergeant at Arms shall with the assistance of the Executive Director (a) be familiar with the applicable rules and assume responsibility for maintaining order at all meetings of the membership and/or the Board of Directors, (b) maintain the organizational scrapbook, and (c) have such other duties and exercise such other authority as from time to time may be delegated or assigned by the Co-Chair(s) or the Board of Directors.

**Section 6.5. Replacement of Officers.** In the event of death, incapacity or inability to serve of any of the corporate officers, the Board of Directors shall elect a replacement officer as provided in Section 5.6.

**Section 6.6. Executive Director.** SAYSO shall contract with any qualified individual, firm, agency, or other organization to provide a central administrative office. In connection with providing the office, the contracting organization may designate an employee to serve as Executive Director of SAYSO. The Executive Director shall, (a) assume certain of the powers, duties and responsibilities typically allocated to secretary or treasurer; (b) provide responses or referrals to general inquiries, handle routine correspondence to and from SAYSO officers, committees and members, and initiate other correspondence as directed by SAYSO officers; (c) provide administrative and promotional support for SAYSO's Annual Meeting to include securing facilities and services for the Annual Meeting at a site and within a budget determined

by the board; (d) act as an ex-officio member of the SAYSO Adult Advisory Committee, (e) act as a liaison with other associations; and (f) in general, perform all of the duties incident to the office of Executive Director and have such other duties and exercise such other authority as from time to time may be delegated or assigned by the Co-Chair(s) or the Board of Directors. The Executive Director may be covered by a fidelity bond in an amount determined by resolution of the Board of Directors.

**Section 6.7. Appointments.** As an operating procedure, the Board of Directors may reach agreements with appointees to the position of Executive Director for appointments of one to five years, with the provision for an evaluation preceding reappointment each year and a performance review at the end of any such term of appointment if an additional term is being considered. All appointments or contracts shall be subject to the advice (review by) and consent (approval) of (a majority of) the SAYSO Adult Advisory Committee.

## **Article VII** *Members' Elections of Directors*

**Section 7.1. Nominations.** Nominations shall be accepted from the floor during separate regional caucuses conducted during the election portion of the agenda at the Annual Meeting, whereupon all nominees shall certify their eligibility to serve, and have be allotted a reasonable time (four minutes, unless the Co-Chairs determine otherwise) to make a statement to the other members from their region in support of their candidacy. Three Ballots shall be distributed to each regular member, to be cast in writing for the election of Directors from their region. The names of all nominated candidates shall be listed in a conspicuous place, but write-in votes shall also be permitted.

**Section 7.2. Counts.** The ballots shall be collected and counted on site by current or former officers not seeking re-election, or by adult volunteers, as may be appointed by the Co-Chairs, and the ballots shall be placed in separate sealed envelopes, one for each reason, with the results of the count certified by such teller as may have been appointed by the Co-Chairs.

## **Article VIII** *SAYSO Adult Advisory Committee*

**Section 8.1. Numbers; Appointments; Term.** This special class of membership (the Committee) shall consist of at least four, and no more than eight, adult individuals, selected from time to time by the Board of Directors in the manner hereinafter described, who can provide dependable, committed and enthusiastic support, and advice, to SAYSO. No member of the Committee shall be required to pay dues. Whenever the Committee shall have less than four members, or whenever the Board may determine that additional members (not to exceed an aggregate Committee total of eight) should be appointed, candidates for the Committee shall or may be identified and interviewed by the Board and appointed to the Committee for a two year term, but only upon the unanimous agreement of the Board of Directors. Members may also be reappointed upon expiration of any term, in the discretion of the Board. Committee members may also be removed, prior to the expiration of their appointed term, only upon the unanimous act of the Board of Directors. The Executive Director shall also serve as an ex-officio member of the Committee.

**Section 8.2 Meetings.** The SAYSO Adult Advisory Committee will ordinarily meet at the same times and places as the Board of Directors.

**Section 8.3 Advice and Consent; Additional Responsibilities.** The SAYSO Adult Advisory Committee is given special rights respecting advice and consent to Board actions, as otherwise set forth in Sections 6.7 and 14.3 herein. Additional responsibilities of the SAYSO Adult Advisory Committee, such as may involve a general advisory role, accompaniment to workshops and conferences, or the providing of transportation, will be determined by the Committee in consultation with, and subject to the approval of, the Board of Directors.

## **Article IX** *Society Business Transactions*

**Section 9.1. Endorsement of stock certificates.** Any share or shares of stock issued by any corporation and owned by the corporation may, for sale or transfer, be endorsed in the name of SAYSO by the Co-Chairs, or either of them, subject to specific directions as to such sale or transfer by the Board of Directors.

**Section 9.2. Voting of shares.** Any share or shares of stock issued by any corporation and owned by the corporation may be voted at any shareholders' meeting of such corporation in person or by proxy by the Co-Chairs, or either of them.

**Section 9.3. Deposits.** All funds of SAYSO not otherwise employed shall be deposited from time to time to the credit of SAYSO in such banks, trust companies, or other depositories as may be determined by resolution of the Board of Directors.

**Section 9.4. Execution of deeds, mortgages and releases.** All deeds, conveyances, leases and mortgages of real property made by SAYSO shall be executed by the Co-Chairs, or either of them, and all releases of mortgages, liens, judgments, and other claims that are required by law to be made a matter of record may be executed by the Co-Chairs, or either of them, in each case only pursuant to specific approval of such action by resolution of the Board of Directors..

**Section 9.5. Negotiable instruments.** Unless otherwise determined by action of the Board of Directors, all checks, drafts, notes, bonds, bills of exchange, and orders for the payment of money of SAYSO must be signed by any one or more of the Co-Chairs or the treasurer, and by the Executive Director.

**Section 9.6. Borrowing money.** The treasurer may borrow money up to a maximum total amount of \$1,000, with the consent of the Executive Director, but without further Board of Directors authorization, and may pledge as security therefor stocks and securities of SAYSO as required.

**Section 9.7. Purchase and sale contracts.** Unless otherwise determined by action of the Board of Directors, the Co-Chairs shall have the authority to enter into written or oral contracts for the purchase and sale of goods and services on behalf of SAYSO, and the secretary (or treasurer) may enter into written or oral contracts for the purchase of supplies, postage, printing services, and other goods and services reasonably related to operation of the office of secretary

(or treasurer), only with the express approval and joinder of the Executive Director. The Executive Director may enter into written or oral contracts for the purchase and sale of goods and services reasonably related to the operation of the central office and duties assigned to the Executive Director.

**Section 9.8. Indemnification.** It is intended that the directors, officers and employees or agents of the corporation shall not have personal financial responsibility for the corporation's expenses. The corporation shall accordingly have power to indemnify to the fullest extent permitted by law any present or former director, officer, employee or agent, including any person engaged in corporation business through committee service or otherwise, expenses and costs (including attorney's fees and judgments or fines) actually and necessarily incurred by him in connection with the defense or settlement action, suit or proceeding to which he is made a party by reason of his being or having been such official, except in relation to matters as to which he shall be finally adjudged to be liable for willful misconduct amounting to bad faith. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled apart from the provision of this By-Law. The corporation shall have the power to purchase and maintain insurance on behalf on any person who is or was an official of the corporation against any liability asserted against such official arising out of his status as an official.

## **Article X** *Fiscal Year*

**Section 10.1. Fiscal Year.** The fiscal year of the association shall be determined by resolution of the Board of Directors, from time to time.

## **Article X** *Procedures for Meetings*

**Section 11.1. Parliamentary authority.** The rules contained in *Roberts' Rules of Order Revised* shall govern meetings of the membership and meetings of the Board of Directors in all cases in which they are applicable and in which they are not inconsistent with these Bylaws, the Articles of Incorporation, or applicable law.

## **Article XII** *Appropriations and Expenses*

**Section 12.1. Annual budget.** The Board of Directors shall approve the annual budget for the association, which approval shall constitute authorization for expenditure.

## **Article XIII** *Committees*

**Section 13.1. Special committees.** There shall be such special committees as the Board of Directors shall, from time to time, create by resolution. The Co-Chairs, upon the advice of the Board of Directors, shall appoint the chairperson and all members of special committees for one-year terms.

**Section 13.2. Ad hoc committees.** The Co-Chairs may, from time to time, create ad hoc committees, whose existence shall terminate with the expiration of the Co-Chairs' term of office, but may be extended by the succeeding Co-Chairs so long as the committee is not in existence more than three years.

**Section 13.3. Travel expenses for committee activities.** Committees may incur travel expenses in connection with their assignments only as specifically authorized by action of the Board of Directors except that the Executive Director may, at his or her discretion, authorize travel expenses for an individual member in clearly unusual circumstances. In general, the association does not assume responsibility for travel or other expenses associated with committee activities.

## **Article XIV** *Amendments*

**Section 14.1. Amendment By Board of Directors.** These Bylaws may be amended by a majority vote of the members of the Board of Directors at a meeting in which a quorum is present and at which the same is voted on.

**Section 14.2. Membership Opportunity for Discussion of Bylaw Amendments.** While the Members are not entitled to vote on bylaw amendments, the Board of Directors will not, in the absence of compelling need, vote to adopt a bylaw amendment without there having first been some presentation to the membership and opportunity for discussion, in at least general terms, respecting the amendment or the need for an amendment, at an Annual Meeting of the Members. This requirement of an opportunity for membership discussion in general terms shall not require that all of the details of an amendment shall have been presented to the membership for discussion, it being understood that the Board of Directors shall have the discretion to resolve any potential differences in opinion respecting an amendment, or the need for an amendment, through creative negotiations, and that the good faith determination of the Co-Chairs that the required opportunity for membership discussion has been satisfied shall be conclusive on the matter.

**Section 14.3. Advice and Consent Required for Certain Amendments.** Notwithstanding the foregoing, these Bylaws may not be amended to eliminate or otherwise modify the role of the Executive Director, or the SAYSO Adult Advisory Committee, or the terms of such special membership, in either case without the advice and consent of (a majority of) the SAYSO Adult Advisory Committee.