BYLAWS OF

SUNSET VISION

A Non-Profit Corporation

Article I

Name & Mission

1.1 The name of this organization shall be Sunset Vision. It shall be a nonprofit organization incorporated under the laws of North Carolina.

1.2 The Mission of Sunset Vision is to provide stewardship, inspiration, innovation, collaboration and resources so Sunset Beach, NC, continues to be the ideal community in which to work, play and live.

To fulfill this Mission, our programs will seek to engage both property owners and visitors to identify projects and to develop solutions to address those projects. We would expect that the results, amongst other outcomes, will help advance education, promote public safety, maintain public works, lessen the burdens of government and combat community deterioration in Sunset Beach.

Article II

Powers

2.1 The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable and civic purposes for which the corporation was organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

2.2 Nonprofit Status and Exempt Activities Limitations:

(a) *Nonprofit Legal Status:* Sunset Vision is a North Carolina nonprofit corporation organized and operated exclusively for charitable, educational, and civic purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and recognized as a public charity under Section 509(a)(2), or any successor provision.

(b) *Exempt Activities Limitations:* Notwithstanding any other provision of these Bylaws, the Corporation shall not engage in any activity or exercise any power that is not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the

Internal Revenue Code, as amended, or by a Corporation Contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, as amended.
No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any director, officer, volunteer, or other private individual, except that the Corporation may pay reasonable compensation for services actually rendered and may make payments and distributions in furtherance of the charitable purposes set forth in the Articles of Incorporation and these Bylaws.

The Corporation shall not participate or intervene in, including the publishing or distributing of statements, any political campaign on behalf of, or in opposition to, any candidate for public office. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, except to the extent permitted under Section 501(c)(3) of the Internal Revenue Code, as amended, and any applicable provisions of law.

(c) *Distribution Upon Dissolution.* Upon termination or dissolution of Sunset Vision, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c) (3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which have a charitable purpose that, at least generally, includes a purpose similar to Sunset Vision. The organization to receive the assets of Sunset Vision hereunder shall be selected at the discretion of a majority of the Board of Directors of the corporation, and if the Board members cannot so agree, then the assets shall be disbursed to the Town of Sunset Beach.

Article III

Membership

3.1 Governance authority, shall be exercised exclusively by the Board of Directors.
The corporation shall have no statutory members.

3.2 The Board of Directors may refer to donors, supporters, volunteers, or participants as "members" for the recognition of program purposes only. Such persons are not statutory members of the corporation under the North Carolina Nonprofit Corporation Act, have no voting rights, and possess no governance authority. Members may be individuals, businesses, and other organizations that seek to support the mission of the corporation. The Board, a designated committee of the Board, or any duly elected officer in accordance with Board policy, shall have authority to admit any individual or organization as a member. At no time shall member information be shared with or sold to other organizations or groups without the member's prior consent. At the discretion of the Board of Directors, members may be given endorsement, recognition and media coverage at fundraising activities, and other events or at the corporate website.

Article IV

Board of Directors

Directors shall support the Mission of Sunset Vision and satisfy any qualifications established by Board policy.

4.1 *Number:* The organization shall have a Board of Directors consisting of at least 5 and no more than 12 directors. Within these limits, the Board may increase or decrease the number of directors serving on the Board. The Directors serve without compensation, but may be reimbursed for expenses.

4.2 *Term:* All Directors shall be elected to serve a two-year term, and are eligible for re-election for up to five consecutive terms. Director terms shall be staggered so that approximately one half of Director positions expire each year. The term of office shall be considered to begin January 1st and end the third year on December 31st.

4.3 *Meetings:* The Board shall meet at least quarterly, at an agreed upon time and place. An official board meeting requires each board member have written notice provided at least seven days prior to regular meetings.

4.4 *Election procedures:* Directors shall be elected by majority vote of Directors present at a meeting where a quorum exists. Elections shall normally occur during the final quarter of each fiscal year. Directors so elected shall serve a term beginning on the first day of the next calendar year.

4.5 *Quorum:* A majority of Directors then serving shall constitute a quorum unless otherwise required by these Bylaws.

~~4.~~6 Voting: Actions shall be approved by a majority vote of Directors present unless otherwise required by these Bylaws. Directors shall disclose actual or potential conflicts of interest and shall not participate in decisions where a conflict exists. Conflict disclosures and recusals shall be documented in meeting minutes.

4.7 *Officers and Duties:* There shall be four officers of the Board of Directors, consisting of a Chair, Vice-Chair, Secretary and Treasurer. Officers are elected by the full Board of Directors by a majority vote. The four officers serve as the members of the Executive Committee. Their duties are as follows:

The Chair shall convene regularly scheduled Board meetings, send out meeting announcements and agendas to each Board member and preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: Vice-Chair, Secretary, and Treasurer.

The Vice-Chair shall chair committees on special subjects as designated by the Board.

The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board and regular monthly meetings, distributing copies of minutes to each Board member and assuring that corporate records are maintained.

The Treasurer shall develop the annual budget with input from the Board of Directors, help develop fundraising plans, and make financial information available to Board members when requested. The Treasurer shall provide a written financial report, at least quarterly, to the Board of Directors. The Board shall review financial reports and determine whether independent financial review procedures are appropriate.

4.8 *Vacancies:* When a vacancy on the Board of Directors exists mid-term, the Chair must receive nominations for new members from present Board members in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the particular Board member's term.

4.9 *Resignation, termination, and absences:* Directors may resign at any time by written notice received by the Chair. A Director may be removed after notice and opportunity to respond, for repeated absence, failure to perform duties, or other cause by a two-thirds vote of Directors then serving.

4.10 *Special Meetings:* Special meetings shall be called upon at the request of the Chair, or any three Board members. Notice of special meetings of the Board must be made at least 48 hours in advance.

4.11 *Remote Participation:* Directors may participate in meetings through telephone, video conference, or similar communications technology allowing simultaneous participation.

Article V

Committees

5.1 *Executive Committee:* The four officers serve as the members of the Executive Committee. The Executive Committee may act between meetings only within authority delegated by Board resolution and shall report actions at the next Board meeting. The Executive Committee shall not approve amendments, elect Directors, approve annual budgets, incur material obligations, or take actions reserved to the full Board.

5.2 *Finance Committee:* The Treasurer is the chair of the Finance Committee, which includes up to three other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with other Board members. The Board must approve the budget and all expenditures must be within the budget. Any major changes in the budget must be approved by the Board of Directors. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to Board members.

5.3 *Ad Hoc Committee Formation:* The Board of Directors may create ad hoc committees as needed, such as fundraising, public relations, project development, etc. The Board Chair

appoints committee chairs if the Vice-Chair is not able to serve in this role. Committees may advise and recommend actions, but shall not exercise powers reserved exclusively to the Board unless authorized by law.

Article VI

Director and Staff

6.1 The Board may choose to hire an Executive Director or other staff or contractors as may be needed to advance the organization's purpose with approval of the majority of the Board of Directors.

Article VII

Amendments

7.1 These bylaws may be amended, when necessary, by two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Chair for distribution to the full Board.

Certification

Adopted by the Board of Directors of Sunset Vision on _____

President: _____

Secretary: _____