

**PROPOSED AMENDED AND RESTATED BYLAWS
OF
THE NORTH CAROLINA ACADEMY OF PHYSICIAN ASSISTANTS**
Approved by the Board of Directors 1/23/16. Ratified by NCAPA Members _____

ARTICLE I: DEFINITIONS

In these Bylaws:

- a. "Academy" means the North Carolina Academy of Physician Assistants.
- b. "PA" means physician assistant.
- c. "Board" means the Board of Directors of the Academy, including Officers, Directors-at-Large, and Student Directors-at-Large.
- d. "Officer" means President, President-Elect, Immediate Past President, Vice President, Treasurer, and Secretary.
- e. "Director-at-Large" means a person elected, designated, or appointed to serve on the Board to provide leadership in accomplishing the purposes of the Academy.
- f. "Student Director-at-Large" means a student member elected by NCAPA student members to serve on the Board of Directors.
- g. "AAPA" means the American Academy of Physician Assistants.
- h. "HOD" means the AAPA House of Delegates.

ARTICLE II: NAME AND OFFICES

This organization is known as The North Carolina Academy of Physician Assistants, Inc., dba The North Carolina Academy of Physician Assistants (NCAPA). The principal office and registered office of the Academy will be located at a place designated by the Board.

ARTICLE III: PURPOSE

The Academy is organized and will be operated exclusively for educational, professional and scientific purposes and support of optimal health care. To achieve these purposes, the Academy will strive to assure the public of continued competency of PAs, and to represent PAs and PA students so as to maximize the benefit of their services to the public. The Academy will:

- (1) Encourage its members to provide quality service to the public;
- (2) Develop, sponsor, and evaluate continuing medical or medically related education programs for the PA and public;
- (3) Assist in the development of role definition for PAs in North Carolina;
- (4) Uphold the concept of maintaining continuing medical education (CME) for certification and recertification of the PA;

- (5) Develop, coordinate, and participate in research having an impact upon PAs;
- (6) Serve as an information center for its members, health professionals, and the public;
- (7) Maintain relationships with other professional medical associations;
- (8) Maintain involvement in the legislative, regulatory, and reimbursement arenas in health related areas and in items specific to the PA profession.

ARTICLE IV: MEMBERSHIP

Section 1. Eligibility. Membership in the Academy shall be open to all individuals wishing to participate in promoting the purposes of the Academy. Specifically, membership shall consist of individuals who meet the requirements for membership as defined by the Academy's Articles of Incorporation, these Bylaws, and such other of the Academy's policies that may be established from time to time. Membership is an honor that confers upon the individual certain rights and responsibilities. Adherence to the *AAPA Guidelines for Ethical Conduct for the Physician Assistant Profession*, the Academy's Articles of Incorporation, these Bylaws, and the Academy's policies, and generally acting in a manner that is consistent with the Academy's purposes, is a condition of membership.

Membership in the Academy will not be denied or abridged because of sex, color, creed, race, religion, sexual orientation, disability or ethnic origin.

Section 2. Categories of Membership

a. Fellow Members. A Fellow Member is a PA who is a graduate of a PA program accredited by ARC-PA or a predecessor or successor agency, or is NCCPA-certified. A Fellow Member must hold a North Carolina license to practice as a PA or be employed by a federal entity as a PA in North Carolina. A Fellow Member must be a Fellow Member of the AAPA. A Fellow Member will have the right to vote on all matters on which members of the Academy are entitled by these Bylaws or by law to vote.

b. Associate Members. An Associate Member is someone who is a graduate of a PA program accredited by ARC-PA or a predecessor or successor agency, or is NCCPA-certified. An Associate member meets all of the criteria of a Fellow member but elects not to become a fellow member in the AAPA. An Associate Member will have all the rights and privileges of a Fellow Member except that the Associate Member may not serve as an Officer of the NCAPA Board of Directors or as a Delegate to the AAPA House of Delegates (HOD). Associate members may not nominate candidates for the AAPA HOD or vote on AAPA matters.

c. Student Members. A Student Member is a student enrolled in an accredited ARC-PA or successor agency-PA training program in the state of North Carolina. Student Members will have all the rights and privileges of an Associate Member, except that Student Members will not have the right to vote unless otherwise provided in these Bylaws. Student members may only serve on the NCAPA Board of Directors in one of the Student Director-at-Large positions.

d. Affiliate Members. An Affiliate Member is a licensed PA who does not live or work in NC, OR someone who is not a PA (such as a nurse practitioner, physician, or

pharmaceutical liaison) who wishes to associate with the Academy. Affiliate Members will be entitled to the privileges of the floor but will not be entitled to vote or hold office.

e. Honorary Members. Persons who have rendered distinguished service to the PA profession may be awarded honorary membership by a majority vote of the NCAPA Board of Directors. All Honorary Members will be exempt from paying dues.

1. PA Honorary members who are Fellows of AAPA will have all the rights and privileges of NCAPA Fellow members.
2. PA Honorary members who are not Fellows of AAPA will have all the rights and privileges of NCAPA Associate members.
3. Honorary members who are not PAs will have all the rights and privileges of NCAPA Affiliate members.

f. Sustaining Members. A sustaining PA is a graduate of a PA program accredited by ARC-PA or a predecessor or successor agency, or NCCPA-certified, who is no longer licensed to practice as a PA, but not due to license revocation. Retired PAs qualify for this category. Sustaining members will be entitled to member benefits and to the privileges of the floor, but will not be entitled to vote or hold office.

Section 3. Application for Membership. All applications for membership must be in writing or by electronic submission.

Section 4. **Dues and Assessments.** The amount of annual dues and assessments and the manner of payment will be determined by the Board of Directors.

Section 5. Suspension or Expulsion. Any member who is suspended or expelled from the Academy will not be entitled to any of the rights, privileges or benefits of the Academy or be permitted to take part in any of the Academy's proceedings until he or she is reinstated.

Section 6. Annual Meeting. There shall be an annual meeting for members in good standing to be held during the Academy's annual conference, or at such other time and place as may be determined by the Board of Directors. Notice of the place, date, and time of the annual meeting shall be given at least 30 days, but not more than 60 days, before the meeting date. Notice may be delivered by electronic means, including, but not limited to, posting on the Academy's website or other established primary means of communication from the Academy. Notice must state the purpose of the annual meeting when the matters to be considered include a merger, amendment to bylaws or articles of incorporation, sale of assets or dissolution of the corporation.

Section 7. Special Member Meetings. Special meetings may be called by the Secretary, as directed by the Board of Directors or by the President. In addition, a special meeting may be called by the Secretary at the demand of at least ten percent (10%) of the voting members of the Academy. The members demanding a meeting must deliver a signed and dated demand to the Secretary stating the purpose for the meeting. The special meeting must be held within thirty (30) days after receiving this demand. Only those matters listed in the meeting notice may be acted upon at a special meeting. Notice of the special meeting, including the purpose, must be given either electronically or in writing at least fifteen (15) days prior to the meeting to all Fellow, Associate, and PA Honorary Members.

Section 8. Quorum. Ten percent (10%) of the votes entitled to be cast on a matter will constitute a quorum on that matter.

Section 9. Voting and Manner of Acting. All Fellow, Associate, and PA Honorary Members in good standing will have the right to vote on all matters on which members are entitled to vote. Votes may be cast in person, by written ballot, or by electronic ballot. Each voting member will be entitled to one vote on each matter. In all instances where a quorum is met, the affirmative vote of a majority of the votes cast by the members entitled to vote will constitute the act of the members of the Academy.

ARTICLE V: THE BOARD OF DIRECTORS

Section 1. Power and Duties. The Academy shall have a Board of Directors. All corporate powers and business affairs of the Academy will be exercised by, or under the authority of, the Board of Directors in accordance with North Carolina law, the Articles of Incorporation, and these Bylaws.

Section 2. Number and Composition. The number of persons serving on the Board of Directors of the Academy will be no less than eleven (11) and no more than seventeen (17). The members entitled to vote for the Board of Directors may change the number of persons serving on the Board of Directors by amending these Bylaws. The Board of Directors will be comprised of (a) the President, President-Elect, Vice President, Secretary, Treasurer and immediate Past President; (b) five Directors-at-Large; and (c) two Student Directors-at-Large. No person may hold more than one position on the Board of Directors.

Section 3. Terms.

a. All Directors-at-Large will serve as members of the Board of Directors for terms of two (2) years. All Student Directors-at-Large will serve as members of the Board of Directors for terms of one (1) year. All officers will serve as members of the Board of Directors during their terms as officers (See Article VIII Section 2).

b. The terms of those serving on the Board of Directors will begin on January 1st of the year following their election.

Section 4. Qualifications and Election.

a. Officers must be and remain Fellow Members of the Academy in good standing for the entire term. Directors-at-Large must be and remain Fellow or Associate Members in good standing for the entire term. Student Directors must maintain student membership in the Academy for their entire terms of office.

b. Persons serving on the Board of Directors will be elected by the members entitled to vote, in the manner set forth in Article X of these Bylaws. The election of the Board of Directors will be conducted by written or electronic ballot. Those persons who receive the highest number of votes will be deemed to have been elected. The election will be valid only if it conforms to the provisions of Article IV, Section 9 of these Bylaws.

c. If a current Director-at-Large is elected to an officer's post, the Board of Directors will appoint a new Director-at-Large to complete the unexpired term of office when the seat is vacated.

Section 5. Removal.

(a) Persons serving on the Board of Directors may be removed in accordance with the NCAPA policy, "Adjudication Procedures for the Discipline or Removal of Officers or Elected Officials of the Academy."

(b) If a person serving on the Board of Directors fails to maintain the requirements for Fellow Member or Associate Member status (or, for Student Directors, Student Member status) during the term of office, that person's seat on the Board immediately is deemed to be vacated.

(c) If a person serving on the Board of Directors fails to attend two consecutive meetings of the Board of Directors, without excused absence by the President, then the person may be removed by majority vote of the Board of Directors.

Section 6. Vacancies. All vacancies occurring in the Board of Directors, with the exception of the President and the Past President, shall be filled by a vote of the majority of the remaining members of the Board from a slate of candidates prepared by the Nominating Committee. The Nominating Committee shall notify the membership of the vacancy and solicit candidates by mail or electronic means.

Section 7. Compensation. The Board of Directors will not be compensated for activities related to their Board service. The Board of Directors may, in its discretion, allow payment or reimbursement for expenses related to NCAPA business.

ARTICLE VI: OFFICERS

Section 1. Composition and Duties. The Academy shall have officers, who are voting members of the Board of Directors. Officers must be and remain Fellow Members of the Academy in good standing for the entire term of office. The officers will consist of the President, President-Elect, Immediate Past President, Vice President, Secretary, and Treasurer. These officers shall comprise the Executive Committee. Their duties shall be as follows:

a. President. The President will serve as a member of the Board of Directors and will preside at all business meetings of the Academy and of the Board of Directors. The President will make a report of the year's activities at the Academy's annual meeting. The President or his or her designee will sign all legal documents of the Academy as authorized by the Board of Directors. The President has the authority to form task forces and appoint its members, subject to approval by the Board of Directors.

b. President-Elect. The President-Elect will serve as a member of the Board of Directors and will select the chairpersons of standing committees for his or her presidential year for approval and appointment by the Board of Directors. The President-Elect will perform such other duties as the Board of Directors or the President may assign.

c. Vice President. The Vice-President will serve as a member of the Board of Directors and, during the absence or disability of the President and President-Elect, will have the power to perform all the duties of the President or President-Elect, and will perform such other duties as the Board of Directors may assign.

d. Treasurer. The Treasurer will serve as a member of the Board of Directors and will oversee the management of all assets and liabilities of the Academy. The Treasurer must be a member of the Finance Committee.

e. Secretary. The Secretary will serve as a member of the Board of Directors and will ensure that accurate records of all business meetings of the members and of the Board of Directors are maintained. The Secretary will ensure that all officers, Directors, and members are notified of business meetings of the Academy and the Board.

f. Immediate Past President. The Immediate Past President will serve as a member of the Board of Directors and will perform duties as assigned by the Board of Directors.

g. Executive Committee. The Executive Committee shall act on behalf of and within the powers granted to them by the Board of Directors.

Section 2. Terms.

a. The Vice President, Secretary, and Treasurer will serve for terms of two (2) years, unless otherwise provided by these Bylaws. The President-Elect will serve a term of one (1) year, followed by one (1) year as President, and one (1) year as Immediate Past President. Each officer will hold office until the expiration of the officer's term or until the officer's death, resignation, removal or disqualification. However, an officer may be reappointed by the Board for another term if no successor is elected, and may serve in that office until a successor has been elected and qualified.

b. The term of office will begin on January 1st of the year following election as an officer.

Section 3. Vacancies.

a. In the event of a vacancy in the office of President prior to July 1, the Past President will serve as President for the remainder of the President's term. Subsequently, the office of Past President will be vacant for the remainder of the President's term. In the event of a vacancy in the office of President on July 1 or later, the President-Elect will serve as President for the remainder of the President's term. Subsequently, the office of the President-Elect will be vacant for the remainder of the President's term.

b. In the event of a vacancy in any other office, the Board will elect a replacement to that office who will serve for the remainder of the predecessor's term. The Board will elect the replacement from a slate of candidates prepared by the Nominating Committee. The Nominating Committee shall notify the membership of the vacancy and solicit candidates by mail or electronic means.

c. In the event that an officer moves from North Carolina and/or fails to maintain the criteria for Fellow Member status during the officer's term of office, that officer's seat on the Board of Directors is deemed to be vacated immediately.

ARTICLE VII: MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Regular Meetings. The Board will hold regular meetings at such times and at such places as designated by the President. The Board must meet at least four (4) times in any calendar year. Notice of regular meetings must be given to the Board at least thirty (30) days prior to the meeting.

Section 2. Special Meetings. Special meetings of the Board may be called by the Secretary at the request of the President, either in the President's discretion or upon the written request to the President of a majority of the Board. Notice of special meetings must be given to the Board at least seven (7) days prior to the meeting.

Section 3. Quorum. A majority of the Board of Directors in office immediately before the meeting shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 4. Manner of Acting. Except as otherwise provided in these bylaws, the act of a majority of the Board of Directors present at a meeting at which a quorum is met will be the act of the Board. Each person serving on the Board of Directors will be entitled to one vote on each matter. The vote of a majority of the Board of Directors will be required to adopt, amend, or repeal a Bylaw or policy.

Section 5. Action by Unanimous Written Consent. Any action that may be taken at a meeting of the Board of Directors may be taken without a meeting if consent in writing, setting forth the action so taken, is signed by all of the Directors entitled to vote with respect to the subject matter thereof. A Director's consent to action taken without a meeting may be in electronic form and delivered by electronic means.

Section 6. Attendance By Telephone. Any one or more persons serving on the Board of Directors or members of a committee may participate in a meeting of the Board by means of a conference telephone or similar communications device which allows all persons participating in the meeting to communicate with each other simultaneously. Members participating in such a manner will be considered present at the meeting.

ARTICLE VIII: COMMITTEES

Section 1. Types and Composition of Committees

a. Board Committees. The Board of Directors, by resolution adopted by a majority of the Directors, may establish and appoint such Board Committees as may be necessary to carry out the duties of the Board. Each Board Committee shall have a minimum of two members and only members of the Board of Directors shall be eligible to serve on Board Committees. Members of Board Committees shall be appointed by a majority vote of the Board of Directors and shall serve at the pleasure of the Board, except that the Executive Committee shall be a Board Committee by virtue of definition and positions of officers. Board Committees may exercise the authority of the Board to the extent specified by the Board of Directors by resolution, the Articles of Incorporation, or these Bylaws.

b. Standing Committees. The Board of Directors, by resolution adopted by a majority of the Board, may designate one or more standing committees as may be necessary to carry out the work of the Academy. The Board shall set forth the duties, responsibilities, and membership eligibility requirements of any Standing Committees. Unless otherwise stated in these Bylaws, the Board shall appoint and remove standing committee chairs and members according to policies and procedures established by the Board.

c. Task Forces. The Board of Directors has the power to establish one or more task forces that will be responsible for performing the duties and functions delegated by the Board. The work of a task force is expected to be more targeted and short term in nature than the work of a standing committee. The chairperson and members of a task force will be appointed by the President and approved by the Board of Directors. The task force will exist until its mission is complete and it is dissolved by the Board.

Section 2. Authority.

- a. No Committee or Task Force shall have the authority to:
 - (1) authorize distributions;
 - (2) dissolve, merge or consolidate the Academy; or sell, lease or exchange all or substantially all of the Academy's property;
 - (3) designate any committee or fill vacancies in the Board or in any committee;
 - (4) adopt or repeal the Bylaws or amend the Bylaws or the Articles of Incorporation; or
 - (5) amend or repeal any resolution adopted by the Board.

b. The designation of any Committee and the delegation of authority to any Committee will not relieve the Board, or any member, of any responsibility or liability.

Section 3. Manner of Acting

a. A majority of the members of a committee will constitute a quorum for the transaction of business at any meeting of the committee. Actions of the committee must be authorized by the affirmative vote of a majority of the members of the committee.

b. Any resolutions adopted or other action taken by a committee within its scope of authority must be submitted for ratification by the Board at its next scheduled meeting.

c. Each committee must keep regular minutes of its proceedings and report their activities to the Board of Directors.

ARTICLE IX: DELEGATES TO AAPA HOUSE OF DELEGATES

Section 1. Number and Election. The Academy will have delegates to the AAPA House of Delegates. The number of delegates who may vote will be determined by the AAPA. The total number of delegates to be elected will be determined by the Academy's Board of Directors in a manner specified in policy. Delegates will be elected by plurality vote by Fellow Members of the Academy, in accordance with the provisions of Article X.

Section 2. Chief Delegate. The Chief Delegate shall be elected from within the elected Delegates by a majority vote of those Delegates.

Section 3. Duties. The delegates will attend meetings of the AAPA House of Delegates and the Chief Delegate will report the activities of the HOD to the Board of Directors.

ARTICLE X: ELECTIONS

Section 1. Offices and Terms. The Academy will hold elections for the offices of President-Elect, Vice President, Secretary, Treasurer, five (5) Directors at Large, two (2) Student Directors-at-Large, two (2) Nominating Committee Members at Large, and the Academy's delegates to the AAPA House of Delegates.

a. Two (2) Directors-at-Large, a Vice President and a Secretary will be elected in even-numbered years. The three (3) remaining Directors-at-Large and a Treasurer will be elected in odd-numbered years. Terms for each of these positions are two years to begin January 1 following the election.

b. One (1) President-Elect will be elected each year to serve consecutive one-year terms in each of these offices: President-Elect, President, and Immediate Past President. The term of President-Elect will begin on January 1 following the election, with terms of President and Immediate Past President to begin on January 1 of subsequent years.

c. One (1) Nominating Committee Member-at-Large will be elected each year for a two-year term to begin January 1 following the election.

d. Two (2) Student Directors-at-Large will be elected each year for one year terms to begin January 1 following the election.

e. Delegates to the AAPA HOD will be elected in odd numbered years for two-year terms in such manner and numbers as determined by the AAPA and the Academy's Bylaws and policies. Terms will begin at such time as determined by the AAPA.

Section 2. Nomination of Candidates. Nomination of candidates for Officers, Directors-at-Large, Nominating Committee Members-at-Large, and HOD Delegates will be solicited and received by the Nominating Committee. Self-declaration for candidacy is permitted. All nominations for Officers, Directors-at-Large, and Nominating Committee Members-at-Large must be made by Fellow Members, Associate Members, or PA Honorary Members. Nomination for HOD Delegates must be made by Fellow Members.

Eligible Student PA program representatives may self-nominate for Student Director-at-Large positions. Those who meet the criteria established by the Board of Directors will be placed on the ballot.

No names will be placed in nomination without the nominee's consent. Candidates seeking election may declare for one office only. Serving as a Delegate in the AAPA HOD does not preclude one from holding a position on the NCAPA Board of Directors or the Nominating Committee.

Section 3. Time of Elections. Elections will be held annually for Board and Nominating Committee positions and every other year for HOD Delegates in a manner and at a time as specified by the Board of Directors in the Academy's policies and procedures.

Section 4. Eligibility of Voters. Fellow, Associate, and PA Honorary Members in good standing are eligible to vote for candidates for Officers, Directors-at-Large, and Nominating Committee Members-at-Large. Only Fellow Members are eligible to vote for AAPA HOD candidates. Only Student Members are eligible to vote for Student Directors-at-Large.

Section 5. Votes Necessary to Elect. Officers, Directors-at-Large, Student Directors-at-Large, and At-Large Nominating Committee members will be elected by a plurality of the votes cast.

HOD Delegates will be elected by a plurality of the votes cast and the candidates will be ranked in order of the number of votes received. The number of HOD candidates considered elected will be those in the rank order from most votes to least that correspond with the number of delegates the Academy has been apportioned by the AAPA in any given election year, plus two.

In the case of a tie vote, run-off ballots will be distributed within two (2) weeks after the ballots are counted.

ARTICLE XI: EXECUTIVE DIRECTOR

Section 1. Employment. The Board may employ an Executive Director to serve as the chief administrative officer of the Academy. In the event of the death, resignation or removal of the Executive Director, the Board of Directors may fill the resulting vacancy. The amount of the Executive Director's salary and any other compensation and benefits will be determined by the Executive Committee or by such other Board Committee as directed by the Board of Directors. The Executive Director will be bonded at the expense of the Academy in such amount as the Board of Directors may require.

Section 2. Duties. The Executive Director will have the duties prescribed by these Bylaws, any employment contract or position description, and any additional duties assigned by the Board of Directors. The Executive Director will attend meetings of the Board of Directors and may make recommendations to the Board, but is not entitled to vote at meetings of the Board.

Section 3. Powers. The Executive Director will have the powers and authority granted by the Board of Directors.

ARTICLE XII: INDEMNIFICATION AND REIMBURSEMENT OF DIRECTORS AND OFFICERS

Section 1. Indemnification for Expenses and Liabilities.

a. Any person who at any time serves or has served as an officer, Director, employee or agent of the Academy, will have a right to be indemnified by the Academy to the fullest extent permitted by law against liability and expenses in any proceeding (including without limitation a proceeding brought by or on behalf of the Academy itself) arising out of his or her status as such or activities in any of the foregoing capacities or which results from his or her being called as a witness at a time when he or she has not been made a named defendant or respondent to any proceeding.

b. The Board will take all necessary and appropriate action to authorize the Academy to pay the indemnification required by this provision, including, without limitation, to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him or her.

c. Any person who at any time serves or has served in any of the above named capacities for or on behalf of the Academy will be deemed to be doing or to have done so in reliance upon, and as consideration for, the rights provided in this section. Any repeal or modification of these indemnification provisions will not affect any rights or obligations existing at the time of repeal or modification. The rights provided for will inure to the benefit of the legal representatives of any such person and will not be exclusive of any other rights to which such person may be entitled apart from this provision.

d. These rights will not be limited by the provisions contained in Sections 55A-8-51 through 55A-8-56 of the North Carolina Nonprofit Corporation Act or any successor to such statutes.

Section 2. Limitations on Indemnification. Anything in this article to the contrary notwithstanding, the Academy shall not indemnify or agree to indemnify any person identified in Section 1a. of this article against liability or expenses such person may incur on account of his or her activities which were at the time taken, known, or believed by such person to be clearly in conflict with the best interests of the Academy or if such person received an improper personal benefit.

ARTICLE XIII: GENERAL PROVISIONS

Section 1. Constituent Organization Status. This constituent organization is part of the parent organization AAPA. As such, the organization and its members are required to meet all provisions outlined in the AAPA's constitution, bylaws, and charter policy. This organization will not write or pass any bylaws and/or policies in conflict with AAPA bylaws and/or policies. This organization will uphold the principles, purposes and philosophy for which AAPA was founded. If the organization is unable to uphold the principles and purposes, or passes conflicting bylaws and/or policies, it must work through AAPA to change the philosophy by altering the organization's constitution and bylaws.

Section 2. Fiscal Year. The fiscal year of the Academy will be determined by the Board of Directors.

Section 3. Corporate Records. The Academy will maintain at its principal office the following records:

- (1) Articles of Incorporation or Restated Articles of Incorporation and all amendments;
- (2) Bylaws or Restated Bylaws and all amendments;
- (3) Resolutions by its members and the Board of Directors relating to the number or classification of persons serving on the Board of Directors or to the characteristics, qualifications, rights, limitations and obligations of members or any class or category of members;
- (4) Minutes of all Board of Directors and membership meetings or action taken without a meeting;
- (5) All written communications to members for the past three years, including financial statements (if any);
- (6) A list of names and business or home addresses of its current Board of Directors and officers.

Section 4. Contracts. The Board of Directors may authorize any officer or officers, or agent or agents, to enter into any contract or execute and deliver any instrument on behalf of the Academy, and such authority may be general or confined to specific instances. The details of this authority are to be delineated within the policies and procedures of the Academy.

Section 5. Checks and Drafts. All checks, drafts or other orders for the payment of money issued in the name of the Academy will be signed by such officer or officers, or agent or agents, of the Academy and in such manner determined by resolution of the Board of Directors and contained within the policies and procedures of the Academy.

ARTICLE XIV: PARLIAMENTARY AUTHORITY

The current edition of Sturgis- Standard Code of Parliamentary Procedure shall be the parliamentary authority for all matters of procedures not specifically covered by these bylaws.

ARTICLE XV: AMENDMENTS

Section 1. Amendments to Bylaws. Except as otherwise provided and to the extent permitted by law, these Bylaws may be amended or repealed and new Bylaws may be adopted if approved:

- a. by the affirmative vote of a majority of the persons serving on the Board of Directors holding office at the time such amendment is considered, at any regular or special meeting of the Board of Directors at which a quorum is present or in writing, either electronically or by U.S. postal mail, by the number of members holding at least ten percent (10%) of all votes entitled to be cast on the matter if the members have called a special meeting of the members to consider such amendment); **and**

b. by the Fellow, Associate and Honorary Members, voting as a group or groups as required by law, by a majority of the votes entitled to be cast on the amendment.

Notice of the meetings at which such amendment will be considered must be given in accordance with the notice provisions of these Bylaws. The notice must state that the purpose of the meeting is to consider a proposed amendment and must contain, attach a copy of or state the nature of the proposed amendment.

Section 2. Amendments to Articles of Incorporation.

a. To the extent permitted by law, the Board of Directors, by a vote of a majority of the persons serving on the Board of Directors in office at the time of such amendment, may amend the Articles of Incorporation without member approval to

- (1) delete the names and addresses of those persons who served on the initial Board of Directors;
- (2) change the initial registered agent or office, provided such change is on file with the Secretary of State;
- (3) change the corporate name; or
- (4) make any other change expressly permitted by the North Carolina Nonprofit Corporation Act to be made without member action.

b. All other amendments must be approved

(1) by the affirmative vote of a majority of the persons serving on the Board of Directors then holding office at any regular or special meeting of the Board at which a quorum is present (or in writing by the number of members holding at least ten percent (10%) of all votes entitled to be cast on the matter if the members have called a special meeting of the members to consider such amendment); **and**

2) by the Fellow, Associate and Honorary Members, voting as a group or groups as required by law, by a majority of the votes entitled to be cast on the amendment. Notice of the meetings at which such amendment will be considered must be given in accordance with the notice provisions of these Bylaws. The notice must state that the purpose of the meeting is to consider a proposed amendment and must contain, attach a copy of or state the nature of the proposed amendment. Voting by members may be accomplished in person, or by the utilization of secure methods for electronic or U.S. postal mail.

ARTICLE XVI: DISSOLUTION

Section 1. Authorization of Dissolution. Dissolution of the Academy must be authorized by approval of a plan of dissolution providing for the distribution of all assets of the Academy and the payment of all liabilities and obligations of the Academy in accordance with applicable law. The plan of dissolution may be approved by the following actions: (i) a vote of a majority of the persons then in office serving on the Board of Directors; and (ii) a vote of the members entitled to vote for dissolution, by two-thirds of the votes cast, at a meeting at which a quorum is present, or a majority of the votes entitled to be cast, whichever is less.

Section 2. Notice. The person or persons calling a special meeting of the Board of Directors to consider a plan of dissolution must, not less than thirty (30) days before the meeting, give notice to members in accordance with the notice provisions of these Bylaws. Such notices to the Board of Directors and members must state that the purpose (or one of the purposes) of the meeting is to consider dissolution of the Academy and must contain or be accompanied by a copy or summary of the plan of dissolution.

Section 3. Distribution of Assets. If the Academy is formally dissolved, all the Academy's property, both real and personal, must be first used to pay and discharge all liabilities and obligations of the Academy. The remainder of the property must be used exclusively for any one or more of the purposes set forth in Article III hereof and distributed to such organization(s) which would then qualify under the provisions of Section 501[c] of the Internal Revenue Code of 1986 or any successor section, in accordance with the provisions of the plan of dissolution and subject to applicable law and the Articles of Incorporation in effect as of the date of dissolution.

CERTIFICATE

The foregoing Bylaws were amended by the Academy pursuant to Section 55A-10-21 of the North Carolina General Statutes, effective as of _____, ____.

Secretary