

BYLAWS OF

Committee to Honor America's Veterans

Adopted: June 1, 2013

Amended: July 8, 2014

Amended: February 17, 2016

Amended: June 10, 2022

ARTICLE I

ORGANIZATIONAL PURPOSE

In furtherance of the corporate objectives of this association to engage in civic activities for the construction of a memorial that will commemorate and properly recognize our veterans and/or first responders – past, present and future – for their contribution to the protection of our nation and its citizens, as well as the preservation of freedom throughout the world, the Board of Directors does adopt the following Bylaws of the Committee to Honor America's Veterans. The approved abbreviation is CHAV.

The CHAV is a non-profit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code (IRC), or the corresponding section of any future Federal tax code.

The educational and charitable purpose of this Committee, in accordance with IRC 501 (c) (3), is to erect and maintain as a public monument, a Veterans' Memorial in Sunset Beach Town Park.

Having completed construction of the Memorial, the CHAV will engage in activities dedicated to helping and/or recognizing veterans and/or first responders under the Veterans Assistance Program (VAP). The Committee shall engage in partnerships with already established organizations in our area that support veterans and/or first responders.

The Committee will not engage, otherwise than as an insubstantial part of our Committee activities, in activities that in themselves are not in furtherance of our exempt educational and charitable purposes.

ARTICLE II

OFFICES

The registered office of the association in the State of North Carolina shall be located in Brunswick County, North Carolina.

ARTICLE III

BOARD OF DIRECTORS

Section 1. General Powers

The affairs of the association shall be managed by its Board of Directors.

Section 2. Term of Office

The officers of the corporation shall automatically become Directors of the corporation upon their election and the remaining seats on the Board of Directors shall be elected or appointed as needed.

Section 3. Number, Tenure and Qualifications

The total number of Directors shall be not less than three (3) or more than nine (9). Each Director shall hold office indefinitely unless removed due to reasonable cause. No family member shall be entitled to have more than one person in its family serving on the Board of Directors at the same time.

Section 4. Meetings

Meetings of the Board of Directors may be called by or at the request of the chairperson or a majority of the Directors. The person or persons authorized to call special meetings of the Board may fix any location in Brunswick County, North Carolina.

Section 5. Notice

Notice of any meeting of the Board of Directors shall be given at least three (3) days prior by email. The printing of an agenda shall not be required.

Section 6. Quorum

A majority of the number of members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 7. 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 8. Removal

A Director may be removed from office by vote of a majority of the Board of Directors if it is determined by the Board that such Director has been absent from two (2) or more Board of Directors meetings within a 12-month period and such absences have not been excused by the then current chairperson of the association. Any vacancy occurring on the Board of Directors between annual meetings of the members shall be filled by the Board of Directors.

Section 9. Compensation

Directors shall not receive any compensation for their services as Directors; but nothing herein contained shall be construed to preclude any Director from serving the association in any other capacity and receiving just compensation therefore.

Section 10. Release and Indemnification

No Director shall be held personally liable for monetary damages arising out of an action by the association or in the right of the association or otherwise for breach of any duty as a Director to the full extent permitted by law. The association shall indemnify and hold harmless all Directors from any loss, liability, cost or expense, including reasonable attorney's fees, arising or resulting from any action brought against them which is in any way related to their capacity as Directors of the association.

ARTICLE IV

OFFICERS

Section 1. Officers

The officers of the association shall be a chairperson; one or more vice chairpersons (the number thereof to be determined by the Board of Directors), a secretary, a treasurer, and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed from time to time by the Board of Directors. Any two or more offices may be held by the same person, except the offices of chairperson and secretary.

Section 2. Term of Office

The officers of the association shall be appointed annually by the Board of Directors at the regular annual meeting in January. If the appointment of officers shall not be held at such meeting, such election shall be held as soon thereafter as practicable. New offices may be created and filled at any meeting by the Board of Directors. Each officer shall

hold office until a successor shall have been duly appointed. The appointment of officers shall be recorded in the meeting minutes.

Section 3. Vacancies

A vacancy in any office because of death, resignation, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 4. Chairperson

The chairperson shall be the principal executive officer of the association and shall in general supervise and control all of the business and affairs of the association. The chairperson shall preside at all meetings of the Board of Directors. The chairperson may sign, with the secretary or any other officer of the association authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the association; and, in general, the chairperson shall perform all duties incident to the office of the chairperson and such other duties as may be prescribed by the Board of Directors from time to time.

Section 5. Vice Chairperson

In the absence of the chairperson or in the event of his/her inability or refusal to act, the vice chairperson (or in the event there be more than one vice chairperson, the vice chairpersons in order of their election) shall perform the duties of the chairperson, and when so acting, shall have all the powers of and be subject to all the restrictions upon the chairperson. Any vice chairperson shall perform such other duties as from time to time may be assigned by the chairperson or by the Board of Directors.

Section 6. Treasurer

If required by the Board of Directors, the treasurer shall give a bond for the faithful discharge of duties in such sum and with such surety or sureties as the Board of Directors shall determine. The treasurer shall have charge and custody of and be responsible for all funds and securities of the association; receive and give receipts for moneys due and payable to the association in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VI of these Bylaws; and in general, perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned by the chairperson or by the Board of Directors.

Section 7. Secretary

The secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly

given in accordance with the provisions of these Bylaws or as required by law; keep records of the corporation as required by law; keep a register of the post office address of each member which shall be furnished to the secretary by such member; and, in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to the secretary by the chairperson or by the Board of Directors. In addition to the book, minutes and key documents are to be kept online on a password protected page of the CHAV website accessible to Committee members.

Section 8. Assistant Treasurers and Assistant Secretaries

If required by the Board of Directors, the assistant treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The assistant treasurers and assistant secretaries, in general, shall perform such duties as shall be assigned to them by the treasurer or secretary or by the chairperson or the Board of Directors.

ARTICLE V

COMMITTEES

Section 1. Committees of Directors

The Board of Directors may designate one or more committees as needed, with authorities as assigned by the Board of Directors. Each committee shall consist of one or more directors and, to the extent provided by the Board of Directors and not prohibited by law, shall have and exercise the authority of the Board of Directors in the management of the association. The designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed by law.

Section 2. Term of Office

Each member of a committee shall continue as such until the next annual meeting of the Directors of the corporation and until a successor is appointed, unless the committee shall sooner be terminated, or unless such member be removed from such committee by the Board of Directors or unless such member shall cease to qualify as a member thereof.

Section 3. Chairman

One member of each committee shall be appointed chairperson by the Board of Directors. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 4. Quorum

Unless otherwise provided by the Board of Directors, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 5. Rules

Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE VI

CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1. Contracts

The Board of Directors may authorize any officer or officers, agent or agents of the association, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the association, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc.

All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the association, shall be signed by such officer or officers, agent or agents of the association and in such manner as shall be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the chairperson or a vice chairperson of the association. All funds of the corporation shall be deposited to the credit of the association in such banks, trust companies, or other depositories as the Board of Directors may select. The signatures of two officers are required on checks.

Section 3. Gifts

The Board of Directors may accept on behalf of the association any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the association.

ARTICLE VII

BOOKS AND RECORDS

The association shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, Board of Directors, and committees

having any of the authority of the Board of Directors, and shall keep at the principal office a record setting forth the names and addresses of the members entitled to vote. All books and records of the association may be subject to inspection by the public as required by law.

ARTICLE VIII

CALENDAR YEAR

The calendar year of the association shall begin on the first day of January and end on the last day of December in each year.

ARTICLE IX

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the North Carolina Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of the association, a waiver thereof in writing signed by the person or persons entitled to such notice shall be equivalent to the giving of such notice.

ARTICLE X

AMENDMENT TO BYLAWS

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by 75% of the members present at any members' meeting at which a quorum is present.

ARTICLE XI

DISSOLUTION CLAUSE

Upon the dissolution of this corporation, assets shall be distributed for one or more exempt purposes with the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.