

Brunswick Senior Resources, Inc.

BYLAWS

September 21, 2012

ARTICLE I

NAME, MISSION

Section 1.01. Name. The name of the corporation is to be Brunswick Senior Resources, Inc., hereafter referred to in these Bylaws as BSRI.

ARTICLE II

LOCATION OF OFFICE

Section 2.01. Location. The registered office of the Corporation is required by law to be maintained in the State of North Carolina and shall be located in Brunswick County.

ARTICLE III

PURPOSE

Section 3.01. Limitation of Purpose. As set forth in the Articles of Incorporation, BSRI has been formed for charitable and educational purposes only and has not been formed for pecuniary profit or financial gain, and therefore, no part of the assets, income or profit of BSRI shall inure to or be distributed to the benefit of any donor, Director, officer, employee or private individual, except for reasonable compensation for services rendered and except for reasonable expenses actually incurred on behalf of BSRI. No substantial part of the activities of BSRI shall consist of carrying on propaganda or otherwise attempting to influence legislation, except when participating in allowable legislative activities promoting and advocating improved or additional services for older adults. It shall not, however, participate, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any provisions of these Articles, BSRI shall not engage in any activities that are prohibited:

1. By a corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended or
2. By a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code, as amended.

Section 3.02. General Purposes. BSRI shall serve as an advocate for the interests of all older adults in Brunswick County, North Carolina. It will serve to create community awareness of existing and potential needs and problems of older adults in preserving their independence and provide information on resources available to them.

BSRI shall operate programs and provide services aimed at assisting older adults living in Brunswick County in developing social and intellectual growth, physical well-being, thereby facilitating independent living. BSRI shall also promote and initiate the development and implementation of new programs and opportunities for the benefit of older adults in Brunswick County.

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ARTICLE IV

MEMBERS

Section 4.01. Members. Members of the Board of Directors are the only members of BSRI.

ARTICLE V

AUTHORITY AND DUTIES OF DIRECTORS

Section 5.01. Authority of Directors. The Board of Directors is the policy-making body and may exercise all the powers and authority granted to BSRI by law.

Section 5.02. Number, Selection, and Tenure. The maximum number of Directors will not exceed fifteen (15), which includes all Ex-Officio Directors who remain on the Board as voting members. Each Commissioner shall appoint one Director to represent his or her District (5 appointees total). The BOD may recommend candidates to the Commissioners for their appointments. Five Directors shall be elected by the BOD with the goal of ensuring geographical representation. Five Directors shall be elected by the BOD based on knowledge and expertise needed by the Board.

BSRI adheres to the current Brunswick County Code of Conduct; Standards of Conduct(e), . approved December 6, 2010, wherein it is stated that no Commissioner or Brunswick County employee is permitted to serve as a Director of not-for-profit entities, such as Brunswick Senior Resources Incorporated, which receive funding from Brunswick County.

Appointed Director's terms shall be annual as defined in Section 7.12, with renewal or replacement requests being sent to the appointing Commissioner. Elected Directors shall be elected by a majority vote to an initial one (1) year term on the Board and are then eligible for reelection to serve subsequent two (2) year terms of service. After 5 years of service, a member's term may be extended for subsequent 2 year terms with a 2/3 majority vote. Every effort will be made to stagger one and two year terms of service. Vacancies existing by reason of resignation, death, incapacity or removal before the expiration of his/her term shall be filled by a majority vote of the remaining directors. In the event of a tie vote, the Chair shall choose the succeeding Director. A Director elected to fill a vacancy shall be elected for the unexpired term of that Director's predecessor and will be available for reelection to subsequent full terms of service.

Section 5.03. Chair, Vice Chair, Treasurer, Assistant Treasurer, Secretary and Recording Secretary. The Board of Directors shall elect from its membership an elected Director to serve as Chair of the Board who will preside at all meetings of the Board and perform such other duties

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as determined from time to time by the Board of Directors or such other duties set forth herein. The Board shall also elect from its membership a Director to serve as Vice Chair, Treasurer and Assistant Treasurer, and Secretary. The Board of Directors shall appoint a Recording Secretary from paid staff. (See Article VII for additional provisions with respect to the Chair and Vice-Chair.)

Section 5.04. Regular Meetings. The Board of Directors shall hold at least four (4) regular meetings per calendar year. Meeting dates, times, and location shall be determined by the Board of Directors.

Section 5.05. Special Meetings. The Chairman may call special and emergency meetings as deemed necessary. Five (5) Directors may also request a special meeting be called.

Section 5.06. Notice of Regular and Special Meetings: Notice of Regular Meetings: The Recording Secretary shall cause to be mailed, emailed or otherwise notify Directors of each meeting at least five days prior to the time of the meeting. The notice shall state the date, time, place and agenda for such meeting and include a copy of the minutes from the previous meeting. Notice of Special Meetings: May be electronically mailed, mailed, telephoned, or faxed to each member of the Board not less than forty-eight (48) hours before such a meeting. Attendance at any meeting shall constitute waiver of notice of such meeting, except where a Director attends for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called. At such special meeting, no business shall be considered other than as designated in the call, but if all directors are present at a special meeting, any and all business may be transacted at such special meeting.

Section 5.07. Notice of Emergency Meetings. In the event of unexpected circumstances that require immediate consideration by the Board, the Chairman and any two (2) directors may call an emergency meeting of the Board for the purpose of transacting business in connection with the emergency. Only business connected with the emergency may be considered at such emergency meeting.

Section 5.08. Quorum. A quorum at all regular and special meetings shall consist of a majority of the Board membership. Attendance can include participation by conference call. All decisions will be by majority vote of those present at a meeting at which a quorum is present. Whenever less than a quorum is present at the time and place appointed for any meeting of the Board, a majority of those present may adjourn the meeting from time to time until a quorum shall be present.

Section 5.09. Action Without a Meeting. Any action permitted to be taken at a meeting of the Board of Directors (including amendment of these Bylaws) or of any committee may be taken without a meeting if all the members of the Board or committee consent in writing to taking the

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action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board or of the committee as the case may be. However, written documentation supporting the action and recording the vote of the Board must be maintained in the minutes of BSRI. Similarly, the Board may also conduct called meetings in emergency situations by telephone conference calls as long as verifiable attempts are made to contact all elected members and actions taken during the telephone meeting are reported by the Chair in writing to the board at its subsequent regular meeting.

Section 5.10. Absences. A Director shall be allowed a maximum of two (2) unexcused absences from scheduled Board meetings per calendar year.

Section 5.11. Removal. When a Director shall fail to appear at two (2) meetings of the Board of Directors within a one (1) year period, due to unexcused absence, that Director's membership on the Board of Directors shall automatically terminate, and they shall be notified by the Secretary in writing, provided, however, that such Director may, upon written request therefore, be allowed to appear at the next regular meeting of the Board to request reinstatement, and the Board may, at its discretion and for good cause, reinstate the person as a Director.

A Director may also be removed for cause by an affirmative vote of two-thirds of the Directors.

A Director may be removed for reasons of incapacity by an affirmative vote of two-thirds of the Directors. An individual shall be deemed "incapacitated" or "not competent" under any one or more of the following circumstances: (i) during any period that then individual is legally incompetent as determined by a court of competent jurisdiction; or (ii) during any period beginning when two physicians licensed to practice medicine certify in writing that, in their opinion, the individual, as a result of illness, age or other cause, no longer has the capacity to act prudently or effectively in financial affairs and continuing until two such physicians (whether or not those making the initial determination) certify in writing that, in their opinion, the individual's capacity is restored.

Section 5.12. Resignation. A Director may resign by written notice to the Chairperson of the Corporation. The resignation shall take effect immediately.

Section 5.13. Reimbursement. Directors shall serve without compensation with the exception that expenses incurred in the furtherance of BSRI's business are allowable to be reimbursed with documentation and approval by the Board of Directors.

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Article VI

COMMITTEES OF THE BOARD

Section 6.01. Committees. The Board of Directors may, by resolution adopted by a majority of the Directors in office, establish standing and ad-hoc committees of the Board, as necessary, composed of at least four (4) persons. Standing Committees include: Bylaws / Legal Affairs Committee, Finance and Audit Committee, Nominations Committee and Strategic Planning Committee. Ad-hoc Committees include Home Care and Community Block Grant Committee and Senior Center Advisory Boards. Except for an Executive Committee, all other committees may include non-board members. The Board shall make provisions for appointment of committees; establish procedures to govern their activities, and delegate thereto authority as may be necessary or desirable for the efficient management of the property, affairs, business, and activities of BSRI.

Section 6.02. Executive Committee. The Executive Committee shall consist of the Chair, Vice Chair, Treasurer, Assistant Treasurer, Secretary, and up to two (2) former Chairs willing to serve. When deemed appropriate, the Recording Secretary may be included in the Executive Committee meetings. The Executive Committee shall have and may exercise all of the authority of the Board in the management of BSRI between meetings, and shall report all actions taken in its behalf to the Board at each board meeting. The Executive Committee shall have responsibility for overseeing personnel matters, Bylaws, and Board policy. Notwithstanding the foregoing, the Executive Committee, without Board authority specifically given by resolution, shall have no power: (1) to amend or repeal these Bylaws; (2) to appoint or remove a Director; or (3) to remove or replace BSRI's Executive Director.

Section 6.03. Nominating Committee. There shall be a Nominating Committee, composed of the Chair and at least two (2) other members of the Board of Directors. The committee's responsibility shall be to recommend individuals for membership on the Board of Directors and to propose a slate of officers to lead the Board. Each member of the committee shall have one (1) vote and decisions shall be made by majority vote.

ARTICLE VII

AUTHORITY AND DUTIES OF OFFICERS AND STAFF

Section 7.01. Officers. The officers of the Corporation shall be a Chair, Vice-Chair, Treasurer, Assistant Treasurer, and Secretary and such other officers as the Board of Directors may designate.

Section 7.02. Appointment of Officers, Terms of Office. The officers of BSRI shall be elected by the Board of Directors at a meeting of the board in May of each year, or, in the case of vacancies, as soon thereafter as convenient. New offices may be created and

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filled at any meeting of the Board of Directors. Terms of office for Officers may be established by the Board of Directors (usually annually), but shall not exceed three (3) years. Officers shall hold office until a successor is duly elected and qualified. Officers shall be eligible for reappointment.

Section 7.03. Resignation. Resignations of officers are effective upon receipt by either the Executive Director or the Secretary of the Board of written notification.

Section 7.04. Removal. An officer may be removed by the Board of Directors in accordance with Section 5.10 herein.

Section 7.05. Chair. The Chair shall be an elected Director of BSRI and shall preside at all meetings of the Board of Directors. He/she shall perform all duties attendant to that office, subject, however, to the control of the Board of Directors, and shall perform such other duties as on occasion shall be assigned by the Board of Directors. The Executive Director shall collaborate more extensively with the Chair in operating BSRI than with other members of the Board. Former Chairs in good standing, who wish to continue to serve, may retain Director status without the process of re-election or limit on duration of tenure. Up to two (2) former Chairs willing to serve may continue to serve as members of Executive Committee. Former Chairs enjoy all powers of elected Directors.

Section 7.06. Vice-Chair. The Vice-Chair shall be an elected Director of BSRI and shall preside at meetings of the Board of Directors in the absence of, or at the request of the Chair. The Vice-Chair shall perform other duties as requested and assigned by the Chair, subject to the control of the Board of Directors. The Vice Chair follows the Chair in the line of succession except in special cases.

Section 7.07. Treasurer. The Treasurer shall be an elected Director of BSRI and shall report to the Board of Directors at least quarterly on the status of BSRI's finances. The Treasurer shall work closely with any paid executive staff of BSRI to ascertain that appropriate procedures are being followed in its financial affairs. She/he shall perform such other duties as occasionally may be assigned by the Board of Directors. The Treasurer is also Chair of the Finance and Audit Committee, a standing Committee of the Board of Directors charged with the responsibility of approving the annual budget and preparing it for presentation to the Board, and reporting to the Board problems or trends that may lead to potential problems. The Committee is also responsible for interpreting the audit for the Board along with the auditor. In addition to convening this committee quarterly to review BSRI's finances, the Treasurer will also convene another meeting so this Committee or full Board of Directors may review and approve BSRI's IRS 990 tax return and BSRI's annual audited financial statements prior to their being submitted. An annual audit shall be performed and completed by the third (3rd) month following the end of the fiscal year.

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Section 7.08. Secretary/Assistant Treasurer. The Secretary/Assistant Treasurer responsibilities include reviewing, approving and overseeing the BOD minutes and archiving of such records in official books established to reserve permanent records of the Board's actions and assisting the Treasurer as necessary. This position can be split into Secretary and Assistant Treasurer as the BOD so chooses.

Section 7.09. Paid Staff. The Board of Directors shall employ an Executive Director who shall be responsible for all day-to-day operations of BSRI and who shall regularly report to the Board on such operations. She/he shall be an ex officio non-voting member of the Board and its established committees. She/he shall engage, dismiss, deploy, and supervise all other paid staff within the constraints of the annual budget that shall be adopted by the Board of Directors and according to personnel policies, or written exceptions thereto that have been approved by the Board of Directors. The Recording Secretary shall be selected from paid staff as recommended by the Executive Director with the Chairman's approval. The Recording Secretary provides notice of and attends meetings of the Board of Directors and its committees as needed. The Recording Secretary assists the Secretary as necessary with BOD minutes and archiving of such records.

Section 7.10. Definitions of Categories of Director and Liaison Membership.

Appointed Directors: These Directors are appointed by a County Commissioner as his or her appointee to serve for a one year term which is renewable annually. When an Appointed Director is unable to continue to meet participation or other minimal requirements, BSRI may identify and screen suitable candidates and present these individuals to the appointing Commissioner for their consideration for appointment. Commissioners may select a candidate not recommended by BSRI if they wish.

Elected Directors: These Directors are recruited and screened for suitability by BSRI's Executive or Nominating Committee and recommended to the full Board of Directors to serve as an Elected Director for an initial one year term.

Ex-Official Directors: These Directors are stakeholders holding a position or membership due to their office, and not by election or appointment. A chairperson, for example, can be an ex-officio member of all board appointed committees. Such positions and their attached voting and other privileges are detailed in the Bylaws of the organization.

Liaisons: Liaisons are similar to Ex Official Directors. Liaisons may not vote and are not counted as part of the 15 maximum Directors on BSRI's Board of Directors. Liaisons may serve and vote as part of committees or sub-committees of the Board, but not as members of the Board of Directors itself. Liaisons are not counted as part of the 15 maximum Directors on BSRI's Board of directors.

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ARTICLE VIII

INDEMNIFICATION

Section 8.01. Indemnification Every member of the Board of Directors, officer or employee of BSRI shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer, or employee in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, officer, or employee of the corporation, or any settlement thereof; unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such a member of the Board, officer or employee is entitled. BSRI shall have the power to purchase and maintain insurance on behalf of any person who is an official of BSRI against any liability asserted against such official arising out of her/his status as an official.

ARTICLE IX

ADVISORY BOARDS AND COMMITTEES

Section 9.01. Establishment. The Board of Directors may establish one or more Advisory Boards or Committees in addition to Board based Committees as described in Article VI of these Bylaws.

Section 9.02. Size, Duration, and Responsibilities. The size, duration, and responsibilities of such advisory boards and committees shall be established by a majority vote of the Board of Directors.

ARTICLE X

FINANCIAL ADMINISTRATION

Section 10.01. Fiscal Year. The fiscal year of BSRI shall be July 1 — June 30 but may be changed by resolution of the Board of Directors. Upon completion of the fiscal year the "books" of BSRI will be subject to independent auditor review and opinion.

Section 10.02. Funds The Board of Directors may establish funds, as in their discretion they shall consider desirable to further the purposes of BSRI. The Board of Directors shall adopt such rules and policies governing the establishment and maintenance of such funds as it may determine, subject to the provisions of the Articles of Incorporation and these Bylaws.

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Section 10.03. Budgets. Sole responsibility for determining, adopting, and amending BSRI's annual budget rests with the Board of Directors. The Executive Director shall be responsible for developing and proposing the budget for board consideration.

Section 10.04. Contracts. The Board may authorize any officer, or officers, agent or agents, to enter into any contract or execute and deliver any instrument on its behalf and such authority may be general or confined to specific instances.

Section 10.05. Loans. No loan to or from BSRI shall be contracted on its behalf and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority shall be general or confined to specific instances.

Section 10.06. Checks, Drafts, Etc. All checks, orders for the payment of money, bills, obligations, bills of exchange, and insurance certificates in the name of the Corporation shall be signed or endorsed by such officer or officers or agent or agents of BSRI and in such manner as shall from time to time be determined by resolution of the Board of Directors or of any committee to which such authority has been delegated by the Board. Checks written for values exceeding \$1,000 must have two signatures.

Section 10.07. Deposits and Accounts. All funds of BSRI, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Board of Directors or any committee to which such authority has been delegated by the Board may select, or as may be selected by the Executive Director or by any other officer or officers or agent or agents of BSRI, to whom such power may from time to time be delegated by the Board. For the purpose of deposit and disbursement from accounts of BSRI, checks, drafts, and other orders may be endorsed, assigned, and delivered on behalf of BSRI by the Executive Director.

Section 10.08. Investments. The funds of BSRI shall be retained in whole or in part in cash or be invested and reinvested on occasion in such property, real, personal, or otherwise, or stock, bonds, or other securities, as the Board of Directors in its sole discretion may deem desirable, without regard to the limitations, if any, now imposed or which may hereafter be imposed by law regarding such investments, and which are permitted to organizations exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XI

General Provisions

Section 11.01. Minutes Correct and complete books of account of the activities and transactions of BSRI shall be kept at its office. These shall include a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Board

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of Directors. Minutes of meetings become official upon adoption by the Board and certification by signature of the Secretary.

Section 11.02. Seal The corporate seal of BSRI shall consist of two (2) concentric circles between which is the name of Brunswick Senior Resources, Incorporated and in the center of which is inscribed SEAL: and such seal, as impresses on the margin hereof, is adopted as the corporate seal of BSRI.

Section 11.03. Inconsistencies In case any provision of these Bylaws shall be inconsistent with BSRI's Articles of Incorporation, the Articles of Incorporation shall govern.

Section 11.04. Waiver of Notice. Whenever any notice is required to be given to any Director under the provisions of North Carolina Nonprofit Corporation Act or under the provisions of the charter or Bylaws of this Corporation, a waiver thereof in writing shall be equivalent to the giving of such notice.

Article XII

Conflict of Interest

Section 12.01. Conflict of Interest. If a Director, Officer, employee or committee member has an interest, directly or indirectly, financially or otherwise, in a contract, transaction, arrangement or other matter presented to the Board of Directors or Board Committee for discussion, authorization, approval or ratification, such interest shall be promptly disclosed by such person before the vote, and she/he shall abstain from voting and discussing any motion or resolution of the Board of Directors or committee relating thereto.

Article XIII

Amendment of Bylaws

Section 13.01. Amendments. These Bylaws may be amended by a majority vote of the Board of Directors provided prior notice is given of the proposed amendment in the notice of the meeting at which such action is taken, or provided all members of the Board waive such notice, or by unanimous consent in writing without a meeting.

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~~~~~**Article XIV**  
**Dissolution and Asset Distribution**

**Section 14.01. Dissolution and Asset Distribution.** Upon dissolution, the Chairman will notify the community, all contract providers, and all relevant state and local agencies by certified letter and phone call. BSRI will cease all activities in relation to the Corporation and will address financial obligations and risk by creating a payment plan to eliminate debt. None of the assets shall be disposed of or diverted to any other purpose and shall in no manner be disposed of in such manner as to accrue to the benefit of any Director. BSRI shall only dispose of the assets of the Corporation exclusively for the purposes of the Corporation and in such manner as the Board of Directors shall determine, and any such assets not so disposed of shall be contributed and given to a qualified 501(c)(3) entity, for use in furthering the economic well-being of the public.

The foregoing are duly adopted Bylaws of BSRI as approved and adopted by a majority vote and unanimous consent at a meeting duly called and with sufficient notice on September 21, 2012.

BY: \_\_\_\_\_  
John Ingraham, Chair

Date: \_\_\_\_\_

BY: \_\_\_\_\_  
Joyce Lowrimore, Secretary

Date: \_\_\_\_\_