

BYLAWS
OF
Everyone Can Help Out, Inc.

ARTICLE I

NAME AND PURPOSE

Section 1. Name. The name of the corporation shall be Everyone Can Help Out, Inc., hereinafter called the “Corporation.”

Section 2. Purpose. The Corporation builds a better community by providing opportunities to foster enriching, trusting, and long-lasting relationships among diverse people. The purpose of the Corporation is to support relationship-building initiatives. The Corporation, which is organized under the Non-Profit Corporation Act of North Carolina, shall operate exclusively for charitable and educational purposes and in a manner consistent with Chapter 55A of the General Statutes of North Carolina and Section 501(c)(3) or successor provisions of the Internal Revenue Code.

ARTICLE II

OFFICES

Section 1.
Principal Office. The principal office of the corporation shall be located in the State of North Carolina or any other location designated by the Board of Directors.

Section 2.
Registered Office. The registered office of the corporation required by law to be maintained in the State of North Carolina may be, but need not be, identical with the principal office.

Section 3.
Other Offices. The corporation may have offices at such other places, either within or without the State of North Carolina, as the Board of Directors may designate or as the affairs of the corporation may require from time to time.

ARTICLE III
ANNUAL MEETING

Section 1.

Annual Meeting. The annual meeting shall be held at a time and place to be determined by the Board of Directors.

Section 2.

Special Meetings. Special meetings of Everyone Can Help Out may be called by the Chair of the Board or by one-third of the members of the Board of Directors.

Section 3.

Notice for meetings of Everyone Can Help Out. Written notice stating the place, date, and hour of the Annual Meeting and any special meetings shall be mailed to the address of record for each member entitled to vote at the meeting not less than two weeks nor more than 90 days before the date of the meeting, by or at the direction of the Secretary. Nothing in this section shall preclude the right to waive notice under N.C.G.S. § 55A-7-06.

ARTICLE IV
BOARD OF DIRECTORS

Section 1.

General Powers. The business and affairs of the corporation shall be managed by its Board of Directors.

Section 2.

Number, Terms, and Qualifications. The number of directors constituting the Board of Directors shall be at least 7 (seven) and not more than 15 (fifteen) as may be fixed or changed from time to time, within the minimum and maximum, by the Board of Directors. Each director shall be elected for a two-year term and until his successor is elected and qualifies. Terms begin on January 1st and end on December 31st unless a Director is elected to fill a vacancy or unexpired term, in which case the term begins the first day of the month that the Director assumes the role. The Board of Directors shall have staggered terms. Each director shall be eligible to serve on the Board of Directors for two full consecutive two-year terms. Thereafter such director cannot serve for at least one year before being eligible for election to the Board of Directors of the corporation. Any person who is elected to replace a director whose term has expired shall be elected to serve a two-year term. Any person elected to replace a director prior to the expiration of his term shall serve for the remainder of such director's unexpired term and also shall be eligible to serve two additional consecutive two-year terms.

Section 3.

Election of Directors. The board shall vote on the full board slate annually at a meeting in which a quorum is present. The Winston Salem Foundation shall also have a designated seat on the Board of Directors. Board makeup and the recommendation process will follow guidelines set by the Board Development Committee.

Section 4.

Removal. Any director may be removed at any time with or without cause by the vote of a majority of the directors present at a meeting at which a quorum is present. Without limiting the generality of the forgoing, any director who fails to attend at least fifty percent (50%) of the meetings of the Board of Directors in any fiscal year shall be removed unless a majority of the directors present at a meeting at which a quorum is present shall vote to permit such director to complete the unexpired portion of his term as director.

Section 5.

Vacancies. Any vacancy occurring among the at-large directors or officers may be filled at any regular or special meeting by the affirmative vote of a majority of the remaining directors even though less than a quorum or by the sole remaining director. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 6.

Compensation. Directors shall not be compensated for their services as such but may be reimbursed for any or all expenses incurred in attending regular and special meetings of the Board.

ARTICLE V

MEETINGS OF DIRECTORS

Section 1.

Regular Meetings. A regular meeting of the Board of Directors shall be held annually at the principal office of the corporation or at such other place as the Board may designate. In addition, the Board of Directors may provide, by resolution, the time and place, either within or without the State of North Carolina, for the holding of additional regular meetings. Regular meetings of the Board of Directors shall be open to the public, but also subject to whatever policies and procedures are established by the Board of Directors.

Section 2.

Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairman or any two directors. Such a meeting may be held either within or without the State of North Carolina, as fixed by the person or persons calling the meeting.

Section 3.

Notice of Meetings. Regular meetings of the Board of Directors may be held without notice. The person or persons calling a special meeting of the Board of Directors shall, at least ten days prior to the meeting, give written notice thereof delivered personally or sent by mail, facsimile transmission or electronic mail to each director at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed with postage thereon prepaid. If sent by facsimile transmission or electronic mail, such notice shall be deemed delivered when confirmation of delivery to the designated number or mailbox is received. Such notice need not specify the purpose for which the meeting is called.

Section 4.

Waiver of Notice. Any director may waive notice of any meeting. The attendance by a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 5.

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

Section 6.

Manner of Acting. Except as otherwise provided in these bylaws, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 7.

Presumption of Assent. A director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his contrary vote is recorded or his dissent is otherwise entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 8.

Informal Action by Directors. Action taken by the directors without a meeting is nevertheless Board action if written consent to the action in question is approved by two-thirds of the directors, such approval may be evidenced by signature or electronic indicia of assent, and filed with the minutes of the proceedings of the Board, whether done before or after the action so taken.

Section 9.

Minutes. Minutes of all Board meetings shall be recorded and shall be approved by the Board at the next Board meeting. All minutes of Board meetings shall be kept in permanent record by the Corporation and shall be open for inspection by a Director of the Corporation. Minutes of all Board meetings also shall be mailed (via United States mail or electronically) to all Directors of the Corporation.

Section 10.

Committees of the Board. The Board of Directors may create committees, which may exercise such powers as are conferred or authorized by the resolutions creating them. Standing committees should consist of: Executive Committee, Board Development Committee, Personnel Committee, and Finance Committee. The Chair of the Board shall appoint the Chairpersons of all committees of the Board. Executive Committee shall consist of the Chair of the Board, the Vice Chair, the Secretary, and the Treasurer, and shall have all the powers and authority of the Board of Directors in the interval between meetings of the Board, subject to the direction and control of

the Board of Directors. The Board Development Committee shall consist of the Immediate Past Chair, up to three additional members of the board, and up to three members of the community not to constitute a majority of the committee. The Finance Committee shall consist of the Treasurer, an outside expert, and up to two additional members of the board. The designation of any committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility or liability imposed upon it or him by law. A majority of any such committee, if the committee is composed of more than two members, may determine its action and fix the time and place of its meetings, unless the Board of Directors shall provide otherwise.

Section 11. Advisory Board. The Board of Directors, by resolution adopted by a majority of the directors present at a meeting at which a quorum is present, may designate persons to serve as members of an Advisory Board. Such Advisory Board shall provide counsel to the Board of Directors and shall have no authority to manage the affairs of the corporation.

ARTICLE VI

OFFICERS

Section 1.
Officers of the Corporation. The officers of the corporation shall consist of the Chairman of the Board, the Vice Chairman of the Board, a Secretary, and a Treasurer.

Section 2.
Election and Term. The officers of the corporation shall be elected annually by the Board of Directors and each officer shall hold office for one year or until his successor shall have been elected and qualified. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section 3.
Compensation of Officers. The compensation of all officers of the corporation, if any, shall be fixed by the Board of Directors and no officer shall serve the corporation in any other capacity and receive compensation therefore unless such additional compensation shall be authorized by the Board of Directors.

Section 4.
Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by a majority vote of the Board whenever in its judgment the best interests of the corporation will be served thereby; provided that such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 5.
Executive Director. The Executive Director shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. S/he shall sign, with the Secretary or any other proper officer of the corporation thereunto 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 to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general s/he shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors from time to time. The Executive Director shall not be a voting member of the board.

Section 6.

Chairman of the Board. There may be a Chairman of the Board of Directors elected by the directors from their number at any meeting of the Board. A director shall serve at least one year on the Board of Directors prior to assuming the office of Chairman. The Chairman shall be eligible to serve as Chairman for two consecutive one-year terms. The Chairman shall preside at all meetings of the Board of Directors. The Chairman shall also serve for one year as immediate past chair and during that year serve as a member of the board development committee. In the event that a chair is in the last year of their board term, their term on the board will be extended by one year in order to serve as immediate past chair. The Chairman of the Board shall preside at all meetings of the Board of Directors. The Chairman shall have such other powers and duties as may be designated from time to time by the Board of Directors.

Section 7.

Vice Chairman of the Board. There may be a Vice Chairman of the Board of Directors elected by the directors from their number at any meeting of the Board. The Vice Chairman shall serve for a one-year term. Each director shall be eligible to serve as the Vice Chairman for two consecutive one-year terms. In the absence of the Chairman or in the event of his death, inability or refusal to act, the Vice Chairman, unless otherwise determined by the Board of Directors, shall perform the duties of the Chairman, and when so acting shall have all the powers of and be subject to all the restrictions upon the Chairman, The Vice Chairman shall perform such other duties as from time to time may be assigned to him by the Chairman or by the Board of Directors.

Section 8.

Secretary. The Secretary shall (a) keep the minutes of the meetings of the Board of Directors and of all committees 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 or as required by law, (c) be custodian of the corporate records and of the seal of the corporation, if any, and see that the seal of the corporation is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized; and (d) in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the Chairman or by the Board of Directors.

Section 9.

Treasurer. The Treasurer shall (a) have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such depositories as shall be selected in accordance with financial policies; and (b) in general, perform all of the duties incident to the office of treasurer and such other duties as

from time to time may be assigned to him by the Chairman or by the Board of Directors, or by these bylaws.

Section 10.

Other Officers. The duties and terms of office of any other officer or assistant officer appointed pursuant to Section 2 of this Article shall be specified by the Board of Directors and or by the Chairman of the Board.

ARTICLE VII

CONTRACTS, LOANS, CHECKS, DEPOSITS AND GIFTS

Section 1.

Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2.

Loans. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3.

Checks and Drafts. All checks, drafts or other orders for the payment of money, issued in the name of the corporation, shall be signed by such officer or officers, agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such resolution, such instruments shall be signed by the Treasurer and countersigned by the Chairman, the President or Vice President of the corporation. Reference financial policies of the corporation.

Section 4.

Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such depositories as the Board of Directors may select.

Section 5.

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

ARTICLE VIII

GENERAL PROVISIONS

Section 1.

Seal. The corporate seal of the corporation, if any, shall consist of two concentric circles between which is the name of the corporation and in the center of which is inscribed SEAL; and such seal, is hereby adopted as the corporate seal of the corporation.

Section 2.

Indemnification. Any person who at any time serves or has served as a director, officer, employee or agent of the corporation, or in such capacity at the request of the corporation for any other corporation, partnership, joint venture, trust or other enterprise, shall have a right to be indemnified by the corporation to the fullest extent permitted by law against (a) reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative, and whether or not brought by or on behalf of the corporation, seeking to hold him liable by reason of the fact that he is or was acting in such capacity, and (b) reasonable payments made by him in satisfaction of any judgment, money decree, fine, penalty or settlement for which he may have become liable in any such action, suit or proceeding.

The Board of Directors of the corporation shall take all such action as may be necessary and appropriate to authorize the corporation to pay the indemnification required by this bylaw, 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.

Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the corporation as authorized in this bylaw.

Any person who at any time after the adoption of this bylaw serves or has served in any of the aforesaid capacities for or on behalf of the corporation shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provision of this bylaw.

In addition to the foregoing, the Board of Directors shall have the right and power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability.

Section 3.

Fiscal Year. The fiscal year of the corporation shall be the calendar year.

Section 4.

Amendments. Except as otherwise provided herein, these bylaws or the corporation's articles of incorporation may be amended or repealed and new bylaws (or amended articles of incorporation) may be adopted by the affirmative vote of two-thirds of the directors then holding office provided that at least ten days' written notice is given of intention to alter, amend, repeal or adopt new bylaws (or articles of incorporation). Members of the Network shall also be

notified in writing of any proposals to alter, amend, repeal or adopt new bylaws or articles of incorporation. Such notice shall be given at least ten days prior to the Board of Directors meeting at which such proposals are to be considered.

Section 5.

Books and Record. The corporation shall keep correct and complete books and records and shall also keep minutes of the proceedings of the Board of Directors and committees having any of the authority of the Board of Directors. The books, records and papers of the corporation shall at all times, during reasonable business hours, be subject to inspection by any director. The articles of incorporation and the bylaws of the Corporation shall be available for inspection by any director at the principal office of the corporation.

Section 6.

Activities of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other 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 the corresponding provision of any future United States Internal Revenue Law) or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law).

Section 7.

Construction of Terms. Where appropriate, any word denoting or referring to one gender shall be deemed to include the other gender.

Approved by the Board of Directors on December 1, 2011.