

BYLAWS  
OF  
NORTH CAROLINA PRESBYTERIAN PILGRIMAGE

A North Carolina Corporation Organized Legally as  
North Carolina Presbyterian Cursillo, Inc.

Adopted December 1, 2007

Bylaws of North Carolina Presbyterian Pilgrimage  
*TABLE OF CONTENTS*

***Article 1. Corporate Name***

1-101 Legal Name .....1  
1-102 Business Name .....1  
1-103 Changed Name .....1

***Article 2. Purposes***

2-101 Purpose Statement .....1  
2-102 Pursuit of Purpose .....1

***Article 3. Offices***

3-101 Principal Office .....1  
3-102 Registered Office .....1  
3-103 Other Offices .....1

***Article 4. Leadership Council***

4-101 Name .....1  
4-102 General Powers .....2  
4-103 Number, Term, and Qualifications .....2  
4-104 Election of Council Members .....2  
4-105 Removal .....2  
4-106 Resignation .....2  
4-107 Vacancies .....2  
4-108 Compensation .....2

***Article 5. Officers of the Leadership Council***

5-101 President .....3  
5-102 Secretary .....3  
5-103 Treasurer .....4

***Article 6. Other Council Members***

6-101 Establishing Other Council Positions .....5  
6-102 Authority and Responsibilities .....5

***Article 7. Meetings of Council Members***

7-101 Regular Meetings .....5  
7-102 Special Meetings .....5  
7-103 Notice of Meetings .....5  
7-104 Waiver of Notice .....5  
7-105 Quorum .....5

7-106 Manner of Acting .....5  
7-107 Presumption of Assent .....6  
7-108 Informal Action by Council Members .....6  
7-109 Participation by Communications Technology .....6

**Article 8. Committees**

8-101 Executive Committee .....6  
8-102 Finance Committee .....7  
8-103 Other Committees .....7  
8-104 Meetings .....7  
8-105 Quorum and Manner of Acting .....7  
8-106 Election and Term of Office .....7  
8-107 Resignation and Removal .....8  
8-108 Vacancies .....8

**Article 9. Contracts, Loans, Checks, and Deposits**

9-101 Contracts .....8  
9-102 Loans .....8  
9-103 Checks and Drafts .....8  
9-104 Deposits .....9

**Article 10. Indemnification.**

10-101 Indemnity .....9  
10-102 Disinterested Council Members .....10  
10-103 Determination of the Right to Indemnity .....10  
10-104 Advance Expenses .....10  
10-105 Settlements .....11  
10-106 Application for Indemnity or Advances .....11  
10-107 Insurance .....11  
10-108 Incidents of Right of Indemnification .....12  
10-109 Savings Clause .....12

**Article 11. General Provisions.**

11-101 Seal .....12  
11-102 Waiver of Notice .....12  
11-103 Fiscal Year .....13  
11-104 Amendment of Bylaws .....13  
11-105 Emergency Bylaws .....13

BYLAWS  
OF  
NORTH CAROLINA PRESBYTERIAN PILGRIMAGE

***Article 1. Corporate Name***

- 1-101 **Legal Name.** The legal name of the Corporation is North Carolina Presbyterian Cursillo, Inc.
- 1-102 **Business Name.** The Corporation shall do business as North Carolina Presbyterian Pilgrimage. The corporation shall continuously operate as a not for profit.
- 1-103 **Changed Name.** The Leadership Council (see Article 4, below) may, by vote and from time to time, change the Corporation's business name.

***Article 2. Purpose***

- 2-101 **Purpose Statement.** The purpose is through the grace of God to develop, offer and support a Presbyterian Pilgrimage based on a Cursillo-like weekend and experience, continually emphasize that the overriding purpose of Pilgrimage is the evangelization of our environments by spiritual renewal of individuals who are the Fourth Day.

***Article 3. Offices***

- 3-101 **Principal Office.** The Corporation's principal office shall be located at
- (1) The address of the current president.
  - (2) at such other location as may be designated by the Leadership Council
- 3-102 **Registered Office.** The Corporation's registered office, required by law to be maintained in the State of North Carolina, may be, but need not be, identical with the principal office.
- (1)

***Article 4. Leadership Council and Leadership Conferences***

- 4-101 **Name.** The Corporation's Board of Directors will be called the Leadership Council and under this Council there may be Leadership Conferences.

**4-102 General Powers.**

- (1) The Corporation's business and affairs shall be managed by its Leadership Council.
- (2) All the power of the Corporation shall be vested in the Leadership Council except as otherwise expressly provided by
  - (a) law,
  - (b) the Articles of Incorporation, or
  - (c) these Bylaws.

**4-103 Number, Term, and Qualifications.**

- (1) The number of Council Members constituting the Leadership Council and the number of Leadership Conference Members may vary.
- (2) Each Council or Conference Member shall hold office
  - (a) for Two years, or
  - (b) until his/her
    - (i) death,
    - (ii) resignation, or
    - (iii) removal.
- (3) The President, Vice-President, Moderators and Vice-Moderators shall serve only one term for a maximum of two years.
- (4) Other officers on the Council or Conference shall serve no more than 2 consecutive terms unless specifically asked to do so by vote of the respective Council or Conference.
- (5) Council or Conference Members need not be residents of the State of North Carolina.

4-104

**4-105 Election of Council Members and Conference Members.**

- (1) Except as provided in §§4-105 and 107, Council Members shall be elected annually by the Leadership Council. Leadership Conference Members shall be elected annually by each Conference.
- (2) A quorum must be present to hold an election.
- (3) The nominees who receive the highest numbers of votes cast in the election shall be deemed elected.

**4-106 Removal.**

- (1) Any Council Member or Conference Member may be removed, with or without cause, by a majority vote of the Leadership Council, or the respective Conference, at a meeting
  - (a) where a quorum is present, and
  - (b) for which notice is given that one of the purposes of the meeting is to remove the Council Member.
- (2) If any Council or Conference Member is removed, a successor Council or Conference Member may be elected at the same meeting.

**4-107 Resignation.**

- (1) A Council or Conference Member may resign at any time by communicating his/her resignation to
  - (a) the Leadership Council or respective Leadership Conference, or
  - (b) the President of the Leadership Council.
- (2) Such resignation is effective when communicated, unless it specifies in writing a
  - (a) later date, or

(b) subsequent event upon which it will become effective.

4-108 **Vacancies.**

- (1) Any vacancy occurring on the Leadership Council or Conference may be filled by the affirmative vote of
  - (a) a majority of the remaining Council or Conference Members, even though less than a quorum, or
  - (b) by the sole remaining Council or Conference Member.
- (2) Vacancies include those caused by
  - (a) an increase in the authorized number of Council or Conference Members, or
  - (b) a failure to elect the full authorized number of Council or Conference Members.
- (3) The term of a Council or Conference Member elected to fill a vacancy shall expire two years after the date of the last annual election of Council Members.

4-109

**Article 5. Officers of the Leadership Council**

5-101 **President.**

- (1) The President is to be the chief executive officer of the Corporation and is primarily responsible for implementing the purpose of the Corporation and the policies of the Leadership Council.
- (2) The President shall
  - (a) have authority over the general management and direction of the business and operations of the Corporation, and its divisions, if any, subject only to the ultimate authority of the Leadership Council;
  - (b) preside at, or arrange for the presiding of, all meetings of the Leadership Council;
  - (c) perform all duties incident to the office of the President; and
  - (d) perform such other duties as the Leadership Council may assign him/her from time to time.
- (3) The President is
  - (a) a Council Member and,
  - (b) except as otherwise provided in these Bylaws or in resolutions establishing committees, an ex officio member of all committees of the Leadership Council.
- (4) Except as otherwise provided in sub§(5), the President may sign and execute in the name of the Corporation:
  - (a) deeds,
  - (b) mortgages,
  - (c) bonds,
  - (d) contracts, or
  - (e) other instruments
- (5) The President may not sign or execute in the name of the Corporation any of the items listed in sub§(4) where signing and execution
  - (a) is expressly delegated by the Leadership Council or these Bylaws to some other officer or agent of the Corporation, or

(b) is required by law to be otherwise signed or executed.

**5-102 Secretary.**

- (1) The Secretary shall
  - (a) keep the minutes of the meetings of the Leadership Council;
  - (b) ensure that minutes are kept for all meetings of any committee of the Leadership Council;
  - (c) have custody of the Corporation's
    - (i) deeds,
    - (ii) leases,
    - (iii) contracts, and
    - (iv) other important documents;
  - (d) have charge of the Corporation's
    - (i) books,
    - (ii) records, and
    - (iii) papersrelating to its organization and management as a Corporation;
  - (e) have custody of any seal of the Corporation;
- (2) The Secretary shall also perform
  - (a) all duties incident to the office of Secretary, and
  - (b) such other duties as may be assigned to him/her from time to time by
    - (i) the President,
    - (ii) the Leadership Council, or
    - (iii) these Bylaws.

**5-103 Treasurer.**

- (1) The Treasurer shall have charge of and be responsible for all of the Corporation's
  - (a) funds,
  - (b) securities,
  - (c) receipts, and
  - (d) disbursements.
- (2) The Treasurer shall deposit all money and securities of the Corporation in such banks and depositories as is designated by the Leadership Council pursuant to §6-104.
- (3) The Treasurer shall
  - (a) maintain adequate financial accounts and records in accordance with generally accepted accounting practices;
  - (b) prepare appropriate operating budgets and financial statements;
  - (c) prepare and file all tax documents required by the law; and
  - (d) prepare a true statement of the Corporation's assets and liabilities as of the close of each fiscal year, ending December 31, and at all other meetings of the Council.
- (4) The Treasurer shall also perform
  - (a) all of the duties incident to the office of Treasurer; and
  - (b) such other duties as may be assigned to him/her from time to time by
    - (i) the President;
    - (ii) the Leadership Council;
    - (iii) the Finance Committee; or

- (iv) these Bylaws.

## ***Article 6. Other Council Members and Leadership Conference Members***

- 6-101 **Establishing Other Council Positions.** The Leadership Council may, at its pleasure and from time to time, establish by resolution other Leadership Council positions and Leadership Conferences.
- 6-102 **Authority and Responsibilities.** The authority and responsibilities of such other Leadership Council and Conference positions shall be set forth in the resolutions establishing them.
- 6-103 **Leadership Conference Positions.** Leadership Conferences shall be headed by a Moderator and shall have a Secretary. The Moderator shall function similarly to the President of the Leadership Council but have authority limited to the operation of Weekends and Fourth Day Community of the respective geographical region. The Secretary shall function similar to the Secretary of the Council but have authority limited to the operation of Weekends and Fourth Day Community of the respective geographical region.
- 6-104 **Establishing Other Conference Positions.** The Leadership Conferences may, at their pleasure and from time to time, establish by resolution other Leadership Conference positions.
- 6-105 **Authority and Responsibilities.** The authority and responsibilities of such other Leadership Conference positions shall be set forth in the resolutions establishing them.
- 6-106 **Selection of Rectors and other Team members for service on Weekends.** Each Conference shall select the Rectors, using the Rector Selection criteria developed by the Leadership Council, and approve the Teams called by Rectors to serve on the Weekends.

## ***Article 7. Meetings and Actions of Council and Conference Members***

- 7-101 **Regular Meetings.**
  - (1) The Leadership Council shall meet regularly at least twice annually, and each Leadership Conference shall meet at least four times annually..
- 7-102 **Special Meetings.**
  - (1) Special meetings of the Leadership Council may be called by
    - (a) the President, or
    - (b) any two Council Members.
  - (2) Such a meeting may be held either within or without the State of North Carolina, as fixed by the person(s) calling the meeting.
  - (3) Special meetings of a Leadership Conference may be called by
    - (a) the Moderator, or
    - (b) any two Conference Members.
- 7-103 **Notice of Meetings.**

- (1) Regular meetings of the Leadership Council or a Leadership Conference may be held without notice.
- (2) The person(s) calling a special meeting of the Leadership Council or of a Leadership Conference shall give notice of such meeting
  - (a) at least 24 hours before the meeting
  - (b) by any usual means of communication.

**7-104 Waiver of Notice.**

- (1) Any Council or Conference may waive notice of any special meeting, either before or after the meeting.
- (2) Waiver of notice shall be in writing and shall be filed by the Secretary with the corporate records or as part of the minutes of the meeting.
- (3) The attendance by a Council or Conference Member at a meeting constitutes waiver of notice of that meeting, unless the Council or Conference Member
  - (a) objects to the holding of the meeting or the transacting of business at the meeting,
  - (b) objects at the beginning of the meeting or promptly upon his/her arrival, and
  - (c) does not vote for or assent to any action taken at the meeting.

**7-105 Quorum.** A quorum for the transaction of business at any meeting of the Leadership Council or a Leadership Conference is constituted by the smaller of

- (1) a majority of the number of Council or Conference Members in office immediately before the meeting begins; or
- (2) Six Council Members.

**7-106 Manner of Acting.**

- (1) Except as otherwise provided in these bylaws or as required by law, the act of the majority of the Council or Conference Members present at a meeting at which a quorum is present is the act of the Leadership Council or that Leadership Conference.
- (2) In the event of a deadlock among Council or Conference Members which makes it impossible to obtain a majority vote, the motion shall be deemed to have failed.

**7-107 Presumption of Assent.**

- (1) Except as otherwise provided in sub§(2), a Council or Conference Member who is present at a meeting of the Leadership Council or Leadership Conference at which action is taken is presumed to have assented to the action taken.
- (2) A Council or Conference Member is not presumed to have assented to an action taken at a meeting if
  - (a) he/she objects at the outset of the meeting to holding the meeting or transacting business at the meeting,
  - (b) his/her dissent or abstention from the action is entered in the minutes of the meeting, or
  - (c) he/she
    - (i) before the meeting is adjourned, files a written dissent to or abstention from such action with the person acting as Secretary at the meeting, or
    - (ii) immediately after the meeting is adjourned, forwards his/her written dissent by registered mail to the Secretary.
- (3) The right to dissent to an action is not available to a Council or Conference Member who voted in favor of the action.

**7-108 Informal Action by Council or Conference Members.**

- (1) Action taken by a majority of the Council or Conference Members without a meeting is the action of the Leadership Council or Conference if written consent to the action
  - (a) is signed by all of the Council Members, and
  - (b) filed with the minutes of the proceedings of the Leadership Council.
- (2) Consent to an action is effective whether it is given before or after the action is taken.

**7-109 Participation by Communications Technology.**

- (1) Any or all Council or Conference Members or members of a committee may participate in a meeting of the Leadership Council, Conference or committee by means of any communications technology that allows all persons participating in the meeting to hear each other.
- (2) Participation by this means is deemed presence in person at the meeting.

**Article 8. Committees**

**8-101 Executive Committee**

- (1) The Leadership Council, by majority resolution, may designate from among its members an Executive Committee.
- (2) The Executive Committee may not consist of less than two Council Members, one of which may be the President.
- (3) When the Leadership Council is not in session, the Executive Committee shall have all power vested in the Leadership Council by
  - (a) the law,
  - (b) the Articles of Incorporation, or
  - (c) these Bylaws.
- (4) The Executive Committee shall not have power to
  - (a) amend the Articles of Incorporation,
  - (b) approve a plan of dissolution, merger, or consolidation,
  - (c) approve the sale, lease, or exchange of all or substantially all of the property of the Corporation,
  - (d) designate any other committee,
  - (e) fill vacancies in the Leadership Council or other committees,
  - (f) amend or repeal these Bylaws, or adopt new Bylaws,
  - (g) amend or repeal any resolution of the Leadership Council that is, by its terms, not so amendable or repealable, or
  - (h) take any action expressly prohibited in a resolution of the Leadership Council.
- (5) The Executive Committee shall report at a regular or special meeting of the Leadership Council all action which the Executive Committee has taken on behalf of the Leadership Council since the last regular or special meeting at which such a report was given.

**8-102 Finance Committee.**

- (1) The Leadership Council, by majority resolution, shall elect a Finance Committee.

(2) The Finance Committee may not consist of less than two Council Members, one of which may be the President, and shall consist of two additional members from the Fourth Day community with experience in accounting, auditing and/ or financial affairs

(3) At least annually, the Finance committee will prepare a Financial Compilation to be submitted to the Leadership Council

**8-103 Other Committees.**

(1) The Leadership Council may establish by resolution other standing or special committees as it deems advisable.

(2) No standing or special committee may consist of less than two Council Members, one of which may be the President.

(3) The members, terms, and authority of such committees shall be set forth in the resolutions establishing them.

(4) No standing or special committee shall have the power to take actions prohibited in §4-101(4).

**8-104 Meetings.** Regular and special meetings of any committee may be called and held subject to the same requirements for regular and special meetings of the Leadership Council.

**8-105 Quorum and Manner of Acting.**

(1) A majority of the members of a committee constitutes a quorum for transacting business at a meeting.

(2) The action of a majority of members present at a committee meeting where a quorum is present constitutes the act of the committee.

**8-106 Election and Term of Office.**

(1) Members of any committee shall be elected as provided by the resolution establishing the committee.

(2) Members of any committee shall hold office until their successors are elected or the Leadership Council dissolves such committee.

**8-107 Resignation and Removal.**

(1) Any member of any committee may resign at any time by giving written notice of his intention to do so to the President or Secretary of the Corporation.

(2) Any member of any committee may be removed at any time, with or without cause, by the Leadership Council.

**8-108 Vacancies.** Any vacancy occurring in a committee may be filled by the Leadership Council.

***Article 9. Contracts, Loans, Checks, and Deposits***

**9-101 Contracts.**

(1) The Leadership Council may authorize any officer(s) or agent(s) to, in the name of and on behalf of the Corporation

(a) enter into any contract,

(b) or execute and deliver any instrument.

(2) Such authority may be

(a) general, or

(b) confined to specific instances.

9-102 **Loans.**

- (1) Without a resolution by the Leadership Council so authorizing,
  - (a) no loan shall be contracted on behalf of the Corporation, and
  - (b) no evidence of indebtedness shall be issued in the name of the Corporation.
- (2) Such authority may be
  - (a) general, or
  - (b) confined to specific instances.

9-103 **Checks and Drafts.**

- (1) All
  - (a) checks,
  - (b) drafts, or
  - (c) other documents for payment of moneyissued in the name of the Corporation shall be signed by such
  - (d) officer(s),
  - (e) agent(s), or
  - (f) employee(s)of the Corporation in such a manner, including facsimile signatures, as is determined by resolution of the Leadership Council.

9-104 **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 Leadership Council may select.

***Article 10. Indemnification.***

10-101 **Indemnity.**

- (1) The indemnity provisions in this § are
  - (a) in addition to any indemnification required or permitted by law, and
  - (b) except as otherwise provided in these Bylaws.
- (2) Any person who at any time serves or has served as a
  - (a) Council Member,
  - (b) officer,
  - (c) employee, or
  - (d) agentof the Corporation, may be indemnified by the Corporation to the full extent allowed by applicable law against liability and litigation expense arising out of such status or activities in such capacity.
- (3) Any person who at any time serves or has served at the request of the Corporation as a
  - (a) Council Member,
  - (b) officer,
  - (c) employee, or
  - (d) agent

of another

(e) corporation,

(f) partnership,

(g) joint venture,

(h) trust, or

(i) other enterprise, or

(j) as a trustee or administrator under an employee benefit plan

may be indemnified by the Corporation to the full extent allowed by the applicable law against liability and litigation expense arising out of such status or activities in such capacity.

(4) "Liability and litigation expense" shall include

(a) costs and expenses of litigation, including reasonable attorney's fees,

(b) judgments,

(c) fines, and

(d) amounts paid in settlement

which are actually and reasonably incurred in connection with or as a consequence of any threatened, pending, or completed action, suit, or proceedings, whether

(e) civil,

(f) criminal,

(g) administrative, or

(h) investigative,

(i) including appeals.

(5) In no circumstances may the Corporation indemnify any such person against any liability or litigation expense incurred on account of activities which were, at the time taken, known or believed by such person to be clearly in conflict with the best interests of the Corporation.

(6) The Corporation may not indemnify any Council Member with respect to any liability of that Council Member arising out of any transaction from which the Council Member derived an improper personal benefit as provided by NCGS §55-2-02(b)(3) or the corresponding section of any future North Carolina code.

**10-102 Disinterested Council Members.** For the purposes of this Article, "disinterested Council Members" are Council Members who

(1) are not parties to the action, suit, or proceeding, or

(2) if an action, suit, or proceeding is "threatened," are not "threatened parties."

**10-103 Determination of the Right to Indemnity.**

(1) The Corporation shall determine whether to grant indemnification under §7-101

(a) promptly after the final disposition or termination of the matter, or

(b) an earlier time if the Corporation so decides.

(2) Determination of right to indemnity shall be made by

(a) a majority vote of disinterested Council Members.

(b) independent legal counsel in written opinion if

(i) at least two disinterested Council Members are not obtainable, or

(ii) even if two disinterested Council Members are obtainable, at least half of the number of disinterested Council Members so direct.

**10-104 Advance Expenses.**

- (1) Litigation expense incurred by a person described in §7-101 in connection with a matter described in §7-101 may be paid by the Corporation in advance of the final disposition or termination of such matter.
- (2) The Corporation may make such advances if the person to be indemnified promises in a dated and signed writing to repay all such advances in the event he/she is ultimately determined not to qualify for indemnification under §7-103.
- (3) Sub§(1) notwithstanding, no advance payment shall be made if it is determined that the person requesting payment will not be entitled to indemnification.
- (4) A determination that a person requesting payment is not entitled to indemnification may be made
  - (a) by a majority vote of disinterested Council Members, or
  - (b) by independent legal counsel as provided in sub§(5)
- (5) If there are not at least two disinterested Council Members, the notice of all requests for advance payment shall be delivered for review to independent legal counsel for the Corporation. Such counsel will have the authority to disapprove any advance payment for which it plainly appears that the person(s) requesting payment is (are) not entitled to indemnification under §7-101.

**10-105 Settlements.**

- (1) The Corporation is not be obligated to indemnify persons described in §7-101 for any amounts paid in settlement unless the Corporation consents in writing to the settlement.
- (2) The Corporation shall not unreasonably withhold its consent to proposed settlements.
- (3) The Corporation's consent to a proposed settlement shall not constitute an agreement by the Corporation that any person is entitled to indemnification.
- (4) The Corporation may waive the requirement for its written consent as fairness and equity may require.

**10-106 Application for Indemnity or Advances.**

- (1) A person described in §7-101 may apply for indemnification in writing to the Corporation.
  - (a) Such applications shall be addressed
    - (i) to the Secretary, or
    - (ii) in the Secretary's absence, to any officer of the Corporation.
  - (b) The Corporation shall respond in writing to such applications in a reasonable time.
- (2) If any action is necessary or appropriate to authorize the Corporation to pay the indemnification, the Leadership Council shall take such action, including
  - (a) making a good faith evaluation of
    - (i) the manner in which the claimant for indemnity acted, and
    - (ii) the reasonable amount of indemnity due;
  - (b) any other action.
- (3) Any disputed claim for indemnification or advance expenses shall be resolved by arbitration.

**10-107 Insurance.**

- (1) As provided by NCGS §55-8-57 or the corresponding section of any future North Carolina code, the Corporation shall have the power to purchase and maintain insurance

for the persons described in sub§(2) against liability arising out of his/her status described in sub§(2), whether or not the Corporation has the power to indemnify against him/her for such liability.

- (2) The Corporation may purchase and maintain insurance as described in sub§(1) on behalf of
- (a) any person who is or was a
    - (i) Council Member,
    - (ii) officer,
    - (iii) employee, or
    - (iv) agent of the Corporation; or
  - (b) any person who is or was serving at the request of the Corporation as a
    - (i) Council Member,
    - (ii) officer,
    - (iii) employee, or
    - (iv) agent of another
      - (v) corporation,
      - (vi) partnership,
      - (vii) joint venture,
      - (viii) trust, or
      - (ix) other enterprise, or
      - (x) as a trustee or administrator under an employee benefit plan

**10-108 Incidents of Right of Indemnification.**

- (1) The right of indemnification provided by these Bylaws shall not be deemed exclusive of any other rights to which any persons seeking indemnity may be entitled, except as otherwise provided in sub§(2).
- (2) There is no right to indemnification as to any liability or litigation expense for which the person seeking indemnity is entitled to receive payment under an insurance policy other than a Council Members' and officers' liability insurance policy maintained by the Corporation.
- (3) Any person who at any time after the adoption of these Bylaws serves or has served in any status or capacity described in §7-107(2), is deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein.
- (4) Any repeal or modification of this Article shall not affect any rights or obligations then existing.
- (5) The rights provided in this Article do not apply to any persons serving institutions that are hereafter merged into or combined with the Corporation
  - (a) until after the effective date of such merger or combination, and
  - (b) only as to status and activities occurring after such date.

**10-109 Savings Clause.** If this Article is invalidated, in part or in whole, on any ground, by any court or agency of competent jurisdiction, then the Corporation may nevertheless indemnify each person described in §7-101

- (1) to the full extent permitted by the portion of this Article that is not invalidated, and

- (2) to the full extent permitted or required by other applicable law, not exceeding the benefits allowed under this Article.

**Article 11. General Provisions.**

- 11-101 **Seal.** Any corporate seal of the Corporation shall be in the form approved from time to time by the Leadership Council.
- 11-102 **Waiver of Notice.** In addition to provisions elsewhere in these Bylaws regarding waiver of notice, whenever any notice is required to be given to any Council Member by
  - (1) law,
  - (2) the Articles of Incorporation, or
  - (3) these Bylawsa written waiver of such notice signed by the person entitled to notice, whether before or after the time of the event for which notice was to be given, is equivalent to proper notice having been given.
- 11-103 **Fiscal Year.** The fiscal year of the Corporation shall be fixed by the Leadership Council.
- 11-104 **Amendment of Bylaws.** Except as otherwise provided by the (a) law, (b) the Articles of Incorporation, or (c) these Bylaws, these Bylaws may be amended or repealed and new Bylaws may be adopted by the affirmative vote of a majority of the Council Members then holding office at any meeting of the Leadership Council.
- 11-105 **Emergency Bylaws.**
  - (1) **Effectiveness.** In accordance with NCGS §55-2-07(d), or the corresponding section of any future North Carolina code, the Bylaws set forth in this § shall be effective only in the event that a quorum of the Leadership Council can not be assembled because of
    - (a) a catastrophic event, or
    - (b) an event described in NCGS §55-2-07(d), or the corresponding section of any future North Carolina code.
  - (2) **Emergency Meeting.**
    - (a) This sub§ is subject to sub§(1).
    - (b) A meeting of the Leadership Council may be called by giving notice only to those Council Members whom it is practicable to reach. Notice may be given by any practicable manner, including by publication or radio.
    - (c) One or more of any officers present at an emergency meeting of the Leadership Council may be deemed to be a Council Member for the meeting as necessary to achieve a quorum. Officers shall assume such status
      - (i) in order of rank, and
      - (ii) within the same rank, in order of seniority.
  - (3) **Emergency Powers.**
    - (a) This sub§ is subject to sub§(1).
    - (b) The Leadership Council may
      - (i) modify lines of succession to accommodate the incapacity of any
        - (A) Council Member,
        - (B) officer,

- (C) employee, or
- (D) agent;

- (ii) relocate the principal office;
- (iii) designate alternate principal or regional offices, or
- (iv) authorize the officers of the Corporation to do any of the foregoing.

(4) **Other Bylaw Provisions.**

(a) This sub§ is subject to sub§(1).

(b) All other provisions of these Bylaws shall remain effective during the emergency period to the extent they are consistent with this §.

(5) **Actions Binding.** Corporate action taken in good faith in an emergency pursuant to these Bylaws and NCGS §55-3-03 or the corresponding section of any future North Carolina code, are binding upon the Corporation.