

Forge Foundation, Inc. "Forge Teams"

BYLAWS

ARTICLE 1 - NAME AND FORM OF ORGANIZATION

Section 1.1 Name. The name of this 501(c)3 corporation is Forge Foundation, Inc. (the "Corporation").

Section 1.2 Status. The Corporation is organized as a nonprofit corporation under Chapter 55A of the North Carolina General Statutes and as a tax-exempt supporting organization under Section 501(c)(3) of the United States' Internal Revenue Code. The Corporation is a public charity and shall have perpetual duration and succession.

Section 1.3 No Members. The Corporation shall have no members.

ARTICLE 2 - OFFICES

Section 2.1 Principal Office. The principal office for the transaction of the business of the Corporation ("principal office") is located in Durham County, North Carolina.

Section 2.2 Other Offices. The Board of Directors may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to do business.

ARTICLE 3 - CORPORATE AND FINANCIAL RECORDS

Section 3.1 Corporate Records. In its offices, the Corporation shall keep as permanent records:

- a. A record of actions taken by the Board and by the Executive Committee;
- b. Articles of Incorporation and all amendments;
- c. Bylaws and all amendments;
- d. A complete list of the addresses and terms of office of its current Directors and Officers;
- e. All reports required by the Internal Revenue Service and the Secretary of State of North Carolina.

Section 3.2 Annual Budget. The Governance Committee in consultation with the Executive Director shall propose an annual budget for the following fiscal year to be submitted to the Board of Directors for approval on or before October of each year.

Section 3.4 Accounts. All receipts and expenditures shall be processed within the framework of generally accepted accounting principles and accounting practices approved by the Board of Directors.

Section 3.5 Fiscal Year. The fiscal year of the Corporation is January 1 of each year through December 31 of the next year.

Section 3.6 Financial Reports. The Treasurer shall make quarterly financial reports to the Board of Directors. The books of the Corporation shall be closed at the end of each fiscal year with

financial statements prepared and submitted by the Treasurer to the Board of Directors by January 20th.

Section 3.7 Annual Audit. The Board of Directors shall provide for an annual audit by an independent Certified Public Accountant.

ARTICLE 4 - OFFICERS

Section 4.1 Officers. The Officers of this Corporation shall be Board Chair, Vice Chair, Secretary and Treasurer. The President/Executive Director (“ED”) shall be a nonvoting Officer. The Corporation shall have such other assistant officers as the Board of Directors may deem necessary, and such Officers shall have the authority prescribed by the Board.

Section 4.2 Election and Terms. Officers shall be nominated and elected at the annual meeting of the Board of Directors, except for the President/ED, who shall be elected as provided in Article 8. The Vice Chair, Secretary and Treasurer shall serve a term of one (1) year and may be re-elected to that position for one (1) or more additional years. The Board Chair will serve a one (1) year term and may be re-elected for one (1) additional year but may not serve longer than two (2) consecutive years. The foregoing Officers shall hold office until election of their successors. The President/ED shall serve as provided in Article 8.

Section 4.3 Duties. The Officers shall perform the duties prescribed by these Bylaws and by the parliamentary authority adopted by the Corporation.

Section 4.4 Resignation and Removal of Officers. An Officer may resign at any time by delivering written notice to the Corporation at its known place of business. A resignation is effective when the notice is delivered unless the notice specifies a later effective date or event. Any Officer, other than the President/ED, may be removed by the Board of Directors at any time, with or without cause, by vote of two-thirds (2/3) of the Directors then serving (other than the Officer being removed) at any regular or special meeting of the Board called expressly for that purpose.

Section 4.5 Vacancies. A vacancy in any office shall be filled by the Board of Directors for the unexpired term.

ARTICLE 5 - OFFICER DUTIES

Section 5.1 Board Chair. The Board Chair shall preside at all meetings of the Board of Directors and Executive Committee; perform such other duties as may be deemed necessary or recommended by the Board of Directors; and be a member of all committees except the Governance Committee.

Section 5.2 Vice Chair. The Vice Chair shall assist the Board Chair in the performance of the prescribed duties, assume the duties of the Board Chair in the absence of that Officer, and perform such other duties as may be assigned by the Board Chair. If so appointed pursuant to these Bylaws, the Vice Chair may also be entitled to be a member of any committees except the Governance Committee.

Section 5.3 Secretary. The Secretary or Assistant Secretary shall (a) keep the minutes of the proceedings of the Board of Directors, all supporting documents, and all unanimous written consents of the Board of Directors in one (1) 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 any seal of the Corporation, (d) when requested or required, authenticate any records of the Corporation, and (e) 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 or her by the Board of Directors. In the absence of the Secretary or as may be requested by the Board of Directors, one or more Assistant Secretaries may be chosen by the Directors as appropriate to perform the duties of the Secretary.

Section 5.4 Treasurer. The Treasurer or designee(s) as approved by the Board of Directors shall (a) have charge and custody of and be responsible for all funds and securities of the Corporation, (b) 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 bank, trust companies, or other depositories as shall be selected by the Board of Directors or any Officer, (c) keep full and accurate accounts of receipts and disbursements in books and records of the Corporation, and (d) 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 or her by the Board Chair or by the Board of Directors. The Treasurer will render to the Board of Directors at proper times an account of all his or her transactions as Treasurer and of the financial condition of the Corporation. The Treasurer or designee(s) as approved by the Board of Directors shall be responsible for preparing and filing such financial reports, financial statements and returns as may be required by law.

Section 5.5 Other Officers. Such other Officers and assistant Officers as may be deemed necessary, including any Vice Chairs, may be appointed by the Board of Directors and shall perform those duties prescribed by the Board of Directors. If specifically authorized by the Board of Directors, an Officer may appoint one (1) or more other Officers or assistant Officers. The same individual may simultaneously hold more than one (1) office in the Corporation, except that the Board Chair may not also serve as the President/ED.

ARTICLE 6 - BOARD OF DIRECTORS

Section 6.1 Minimum Requirements of Directors. In order to qualify, each candidate for Director shall demonstrate willingness to:

- a) support the affiliate's mission and goals;
- b) attend and participate in the majority of Board meetings and in retreats;
- c) participate in orientations and ongoing education;
- d) actively serve on at least one of the operating Committees;
- e) represent the Corporation within the community in civic and social groups;
- f) act with integrity and uphold all responsibilities required by law and national governing bodies of professional sport organizations, such as SafeSport; and
- g) contribute financially to the Corporation in a way meaningful to them.

Section 6.2 Powers. The business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.

Section 6.3 Number. The number of elected Directors shall be not less than six (6) nor more than twelve (12). Within that range the Board of Directors may fix the exact number of elected Directors. Any reduction in the authorized number of elected Directors shall not be cause for removing any Director prior to the expiration of his or her term of office.

Section 6.4 Term and Staggering.

a) After an initial two year start-up Board of Directors, Directors shall serve for a three (3) year terms. They shall be elected in December of each year. The term of office shall be from August 1 to July 31.

b) The Board of Directors shall be divided into three (3) classes, as evenly as possible and will serve staggered three (3) year terms with one (1) class being elected each year. The staggered terms are to ensure continuity on the Board of Directors. The Board of Directors may adjust the terms of Directors periodically in order to maintain an evenly staggered Board of Directors. Vacancies in the various classes may be filled at the annual Board of Directors' meeting or at any other time during the year.

c) A Director may serve no more than two (2) consecutive full terms but may be elected again after a one (1) year interval.

Section 6.5 Procedures for Selection of Directors - Vacancies. Vacancies shall be filled by nomination by the Governance Committee (if in existence) and by vote of a majority of the Directors then in office, whether or not less than a quorum, or by a sole remaining Director. Notwithstanding anything else in these Bylaws, no Director may leave office when the Corporation would then be left without a duly appointed and acting Director or Directors in charge of the affairs of the Corporation.

Section 6.6 Termination/Removal. Membership on the Board of Directors shall end:

a) Automatically on written resignation, death or legal incapacity of a Director, or

b) Upon three unexcused absences from board meetings within a calendar year; or

c) By vote of two-thirds (2/3) of the Directors then serving (other than the Director being removed) upon the failure of a Director to meet the requirements of a Director including those set forth in Section 4.1, or for any other reason, at any regular or special meeting of the Board called expressly for that purpose.

Section 6.7 Compensation. Directors shall serve without remuneration; however, the Board of Directors may authorize the Corporation to reimburse a Director for expenses actually incurred by the Director in the conduct of the affairs of the Corporation.

Section 6.8 Restriction on Interested Directors. No more than 30% of the persons serving on the Board of Directors at any time may be interested persons. An interested person is (1) a person being compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor or otherwise; and (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, father-in-law, or mother-in-law of any such person. However, any violation of the provisions of this paragraph

shall not affect the validity or enforceability of any transaction entered into by the Corporation. No full-time employees of the Corporation shall be entitled to serve as Directors.

ARTICLE 7 - MEETINGS OF BOARD OF DIRECTORS

Section 7.1 Annual and Regular Meetings. The annual meeting of the Board of Directors shall be held during the month of May at such date, time and place as may be fixed by the Board of Directors. Regular stated meetings shall also be held at such date, time and place as may be fixed by the Board of Directors. At the annual meeting the new members of the Board of Directors shall be elected and the various committee chairs and members should be appointed/chosen. The main purpose of the annual meeting is to summarize the activities of the Corporation for the previous year and to present the goals and mission of the Corporation for the following year and vision for the future.

Section 7.2 Special Meetings. Special meetings of the Board of Directors may be called by the Board Chair or if so requested by any three (3) Directors. The person or persons calling a special meeting shall fix the time and place of the meeting.

Section 7.3 Notice of Meeting. Notice of annual, regular, or special Board of Directors' meeting shall be given at least three (3) business days prior to such meeting, by written notice to each Director delivered personally or sent by mail or electronic mail to the address of each Director as disclosed on the records of the Corporation. If mailed, such notice shall be deemed given when deposited in the United States mail, with first class postage prepaid. The business to be transacted at the special meeting shall be specified in the notice of such meeting.

Section 7.4 Meeting Electronically. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all Directors participating in the meeting can hear one another, and all such Directors shall be deemed to be present in person at such meeting, or as otherwise permitted under North Carolina law.

Section 7.5 Quorum and Voting. A simple majority of Directors then serving shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, and 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, unless a greater number is required by law or these Bylaws. Each director shall have one vote. Voting by proxy shall not be permitted.

Section 7.6 Adjournment. A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section 7.7 Action Without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board of Directors, individually or collectively, consent; and shall have the same force and effect as an unanimous vote of the Board of Directors. Such written consent shall be filed with the minutes of the proceedings of the Board of Directors.

ARTICLE 8 - EXECUTIVE DIRECTOR

Section 8.1 Purpose. The purpose of this position is to provide primary leadership for the staff and organization of the Corporation. The Executive Director (“ED”) acts as the Board of

Directors' agent in accomplishing the purpose, mission and principles of the Corporation. The ED is the primary spokesperson to the community, communicating the Corporation's vision of making decent shelter a matter of conscience and action.

Section 8.2 Election and Removal. The ED is elected by the Board of Directors. The ED may be removed by the Board of Directors at any time, with or without cause, by vote of three-fourths (3/4) in attendance at any regular or special meeting of the Board called expressly for that purpose and at which a quorum exists.

Section 8.3 Duties. The ED shall perform the following duties:

- a) Preparing a proposed annual budget. The proposed budget should be submitted to the Finance Committee for review and further recommendations and finally submitted for approval and adopted by the Board of Directors.
- b) Implementing all Board of Directors' policies and administration or all day-to-day operational, financial, and business affairs.
- c) Hiring and supervising all Corporation employees and discharging Corporation employees.
- d) Working with and consulting with the Board Chair and deciding what items have to be submitted to the Board of Directors for approval.
- e) Keeping the Board of Directors informed on all material corporate matters.
- f) Managing the affiliate and its staff in a sound and prudent manner.

ARTICLE 9 - EXECUTIVE COMMITTEE

Section 9.1 Composition. There shall be an Executive Committee consisting of the elected Officers of the Board of Directors and the immediate past-chair (who shall be a nonvoting member of the Executive Committee) and any others as selected by the Board Chair and approved by the Board of Directors. The ED of the Corporation shall also be a nonvoting member of the Executive Committee.

Section 9.2 Authority. The Executive Committee is authorized to transact the business of the Corporation between regular Board of Directors' meetings, making decisions which cannot wait for regular Board of Directors' meetings. The Executive Committee shall review the performance of the ED at least annually. The executive committee shall not have the power to amend bylaws, elect or remove board members, hire or fire the ED, approve or change the budget, or make major structural decisions (add or eliminate programs, approve mergers or dissolve the corporation), unless specifically authorized by the full board to act for it between meetings. Reports of actions taken by the Executive Committee shall be made at the next regular Board of Directors' meeting. Minutes of the Executive Committee must be kept and submitted to the Secretary.

Section 9.3 Annual Meeting. The Executive Committee plans and conducts the annual meeting of the Board of Directors.

ARTICLE 10 - OTHER COMMITTEES

Section 10.1 Creation of Committees. The Board of Directors shall create the committees established in these Bylaws and any others deemed necessary to carry out the policies and

programs of the Corporation. Each duly elected Director shall be a member of at least one committee. All Committees must have a member of the Board of Directors. There must be three people in each committee. Except where otherwise noted, designated staff members and other persons who are not members of the board may serve on committees. When exercising powers of the Board, only Committee members who are members of the Board may vote. When making recommendations to the Board, all Committee members except staff members may vote. The Board shall approve all Committee Chairs at its annual meeting.

Section 10.2 Governance Committee. The Governance Committee shall nominate officers and directors for election and shall be responsible for ongoing review and recommendations to enhance the policies, participation, performance and future viability of the Board of Directors. The Governance Committee will consist solely of members of the Board of Directors and shall not include the Chair or Vice Chair of the Board; one or more designated staff members may serve as staff to the Governance Committee. The Governance Committee members shall be elected at the annual Board of Directors' meeting. The members of the Governance Committee shall choose their own chair by majority vote.

Section 10.3 Finance Committee. The Finance Committee shall review all financial statements and reports, approve decisions to obtain bank loans, interact with the outside auditors, assure adequate insurances are in place to protect the Corporation, its Employees, Officers and Directors, and monitor preparation of all financial plans and forecasts. The Finance Committee shall be chaired by the Treasurer. Three Board of Directors will compose this committee.

Section 10.4 Audit Committee. The Audit Committee shall review and analyze the financial statements and audit for the previous year and submit their findings and recommendations to the Board of Directors. The Treasurer may not serve on the Audit Committee. Each year, the Board Chair shall select three (3) or more persons to serve on an Audit Committee and designate one of them as the Chair

Section 10.5 Resource Development Committee. The Resource Development Committee shall have the responsibility of seeking funds necessary for the operation and maintenance of Forge Teams. This function may be accomplished by seeking funds through governmental budgets, grants, corporate sponsors, personal contributions, in-kind services, special fundraising events and similar resources. A member of the Board shall serve as Chair and voting member of this committee.

Section 10.6 Equity Modeling Committee: This committee's function is to advise the Board of Directors with programmatic objectives relating to equity. They will operationalize and evaluate what it means to approach sports from an equity mindset.

Section 10.7 Leadership Committee: This committee's function is to advise the Board of Directors with programmatic objectives for leadership initiatives. This committee shall provide guidance and input on the creation of events and programs and work with the Equity Modeling Committee on measurements and outcomes.

Section 10.8 Appointments to Standing Committees. Except for the Executive, Governance and Audit Committees, members of each standing committee shall be appointed by the Committee

Chair, in consultation with the Chair of the Board. Persons who are not members of the Board of Directors may serve on committees other than the Executive and Governance Committee.

Section 10.9 Ad Hoc Committees. The Board of Directors by resolution may from time to time designate ad hoc committees (also known as task forces) for specific purposes. The resolution designating the committee shall state its purpose and provide for its termination. Ad hoc committees may also be established by the Board Chair at his/her discretion.

Section 10.10 Responsibilities Generally.

- a) Each Committee Chair is required to attend Board of Directors' meetings when requested by the Board of Directors.
- b) A designated Board of Directors' member shall be present at all regularly scheduled committee meetings, if possible.
- c) All committees are directly accountable to the Board of Directors and shall report to the President/ED and the Executive Committee.
- d) A written summary or minutes of all standing committee meetings shall be kept and submitted to the Board of Directors for deposit with the Secretary.

Section 10.11 Term of Office. Each member of a committee shall serve for one year until the next annual meeting of the Board of Directors and until a successor is appointed, unless the committee is sooner dissolved.

Section 10.12 Vacancies. Except for the Executive Committee, vacancies in the membership of committees may be filled by the Committee Chairs, in consultation with the Chair of the Board. Executive Committee replacements require a vote of approval by the Board of Directors.

Section 10.13 Rules. Each committee may adopt rules for its meetings not inconsistent with these Bylaws or with any rules adopted by the Board of Directors.

ARTICLE 11 - LIMITATION OF LIABILITY

Section 11.1 Limitation of Liability. The Board of Directors and Officers shall be immune from personal liability with respect to all acts done and actions taken in good faith within the scope of their authority. The private property of the Board of Directors and its Officers shall be exempt from debts and other liabilities of the Corporation.

Section 11.2 Conflict of Interest. The Board of Directors has adopted the conflict of interest policy, which may be amended from time to time, and is attached as Exhibit A and incorporated herein.

ARTICLE 12 - INDEMNIFICATION

The Corporation shall indemnify any and all of its existing and former Directors and Officers to the fullest extent permitted by Chapter 55A of the North Carolina Nonprofit Corporation Act. If the North Carolina Nonprofit Corporation Act is amended to authorize corporate action broadening the Corporation's ability to indemnify its Directors and Officers, the Corporation shall indemnify its existing and former Directors and Officers to the fullest extent permitted by

the North Carolina Nonprofit Corporation Act, as amended. Any repeal or modification of this Article 12 shall not adversely affect any right or protection of any existing or former Director or Officer of the Corporation existing hereunder with respect to any act or omission occurring prior to or at the time of such repeal or modification.

ARTICLE 13 - AMENDMENTS OF BYLAWS

The Bylaws may be amended or added to at any meeting by a two-thirds (2/3) vote of the Directors present at a meeting at which a quorum exists provided a one (1) month notice of the proposed changes has been given to the Board of Directors in writing, and that copies of these proposed changes have been sent to Directors along with the notice of the meeting at which they are to be voted on.
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Certified a true and correct copy of the Bylaws was adopted on by the Board of Directors of Forge Foundation Inc.

Secretary