

**BYLAWS**  
**OF**  
**FALCONBRIDGE ALLIANCE, INC.**

**ARTICLE I**  
**PURPOSES**

The objects and purposes for which the corporation is formed are those set forth in its Articles of Incorporation. In general, these objects and purposes shall be to provide a unifying organization for the entire Falconbridge community located in Durham, North Carolina and to enhance the quality of life in the entire Falconbridge community by providing a variety of educational, community service, recreational, fraternal and social opportunities and services for its Members for their enhancement, recreation, pleasure and other non-profit purposes consistent with the law governing corporations formed to comply with Section 501(c)(7) of the Internal Revenue Code. This shall include the opportunity for commingling and personal contact among Members for these purposes. The corporation shall not provide goods and services to the general public or provide its services on a commercial or for-profit basis. Additionally, the corporation shall be the sole member of and oversee and supervise the operations of Falconbridge Village Association, Inc. as is deemed necessary and prudent by the Board of Directors and as is consistent with the status of Falconbridge Village Association, Inc. as a Section 501(c)(3) corporation in accordance with the Internal Revenue Code and its authorizing documents. It shall be a goal of the corporation to include on any board of directors and/or executive committee directing the operations of the Falconbridge Village Association, Inc. some persons who are actively involved in the operations and activities of that Association.

**ARTICLE II**  
**BOARD OF DIRECTORS**

**General Powers.** The business and affairs of the corporation shall be managed by its Board of Directors. The initial Board of Directors of the Corporation shall be as set out in the Articles of Incorporation.

**Number and Term.** The number of directors constituting the Board of Directors shall initially be nine (9), but may be fixed or changed, within a minimum of five (5) and maximum of fifteen (15), by the Board of Directors. Each director shall be elected for a three-year term and until his successor is elected and qualifies. Provided, however, the terms of each member of the Board of Directors first selected after the formation of the Corporation may be adjusted to be shorter in order to expire sequentially over a period of years and/or to coordinate with the Board of Directors terms of office for Falconbridge Community Association, Inc. and/or Falconbridge Village Association, Inc. The Board of Directors shall be divided into three classes with staggered terms, with each class as nearly equal in number as may be. Accordingly, approximately one-third of the directors' terms of office shall expire each year. Any person

who is elected to replace a director whose term has expired shall be elected to serve a three-year term. Any person elected to replace a director who dies, resigns or is removed 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 three-year terms.

**Qualifications of Directors.** Directors shall be regular members of Falconbridge Community Association, Inc. or Falconbridge Homeowner's Association, Inc. who have paid the dues of the corporation required for membership. It shall be a goal of the corporation that the members of the Board of Directors from each of these membership groups be approximately proportional to the number of members of the corporation who are regular members of Falconbridge Community Association, Inc. as compared to the number of members of the corporation who are regular members of Falconbridge Homeowner's Association, Inc. as this may change from time to time. Three of the members of the Board of Directors shall be the currently serving members of the Board of Directors of Falconbridge Community Association, Inc. Three of the members of the Board of Directors shall be selected, to the extent reasonably possible, from persons who have been nominated in accordance with the advice of the Board of Directors of Falconbridge Homeowner's Association, Inc. Three of the members of the Board of Directors shall be members of the Corporation at large selected from the regular members of Falconbridge Community Association, Inc. and Falconbridge Homeowner's Association, Inc. in such numbers as to comply with the goal of proportional membership of the Board of Directors stated above. Further, in the event the number of members of the Board of Directors is changed, the proportion of members from each of these membership groups shall be adjusted, to the extent reasonably possible, to maintain the same type of proportionality as stated herein.

**Election of Directors.** The directors shall be elected by the vote of the Members and those persons who receive the highest number of votes at a meeting at which a quorum is present shall be deemed to have been elected. If any director so demands, the election of directors shall be by ballot. The election process shall be organized in a way that is intended to meet the goals of proportional representation of membership groups set out in this Article.

**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 foregoing, 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.

**Vacancies.** Any vacancy occurring among the directors may be filled 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.

**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 or in carrying out directions of the Board.

## ARTICLE III

### MEMBERS

**Members.** The members of the corporation shall be strictly limited to those persons who are members of Falconbridge Community Association, Inc. or of Falconbridge Homeowner's Association, Inc. and who have paid their annual membership dues to the corporation (referred to herein, individually, as a "Member," and collectively, as the "Members").

**Member Rights.** The Members shall have only those voting and other rights expressly set forth in these bylaws or required by law.

## ARTICLE IV

### MEETINGS OF THE MEMBERS

**Regular Meetings.** A regular meeting of the Members shall be held annually at the principal office of the corporation, or at such other place in Orange or Durham County, North Carolina, as may be designated by the Board of Directors or by 10% of the Members, for the purpose of electing directors and conducting such other business as may properly come before the Members. In addition, the Board of Directors or 10% of the Members may provide, by resolution, the time and place in Orange or Durham County, North Carolina, for the holding of additional regular meetings of the Members.

**Special Meetings.** Special meetings of the Members may be called by or at the request of the Board of Directors or 10% of the Members. Such a meeting may be held in Orange or Durham County, North Carolina, as designated by the persons calling the meeting.

**Notice of Meetings.** The Members shall receive notice of any meeting not fewer than 5 days prior to the meeting in a writing either (1) delivered personally to each Member, or (2) sent to each Member by United States mail, facsimile or electronic mail. Any such notice shall be sent to each Member at his address, facsimile number or electronic mail address as shown on 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 or electronic mail, such notice shall be deemed delivered upon delivery to the facsimile account number or electronic mail server of the recipient. Notice of meetings need not specify the purpose for which the meeting is called. Notwithstanding the foregoing, the Board of Directors may designate in advance of any meeting of the Members any other notice period or delivery method that shall be fair and reasonable under the circumstances, and such notice period and delivery method shall be deemed valid pursuant to these bylaws.

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

**Quorum.** Ten percent (10%) of the Members shall constitute a quorum for the transaction of business at any meeting of the Members.

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

**Presumption of Assent.** A Member who is present at a meeting of the Members at which action on any matter is taken shall be presumed to have assented to the action taken unless (1) his contrary vote is recorded, (2) his dissent is otherwise entered in the minutes of the meeting, (3) he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof, or (4) he 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 Member who voted in favor of such action.

**Vote by Ballot.** Any action that may be taken at a meeting of the Members may be taken without a meeting if the corporation delivers a written ballot to each Member by United States mail, facsimile or electronic mail. Such ballot shall set forth each proposed action and provide an opportunity to vote for or against each such proposed action. Approval by written ballot pursuant to this section shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the same total number of votes were cast. All solicitations for votes by written ballot shall indicate the time by which a ballot must be received by the corporation in order to be counted. Submission of a written ballot by a Member to the corporation may be satisfied by electronic transmission, including facsimile or electronic mail, provided that such electronic transmission shall either set forth or be submitted with information from which it can be determined that the electronic transmission was authorized by the Member.

## ARTICLE V

### MEETINGS OF DIRECTORS

**Regular Meetings.** A regular meeting of the Board of Directors shall be held at least annually. In addition, the Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings. All meetings of the Board of Directors shall be in Orange or Durham County, North Carolina.

**Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the Chair or of any two directors. Such a meeting may be held in Orange or Durham County, North Carolina, as designated by the person or persons calling the meeting.

**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 10 days prior to the meeting, give written notice thereof delivered personally or sent by United States mail, facsimile or electronic mail to each director at his address, facsimile number or electronic mail 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 or electronic mail, such notice shall be deemed delivered upon delivery to the facsimile account number or electronic mail server of the recipient. Such notice need not specify the purpose for which the meeting is called.

**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.

**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.

**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.

**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 (1) his contrary vote is recorded, (2) his dissent is otherwise entered in the minutes of the meeting, (3) he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof, or (4) he 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.

**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 in writing by all of the directors, whether done before or after the action so taken. Such approval may be evidenced by signature or electronic indicia of assent, and shall be filed with the minutes of the proceedings of the Board.

**Committees of the 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 certain directors to constitute an Executive Committee and any other committees, each of which, to the extent authorized by law and provided in such resolution, shall have and may exercise all of the authority of the Board of Directors in the management of the corporation; provided, however, that no committee of the Board shall (a) authorize or approve any appropriation or monetary or other distribution; (b) authorize or approve any dissolution, merger or sale, pledge, transfer or other distribution of all or substantially all of the corporation's assets; (c) elect, appoint or remove any directors, officers, committee chairmen or committee members, or the Chair, or fill any vacancy; (d) adopt, amend or repeal the articles of incorporation or the bylaws; or (e) engage in any other act not specifically delegated to such committee by these bylaws or by resolution 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.

**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

**Officers of the Corporation.** The officers of the corporation shall consist of a Chair, one or more Vice Chairs, a Secretary, a Treasurer and other officers as the Board of Directors may elect. Any two or more offices may be held by the same person, but no officer may act in more than one capacity where action of two or more officers is required.

**Election and Term.** The officers of the corporation shall be elected from the Members 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.

**Compensation of Officers.** Officers of the corporation shall not be compensated, and no officer shall serve the corporation in any other capacity and receive compensation therefor unless such compensation shall be authorized by the Board of Directors.

**Removal.** Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby.

**Chair.** The Chair shall oversee the activity of the Board of Directors and, when present, preside at all meetings of the Board of Directors.

**Vice Chair.** In the absence of the Chair or in the event of his death, inability or refusal to act, the Vice Chair, unless otherwise determined by the Board of Directors, shall perform the duties of the Chair, and when so acting shall have all the powers of and be subject to all the restrictions upon the Chair. If there is more than one Vice Chair, the Board of Directors shall determine which shall perform the duties of the Chairman in the instances described above. The Vice Chair shall perform such other duties as may be assigned to him by the Chair, by the Board of Directors, or by these bylaws.

**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 executed on behalf of the corporation which require the seal of the corporation; and (d) in general perform all duties incident to the office of secretary and such other duties as may be assigned to him by the Chair, by the Board of Directors, or by these bylaws. The Secretary may be assisted in the discharge of the duties described herein by professional staff and other persons as the Board deems necessary or desirable.

**Treasurer.** The Treasurer 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 depositories as shall be selected in accordance with the provisions of these bylaws; and (c) in general, perform all of the duties incident to the office of treasurer and such other duties as may be assigned to him by the Chair, by the Board of Directors, or by these bylaws. The Treasurer may also serve as the Treasurer of Falconbridge Community Association, Inc. and of Falconbridge Village Association, Inc. The Treasurer may be assisted in the discharge of the duties described herein by professional staff and other persons as the Board deems necessary or desirable.

## ARTICLE VII

### CONTRACTS, LOANS, CHECKS, DEPOSITS AND GIFTS

**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.

**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.

**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 be determined by resolution of the Board of Directors. In the absence of such resolution, such instruments shall be signed by the Treasurer or by the Chair.

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

**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

### OFFICES

**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.

**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.

## ARTICLE IX

### GENERAL PROVISIONS

**Seal.** The 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.

**Indemnification.** Any person who at any time serves or has served (1) as a director, officer, employee or agent of the corporation, or (2) at the request of the corporation, in such capacity 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, brought by a third party 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. Such person shall not be indemnified by the corporation against suits 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, unless such person is found blameless by a court of law or other properly constituted tribunal.

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.

**Fiscal Year.** The fiscal year of the corporation shall be October 1 through September 30.

**Amendments.** Except as otherwise provided herein, these bylaws may be amended or repealed and new or amended bylaws may be adopted by the affirmative vote of two-thirds of the directors then holding office at any regular or special meeting of the Board of Directors at which a quorum is present, provided that at least 10 days' written notice is given of the intention to alter, amend, repeal or adopt new bylaws at such meeting.



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

**In witness whereof the Secretary of the Corporation has signed this BYLAWS OF FALCONBRIDGE ALLIANCE, INC. as adopted at the October 10, 2016 Regular Meeting of the Board of Directors of the Corporation and shall record this BYLAWS OF FALCONBRIDGE ALLIANCE, INC. in the records of the Corporation.**

  
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Roger Bernholz, Secretary