

**BY-LAWS OF THE  
UPPER LAUREL COMMUNITY ORGANIZATION, INC**

**ARTICLE 1, NAME AND LOCATION**

These are the By-Laws of the Upper Laurel Community Organization, Inc. (hereafter referred to as "ULCO"). It shall embrace the geographical area known as "Upper Laurel" located in NE Madison County, North Carolina. Hereafter such reference will be "Upper Laurel". The address of the ULCO shall be 271 Laurel Valley Road, Mars Hill, NC 28754.

**ARTICLE II, PURPOSE**

The ULCO is formed to acquire and manage real and personal property to be used for the mental, moral, social and physical betterment of the people of Upper Laurel and to use that property to improve the health, welfare and living conditions of the residents of Upper Laurel; and to make the Upper Laurel community a more desirable place to live and in which to bring up children. The ULCO is to represent the Upper Laurel area in areas such as tourism, trade and commerce to the extent that these activities affect community residents.

The purposes of the ULCO is limited to the following:

1. To acquire and maintain property needed to construct, maintain and operate a Community Center to serve the Upper Laurel community;
- 2, To cooperate with local community organization and local, regional and state community development organizations.
3. To represent the community in matters of tourism, trade and commerce to the extent that these activities affect community residents.

**ARTICLE III, MEMBERS**

all persons and organizations within the geographical area that express interest and wish to share its program shall be eligible for membership. A roster of members shall be maintained.

**ARTICLE IV, MEETINGS**

- a. Annual Meeting. An annual meeting of members shall be held for consideration of appropriate business; and election of and/or report open election of Officers and Board of Directors. The Annual Meeting shall be held during the month of November with the date, time and place determined by the Board of Directors.
- b. General Meeting. Regular general meetings shall be held as determined by the Board of Directors.

c. Conduct of Meetings. "Robert's Rules of Order, Revised" shall govern the conduct of all meetings of members unless as specifically covered by these By-Laws or as may be required by the statutes of North Carolina.

d. Attendance. All meetings shall be open to all members except when personnel or disciplinary matters are to be discussed.

## **ARTICLE V, VOTING RIGHTS**

### Section 1. Voting Rights

All members are eligible to vote.

## **ARTICLE VI, BOARD OF DIRECTORS**

### Section 1. The Board

The club shall be managed by a Board of Directors (hereafter, Board). The Board shall consist of the administrative officers of the ULCO and (3) three "at large" members. (2022 amendment to By-Laws changed "at large" members from 5 to 3.)

### Section 2. General Powers

The responsibility of the Board shall include, but not be limited to the following:

- a. Select the Officers of the organization from among the Board's membership.
- b. Approve appointments of committees when designated.
- c. Provide for administrative functions related to the ULCO; authorize the entering into contracts, leases, conveyances, deeds and notes.
- d. Approve a depository or depositories for ULCO funds and determine the manner in which drafts and other instruments for the payment and receipt of funds of the ULCO shall be executed.

### Section 3. Term of Office

Members of the Board shall be elected for a term of two (2) years.

### Section 4. Nomination and Election

- a. A Nominating Committee of three (3) members shall be appointed not less than 1 month before the Annual Meeting.

b. The Nominating Committee shall submit its report of nominees to the Board and to the membership at the Annual Meeting. Nominations from the floor may be accepted.

c. The election shall be held by secret ballot or by a show of hands at the time of the Annual Meeting. Proxy voting is permitted.

d. The candidates receiving the largest number of votes cast shall be declared elected to the Board and, in the case of a tie vote as to the last position to be filled, a second ballot or show of hands shall be held to break the tie and elect the director.

#### Section 5. Appointment

a. Absent approved procedures for nomination and election, the existing President may appoint such officers and Board as may be deemed necessary for operation of the ULCO. No such appointee shall serve past the next General Election; unless duly elected at that election. The President may appoint members to fill vacant seats.

### **ARTICLE VII, OFFICERS**

#### Section 1. Officers

The internal officers of the club shall be a President, Vice-President, Secretary and Treasurer.

a. President. The President shall preside at all meetings of the Board and of the ULCO. The President shall rule on all parliamentary procedures and shall represent the organization in contacts with other bodies.

b. Vice-President. The Vice-President shall perform all duties as shall be delegated and shall serve in the absence of the President.

c. Secretary. The Secretary shall be responsible for keeping a record on the proceedings of the club business and serving as the custodian for same. The Secretary shall countersign all deeds, leases and conveyances executed by the ULCO, affix the seal of the Corporation thereto and to other papers which shall require the seal. The Secretary shall act as Historian of the organization and shall keep all books, papers, records and documents belonging to the ULCO. The Secretary shall conduct all official correspondence of the organization. Although the duties may be delegated, the responsibility for same resides with the Secretary.

d. Treasurer. The Treasurer shall be responsible for all ULCO funds; deposit of funds in the approved depository; and pay funds upon request. A current record shall be maintained which identifies all financial transactions to date by budget category. The Treasurer shall assume responsibility for development and presentation of the annual budget for Board approval. Although duties may be delegated, the responsibility for same resides with the Treasurer.

e. Additional Officers and Trustees. The Board may provide for the appointment of additional Officers and Trustees as they may deem for the best interest of ULCO. Any two officers may be held by one person. Officers shall perform such additional or different duties as shall from time to time be imposed or required by the Board or by the By-Laws.

## **ARTICLE VIII, MEETINGS AND QUORUM OF THE BOARD**

Section 1. Regular Quorum. A majority of the Board membership shall constitute a quorum for the transaction of business. A quorum being present, a vote of the majority of those present shall constitute the action of the Board except as specifically may be required in other parts of these By-Laws.

Section 2. Special Quorum. There are certain circumstances and times of the year when it is impossible to get a quorum. In such cases the President is empowered to poll Board members to assess the sentiment of the Board on a particular matter necessitating Board attention. When responses are determined in such a manner, it shall be duly noted in the records maintained by the Secretary. All such actions taken must be reaffirmed at the next constituted meeting of the Board.

## **ARTICLE IX, EXECUTIVE COMMITTEE**

The Executive Committee shall consist of the Board and all standing committee chairman.

## **ARTICLE X, FISCAL YEAR**

The fiscal year of the club shall end on December 31.

## **ARTICLE XI, AMENDMENTS**

Section 1. Proposing Amendments. Amendments to the By-Laws shall be proposed by either a majority of the Board or by signed petition of no less than twenty-five (25) eligible voters. The proposed amendment must be reduced to writing and transmitted to the membership in attendance at any meeting which action on the amendment is to be taken.

Section 2. Adoption of the Amendments. A resolution adopting a proposed amendment shall be approved by the eligible voters at a meeting of the ULCO. The amendment shall be deemed adopted if approved by two-thirds of the members present.

Section 3. Effective Date. An amendment shall be effective upon adoption unless otherwise stated in the resolution adopting the amendment.

## **ARTICLE XII, MISCELLANEOUS PROVISIONS**

Section 1. Conflict of Interest. No contract or other transaction between the ULCO and one or more of its trustees or officers, or between the ULCO and any other corporation, firm, association or other entity in which one or more of the trustees or officers are directors, or have a substantial financial interest, shall be approved by a vote of the Board or any committee thereof if such trustee or trustees or officer or officers (hereinafter called "interested trustee or trustees") are present at the meeting of the Board, or a committee thereof, which authorizes such contract or transaction, or his or her votes are counted for such purpose. unless:

a. The material facts as to such trustee's or officer's interest in such contract or transaction and as to any such common directorship, officership, or financial interest are disclosed in good faith or are known to the Board or committee, and the Board or committee authorizes such contract or transaction by unanimous written consent, provided at least one trustee so consenting is disinterested, or by a majority vote without counting the vote or votes of such interested trustee or officer even though the disinterested trustees are less than a quorum; or

b. The material facts as to such trustee's or officer's interest in such contract or transaction and as to any such common directorship, officership or financial interest are disclosed in good faith or are known to the members entitled to vote thereon, if any, and such contract or transaction is authorized by a majority vote of such members, shall be authorized and empowered to pay reasonable compensation for services rendered to the ULCO and to make payments and distribution in furtherance of the purposes set forth herein. The ULCO may be, dissolved and its assets and liabilities liquidated in such manner as the Board of Directors shall resolve, provided that upon dissolution after payment of all debts, no part of the remaining assets may be distributed to any trustee, member or officer of the ULCO but shall be distributed as the Articles of Incorporation direct in accordance with such laws and regulations as may be applicable thereto, provided, however, that the distribution must be to another organization exempt under Section 501 (C)(3) of the United States Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law), or to the United States, state, or local governments, for a public purpose.

Adopted October 8, 2013 and Page One amended on August 4, 2014.

Article VI. Board of Directors, Section 1. The Board (5 At Large Members reduced to 3 At Large Members) amended June 6, 2022.