

# ***Solid Rock Recreation of Cleveland County North Carolina Bylaws***

## **Article I: Legal Authority**

Solid Rock Recreation of Cleveland County North Carolina is chartered as a nonprofit corporation under and by virtue of the laws of the State of North Carolina, as contained in Chapter 55a of the General Statutes of North Carolina, (Nonprofit Corporation Act). In accordance with Internal Revenue Code of 1986 Section 501(c)(3), the purposes of this corporation are limited to religious practices, including recreation with the youth (Ages 13-18), children (Ages 7-12), and not-for-profit activities.

## **Article II: Name and Location**

**Section 1: Official Name** - Solid Rock Recreation of Cleveland County North Carolina

**Section 2: Assumed Name** - For purposes of advertising and promotion, the corporation may at times utilize the assumed name of “Solid Rock Recreation” however, the official name shall remain the binding corporate name to transact business.

**Section 3: Location** - The principal office of the corporation and its registered agent shall be located in Kings Mountain, Cleveland County, NC 28086 USA at PO Box XXX. This designation may be changed from time to time only by official action of the Board of Directors with the filing of an appropriate certificate with the North Carolina Secretary of State.

## **Article III: Purpose**

**Section 1: Mission** - The purpose of the corporation is for children, youth, and volunteering adults to Learn, Play, and Pray through indoor and outdoor recreation opportunities and to grow the Kingdom of Christ. Our Core values include happiness, encouragement, respect, and care toward others in our community.

**Section 2: Restrictions** - No activity of the corporation shall support political campaigns on behalf of any candidate for public office; restrict membership on the basis of race, religion, gender or national origin; or do anything to disqualify its tax-exempt status pursuant to Code of 1986 Section 501(c)(3) of the United States’ Internal Revenue Code.

## **Article IV: Membership**

**Section 1: Eligibility** - Any person expressing an interest in participating in the programming of this corporation can do so in the capacity of being a minor age participant or an adult recreation leader/member and a resident of Cleveland or Gaston County North Carolina. A participant or member-in-good standing shall have access to programming services as defined by the Board of Directors. Participant’s age requirements will be fixed at 18 years and younger with the option to expand participation to adult ages in the future. Adult Recreation Volunteer Leadership will be recruited and maintained as additional members of the corporation.

**Section 2: Participant Fees, Fundraising, Grants, and Donations** - Participant fees shall be invoked to support programming efforts and refreshment replenishment for programming participants. Fundraising, grant acquisitions, and financial donations will be accepted from outside sources to support recreation equipment management and replenishment. Monies will not go toward time spent by volunteer adult leaders in the corporation or to members on the Board of Directors. As the corporation grows over time, the need may arise for installing a managing director to further carry out the programming duties of the corporation and managing volunteers which will be motioned and voted on by the Board of Directors posing new financial compensation responsibilities against the corporation.

**Section 3: Church Partnerships** - The Corporation and its Board of Directors will work to form partnerships and property use agreements with area churches in utilizing their christian activities facilities to conduct the recreational activities of the corporation. Also, for churches to become officially affiliated with the corporation, a leading representative from any respective church (any paid church staff or church volunteers) will need to reside on the Board of Directors or become an active Adult Recreation Leader Volunteer.

**Section 4: Safety Measures** - The corporation will take appropriate measures to provide the utmost safety toward its adult recreation leadership volunteers and all of its participants. All leadership roles operating in the corporation must undergo mandatory background checks to ensure safe sanctuary and follow rules of good conduct prohibiting any degrees of physical or verbal assault toward its participants. Youth and Children will be required to check-in and check-out in order to participate. A parent/guardian will fill out an initial registration and a behavioral codes of conduct form for the minor(s) identified to check them in and will provide a 4-digit access number code to be used by them or by another guardian/relative/friend to utilize in order to check them out. Any infractions to the behavioral codes of conduct by the minor will be reported to the legal parent(s) or guardian(s) immediately by the program leadership. Recurrence of infractions could lead to expulsion of the minor from the program.

A Cultural Operations Protocol will be developed and used by the corporation to manage daily activities of the program.

## **Article V: Board of Directors**

**Section 1: Governance** - The business, property and programs of this corporation shall be managed and controlled by a Board of Directors consisting of not less than Five and not more than Nine of duly elected voting members. The Board of Directors retain those powers granted under North Carolina Statutes which permit all necessary and convenient actions to affect all the approved purposes for Solid Rock Recreation of Cleveland County North Carolina.

**Section 2: Voting Privileges** – Each Board of Directors member in good standing shall have one vote on motions presented at quarterly meetings of the corporation. Membership is not transferable and does not allow any rights or interest in the assets or income of the corporation. No proxy votes are permitted.

**Section 3: Terms of Office** - Prospective Directors elected at specially called Board of Directors Nominations meeting shall serve a first term of three (3) years which is a frequent choice for appointed positions, providing a balance between stability and allowing for fresh perspectives. A full term commences with the date of election. Directors are limited to two consecutive full terms with an ineligibility period of one year following the expiration of a second full term. Each Director must maintain member-in-good-standing status.

**Section 4: Vacancies** – Vacancies shall include both vacated and unfilled seats on the Board of Directors. Vacancies which occur on the Board shall be filled by the Board of Directors upon recommendation of the Chair for the remaining, unexpired term of an absent Director or for an unfilled seat. Such appointments commence on that date and end at an appropriate and subsequent Board of Directors Meeting. Such Directors appointed for a term of less than two years shall then be eligible for an additional two full terms as defined in these Bylaws.

**Section 5: Attendance Rule** - Each Director is expected to attend all regular meetings of the Board and all special called meetings of the corporation. Those members with three consecutive, unexcused absences as determined by the Chair shall be removed from the Board of Directors. .

**Section 6: Compensation** - Members of the Board of Directors shall be volunteers and shall receive no compensation for their services.

**Section 7: Social Media Oversight** - The Board of Directors Chair will appoint the social media administrator who will have the authority to submit social media posts and programming announcements under the corporation's social media accounts and to the corporation's official website to further promote the corporation. All social media submitters on behalf of the corporation will be required to sign the corporation's social media policy.

**Section 8: Commitment and Ethics Rule** - Each Director must maintain a high commitment to the stated mission and goals of Solid Rock Recreation of Cleveland County North Carolina and exhibit the highest ethical standards in the conduct of business as suggested among nonprofit organizations and the most recent code of ethics established by the corporation which will conduct business with great integrity, respectable behavior toward others, and safeguards the interests of the children, youth, and families served. Those Directors brought into question under this rule shall have a hearing before a special committee of the Board and, when their behavior is judged to be in conflict with the mission or ethical obligations of their role, or found to be incompatible with the best interests of the corporation, shall be removed from the Board of Directors and potentially from the corporation..

Adult Recreation Leaders/Volunteers supporting the corporation will be expected to conduct themselves in a respectable and ethical manner toward all others. When their behavior and actions are judged to be in conflict with the mission or ethical obligations of their role, or found to be incompatible with the best interests of the corporation, they shall be dismissed from the corporation.

## **Article VI: Meetings**

**Section 1: Special Membership Meetings** - Special Membership Meetings of the corporation shall be called and held at the discretion of the Board of Directors.

**Section 2: Meetings & Notice** - As a minimum, regular meetings of the Board of Directors shall be held quarterly according to a schedule announced by the Board Chair at the Annual Meeting. Special called meetings of the corporation shall be held at the discretion of the Chair or by a majority vote of the Board of Directors or upon written request by ten (10) percent of the corporation's members-in-good-standing. Notices for such special meetings shall be provided by telephone, posted mail or email at least seven (7) days before the announced time, date and place.

**Section 3: Quorum & Voting** - A simple majority of Directors being present shall constitute a quorum for the conduct of business with, thereafter, a simple majority vote required for action on motions. Each duly elected Director shall have one vote. Proxy shall not be permitted. At special meetings of the corporation and at the Annual Meeting, the same rules shall apply to all members-in-good standing. Under special circumstances, the Executive Committee may meet by means of electronic conference with all members included simultaneously.

**Section 4: Rules of Order** - Robert's Rules of Order (current edition) shall be followed in all meetings of the corporation and its committees, unless otherwise modified herein by these Bylaws. Minutes of actions taken and members present at such meetings shall be recorded and maintained.

## **Article VII: Officers**

**Section 1: Officers** - Officers of the corporation shall include a Board Chair, a Vice Chair, a Secretary and a Treasurer. All such officers must be duly elected from among voting members of the Board of Directors. No individual shall concurrently hold more than one office.

**Section 2: Election and Term of Office** - Election of officers shall occur each year following recommendations by a Nominating Committee appointed by the Board Chair. Each officer shall be elected by members-in-good-standing present and serve for a period of two (2) years. All vacancies in these offices shall be appointed by the Board Chair, or when absent the Board of Directors, for the remainder of that year.

**Section 3: Duties of Board Chair** - The Chair shall preside at all meetings of the Board of Directors, appoint committee members, exercise general oversight of corporate business and perform such other duties as may from time to time be assigned by the Board of Directors. The Chair, or a designee, may serve as an ex-officio member of those standing and special committees established by the Board. By invitation of the Board, the immediate past Board Chair may serve as a voting member on the Board of Directors for a period of one year.

**Section 4: Duties of Vice Chair** - Upon disability or absence of the Chair, the Vice Chair shall perform the duties of the Board Chair and such other duties as may be assigned by the Board of Directors. The Vice Chair organizes the corporation's special called membership meetings and may serve as an ex-officio member of all committees.

**Section 5: Duties of the Secretary** - The Secretary shall record the minutes of all meetings of the Board of Directors, maintain records of committee meetings, oversee the maintenance of membership lists, provide for the safe keeping of all official contracts and records of the corporation and publish notices of scheduled meetings as required in these Bylaws.

**Section 6: Duties of the Treasurer** - The Treasurer shall be responsible for the prompt deposit of all receipts, an accurate accounting of income and expenditures, and shall present a written financial report to the Board of Directors at quarterly meetings. The Treasurer shall maintain the financial records of the corporation using acceptable accounting practices and shall perform those other duties inherent to the office of Treasurer.

**Section 7: Honorary Titles** - The Board of Directors may from time to time award certain friends of the corporation with honorary titles as it may deem prudent to advance the mission and goals of Solid Rock Recreation of Cleveland County North Carolina. Such honorary titles shall not carry any obligations, powers or duties within this corporation.

## **Article VIII: Standing and Special Committees**

### **Section 1: Committees**

The corporation shall have two types of committees: Standing Committees that address ongoing needs of the corporation and Special Committees that address tasks, issues or needs of a shorter term and/or finite duration. Each committee shall prepare and maintain a written plan of work that has been approved by the Board of Directors. No committee is authorized to make binding decisions for the corporation that are not within its approved plan of work. At each regular meeting of the Board of Directors, there shall be a verbal report from each Standing Committee and Special Committee. Each committee must promptly submit a written record of it to the Secretary of the Board of Directors.

**Section 2: Executive Committee** shall have responsibility to meet on behalf of the full board of directors in matters of personnel issues with urgency and/or expediency as determined by the Chair or at the request of at least three members of the Executive Committee. Except on specific matters requiring full participation of the Board of Directors as stipulated in these Bylaws or in the North Carolina General Statutes, actions of the Executive Committee shall be deemed to be official and binding decisions of the full Board of Directors that three members present (Board Chair, Vice Chair, Secretary, and Treasurer) shall constitute a quorum for voting. Individuals shall serve as long as they hold a qualifying office in the corporation. The Chair of the Board shall be the Chair of the Executive Committee. All meetings and actions of the Executive Committee shall be recorded in writing and presented at the next regular meeting of the Board of Directors.

**Section 3: Special Committees** - Administrative, managerial, advisory and special project committees or subcommittees may be established by the Board Chair as deemed necessary for the efficient operation of the corporation. Each committee thus created shall advise the Board of Directors on matters related to achieving the stated mission and goals of Solid Rock Recreation of Cleveland County North Carolina.

**Section 4: Committee Membership** – The Board Chair appoints all committee members. Recommendations may be offered by committee chairs. Standing Committees must be chaired by a current member of the Board of Directors. Unless otherwise stated in these Bylaws, Standing Committees must have a majority of committee members who are also members-in-good-standing of the corporation.

**Section 5: Terms of Committee Membership** - Members of various committees shall serve one year or until dissolution of the committee. At the discretion of the Board Chair, members of committees may continue to serve until a successor is appointed.

## **Article IX: Finance and Insurance**

**Section 1: Fiscal Year** - The Corporation's financial year shall commence on January 1 to December 31 in each calendar year.

**Section 2: Funds and Property** - All funds and property held by the corporation are maintained in trust for the purposes authorized in its charter and only in accordance with its official Mission and Goals. Bequests, gifts, loans and donations must first meet published corporation guidelines. Each officer, employee, volunteer or its agent, having custody of corporation funds or property, is to be covered by an appropriate fidelity and forgery insurance bond carried at the expense of the corporation.

**Section 3: Records and Reports** - Finances of the corporation shall be maintained in accordance with generally accepted accounting principles and its records shall be kept in such manner as to facilitate the preparation of quarterly financial reports for the Board of Directors and the membership.

**Section 4: Deposits & Disbursements** - Any and all non-payroll disbursements by check or similar money orders will be authorized and signed by the following two representatives: including the Business Manager or such person approved by the Board to serve in that role and any one of the following officers: Chair, Vice Chair, or Treasurer. Disbursements will also be approved by the Board of Directors per action items during the quarterly meetings or by unanimous decision of the Executive Committee on special requests called upon. Amendments will be made in the future to the bylaws to include payroll disbursement responsibilities when they become required.

**Section 5: Review of Financial Statements** - From time to time, the Board of Directors will perform a review of accounting and financial statements of the corporation.

**Section 6: Director and Officer (DAO) and General Liability Insurance** - The Corporation will implement appropriate liability insurance protecting the interests of the Board of Directors and all active participants in the corporation.

## **Article X: Dissolution of the Corporation**

**Section 1: Dissolution Rule** - Following an affirmative vote in favor by two-thirds (2/3) of the corporation membership voting, the Board of Directors shall call a special meeting for the sole purpose to voluntarily dissolve this corporation. At that time all assets and funds, after all liabilities and obligations have been paid, along with all minutes and records, shall be promptly transferred into the custody of an appropriate organization or agency designated by the Board of Directors. In this rule, every attempt will be made to satisfy the corporation's mission.

**Section 2: Optional Rule** - In the event no Board of Directors exist, or the Board of Directors refuse or fail in a reasonable period to dissolve the corporation, upon application by any officer or member, the Superior Court of Cleveland County, North Carolina shall dissolve the corporation in a manner consistent with the above rule and in accordance with Section 501(c)(3) of the Internal Revenue Code of 1986.

## **Article XI: Amendments**

Amendments may be adopted at any given Board of Directors meeting at which a quorum is declared present, provided appropriate notice of the amendment is provided to all members at least ten (10) days prior to said meeting. Amendments to these Bylaws require two-thirds (2/3) approval by those members present and voting. Such amendments take effect as stated in the original motion.

### **HISTORICAL NOTES:**

*Approved by founders and incorporators: TBD*

*Approved by Charter Board of Directors: TBD*

**REVISIONS TO BYLAWS:** *Approved by Board of Directors TBD*