

BYLAWS OF
Southeast North Carolina Herbal Collective, Inc.
A NON-PROFIT CORPORATION WITHOUT MEMBERS

ARTICLE I

Name and Purpose

1.1 *Name.* The name of the organization shall be **Southeast North Carolina Herbal Collective, Inc.**

1.2 *Purpose.* This organization is organized exclusively for charitable, educational and scientific purposes under Section 501(c) (3) of the Internal Revenue Code.

ARTICLE II

Offices

2.1 *Principal Office.* The principal office of the Corporation shall be located at 5 North Sixth Street, Carolina Beach, NC 28428 or at such other location designated by the Board of Directors.

2.2 *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.

2.3 *Other Offices.* The Corporation may have offices at such other places, either within or without the State of North Carolina, as the Board of Directors may designate or as the affairs of

ARTICLE III

Board of Directors

3.1 *General Powers.* The business and affairs of the Corporation shall be managed by its Board of Directors. Except as otherwise expressly provided by law, the Articles of Incorporation, or these Bylaws, all of the power of the Corporation shall be vested in the Board of Directors.

3.2 *Number, Term, and Qualifications.* The initial number of Directors constituting the Board of Directors shall be three. Each Director shall hold office until their death, resignation, retirement, removal, disqualification, or their successor shall have been elected and qualified. Directors need not be residents of the State of North Carolina.

3.3 *Election of Directors.* Directors shall be elected at any annual or special meeting of the Board of Directors by a vote of a majority of the Directors then in office. The election of Directors shall

be a part of the order of business at each annual meeting of the Board of Directors. Each Director elected shall hold office until his successor is elected and qualifies.

3.4 *Powers.* The Board of Directors shall have all powers necessary to manage the affairs of the organization.

3.5 *Removal.* Directors may be removed from office at any time with or without cause by the Directors by such vote as would be required to elect a member of the Board of Directors.

3.6 *Vacancies.* Any vacancy occurring in the Board of 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.

3.7 *Chairman of the Board.* There shall be a Chairman and Vice Chairman of the Board of Directors elected by the Directors from their number at any meeting of the Board of Directors. The Chairman, or in their absence the Vice-Chairman, shall preside at all meetings of the Board of Directors, and each shall perform such other duties as may be directed by the Board of Directors. The Chairman and Vice-Chairman shall be officers of the Corporation.

3.8 *Compensation.* The Board of Directors may compensate Directors for their services as such and may provide for the payment of any or all expenses incurred by Directors in attending regular and special meetings of the Board of Directors. This shall not preclude Directors from serving the Corporation in other capacities and receiving compensation for such other services

ARTICLE IV

Meetings of Directors

4.1 *Annual Meetings.* The annual meeting of the Board of Directors shall be held in September _____, of each year, for the purpose of electing Directors and Officers of the Corporation and for the transaction of any other business properly before the Board of Directors. If the day fixed for the annual meeting shall be a legal holiday, the meeting shall be held on the next succeeding business day that is not a legal holiday. If the annual meeting shall not be held on the day designated by these Bylaws, a substitute annual meeting may be called by or at the request of the Board of Directors and such meeting shall be designated and treated for all purposes as the annual meeting.

4.2 *Special Meetings.* Special meetings of the Board of Directors may be called by or at the request of the Chairman or any two Directors.

4.3 *Place of Meetings.* The annual or any special meeting of the Board of Directors may be held at the principal office of the Corporation or at such other place, either within or without the State of North Carolina, as shall be designated in the notice of the meeting or in a waiver of notice of the meeting signed by all the Directors then in office.

4.4 *Notice of Meetings.* The Secretary shall give notice of each annual meeting of the Board of Directors by mailing, or emailing, such notice to each Director at least ten days before the meeting. The Chairman or other persons calling a special meeting of the Board of Directors shall give notice thereof (or cause the Secretary to give notice) by mailing such notice to each Director at least three days before the meeting. Unless otherwise indicated in the notice thereof, any and all business may be transacted at a meeting of the Board of Directors, except as otherwise provided by law or these Bylaws.

4.5 *Waiver of Notice.* Any Director may waive notice of any meeting, either before or after the meeting. Written waivers of notice shall be filed by the Secretary with the corporate records or as part of the minutes of the 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.

4.6 *Quorum.* A majority of the number of Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

4.7 *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.

4.8 *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 they object at the beginning of the meeting, or promptly upon their arrival, to holding it or transacting business at the meeting or their dissent is otherwise entered in the minutes of the meeting, or unless they either file their written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or forward their written dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. The right to dissent is not available to a Director who voted in favor of such action.

4.9 *Informal Action by Directors.* Action taken by a majority of the Directors without a meeting is nevertheless action of the Board of Directors if written consent to the action in question is signed by all of the Directors and filed with the minutes of the proceedings of the Board of Directors, whether done before or after the action so taken.

4.10 *Participation by Telephone.* Any one or more Directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar communications device that allows all persons participating in the meeting to hear each other. Participation by these means shall be deemed presence in person at the meeting.

ARTICLE V

Officers

5.1 *Officers of the Corporation.* The officers of the Corporation shall consist of a President, a Secretary and a Treasurer. Other officers, including one or more Vice-Presidents (whose seniority and titles, including Executive Vice-Presidents and Senior Vice-Presidents, may be specified by the Board of Directors), Assistant Secretaries, and Assistant Treasurers, may from time to time be elected by the Board of Directors. Any two or more offices, except President and Secretary, may be held by the same person. No officer may act in more than one capacity where the actions of two or more officers are required.

5.2 *Election and Term.* The officers of the Corporation shall be elected by the Board of Directors, and each officer shall hold office for a term of three years.

5.3 *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.

5.4 *Bonds.* The Board of Directors may by resolution require any officer, agent, or employee of the Corporation to give bond to the Corporation, with sufficient sureties, conditioned on the faithful performance of the duties of his respective office or position, and to comply with such other conditions as may from time to time be required by the Board of Directors.

5.5 *President.* The President shall be the chief executive officer of the Corporation and shall be primarily responsible for the implementation of policies of the Board of Directors. They shall have authority over the general management of the Corporation in accordance with these Bylaws, subject only to the ultimate authority of the Board of Directors. They may sign and execute instruments in the name of the Corporation except in cases where the signing and the execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation or shall be required by law otherwise to be signed or executed. In addition, they shall perform all duties incident to the office of the President and such other duties as from time to time may be assigned to them by the Board of Directors.

5.6 *Vice-Presidents.* Each Vice-President, if any, shall have such powers and duties as may from time to time be assigned to them by the Board of Directors. Any Vice-President may sign and execute in the name of the Corporation instruments authorized by the Board of Directors, except where the signing and execution of such documents shall be expressly delegated by the Board of

Directors or the President to some other officer or agent of the Corporation or shall be required by law otherwise to be signed or executed. In the absence of the President or in the event of their death, inability, or refusal to act, the Vice Presidents in the order of their length of service as Vice-Presidents, unless otherwise determined by the Board of Directors, shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President.

5.7 Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors. They shall keep all minutes of all such meetings in books designated for those purposes. The Secretary shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law. They shall be in charge of the books, records, and papers of the Corporation. They shall have custody of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized, and shall sign such instruments as may require their signature. They shall, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to them by the Chairman, by the Board of Directors, or by these Bylaws.

5.8 Assistant Secretaries. In the absence of the Secretary or in the event of their death, inability, or refusal to act, any Assistant Secretary designated by the Chairman, unless otherwise determined by the Board of Directors, shall perform the duties of the Secretary and when so acting shall have all the powers of and be subject to all the restrictions upon the Secretary. The Assistant Secretaries shall perform such other duties as may be assigned to them by the Secretary, by the President or by the Board of Directors. Any Assistant Secretary may sign, with the President or a Vice-President, documents authorized to be signed by the Secretary.

5.9 Treasurer. The Treasurer shall have charge of and be responsible for all funds and securities, receipts, and disbursements of the Corporation, and shall deposit all monies and securities of the Corporation in such banks and depositories as shall be designated by the Board of Directors, provided that the Board of Directors may appoint a custodian or depository for any such funds or securities, and the Board of Directors may designate those persons upon whose signature or authority such funds may be disbursed. The Treasurer shall be responsible (i) for maintaining adequate financial accounts and records in accordance with generally accepted accounting practices; (ii) for the preparation of appropriate operating budgets and financial statements; and (iii) for the preparation and filing of all tax returns required by law.

5.10 Assistant Treasurers. In the absence of the Treasurer or in the event of their death, inability, or refusal to act, any Assistant Treasurer designated by the Chairman, unless otherwise determined by the Board of Directors, shall perform the duties of the Treasurer, and when so acting shall have all the powers of and be subject to all the restrictions upon the Treasurer. They shall perform such other duties as may be assigned to them by the Treasurer, by the President, or by the Board of Directors.

5.11 *Validity of Signatures.* In case any person whose signature shall appear on any bond, note, or other evidence of indebtedness of the Corporation shall cease to be an officer or hold an office different from that held at the time of signature before the delivery of such instrument, such signature shall nevertheless be valid and sufficient for all purposes the same as if they had remained in such office until such delivery.

5.12 *Compensation.* The compensation of all officers of the Corporation shall be fixed by the Board of Directors, and no officer shall serve the Corporation in any other capacity and receive compensation therefore unless such additional compensation is authorized by the Board of Directors prior to the rendition of such services.

ARTICLE VI

Committees

6.1 *Committees of Directors.* The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees to carry out the organization's work. To the extent provided in said resolution, the Committees shall have and exercise the authority of the Board of Directors in the management of the Corporation; provided, however, that no such Committee shall have the authority of the Board of Directors in reference to adopting, amending, or repealing the Bylaws; electing, appointing, removing, or filling the vacancy on such committee or any board or office of the Corporation; adopting, amending, or repealing the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange, . or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Corporation; authorizing any distributions by the Corporation; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee. The designation and appointment of any such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or them by law.

6.2 *Term of Office.* Each member of a committee shall continue as such until the next annual meeting of the directors of the Corporation and until their successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

6.3 *Chairman.* One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

6.4 *Vacancies.* Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

6.5 *Quorum*. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

6.6 *Rules*. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE VII

Contracts, Loans, Checks and Deposits

7.1 *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.

7.2 *Loans*. No loans shall be contracted on behalf of the Corporation and no evidence 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.

7.3 *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, or employee or employees of the Corporation and in such manner, including e document signatures, as shall from time to time be determined by resolution of the Board of Directors.

7.4 *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 Board of Directors may select.

ARTICLE VIII

Dissolution

8.1 *Dissolution*. Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX

Limitation of Activities Clause

9.1 *Limitations.* No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. The corporation shall have no authority to issue capital stock. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code

ARTICLE X

General Provisions

10.1 *Seal.* The corporate seal of the Corporation shall contain the name of the Corporation and shall be in such form as approved by the Board of Directors.

10.2 *Waiver of Notice.* Whenever any notice is required to be given to any Director by law, by the Articles of Incorporation, or by these Bylaws, a waiver thereof in writing signed by the Director or Directors entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

10.3 *Indemnification.* The Corporation shall indemnify its Officers and Directors to the maximum extent required or permitted by Part 5 of Article 8 of Chapter 55A of the General Statutes of North Carolina as from time to time amended, and such officers and directors shall be deemed to have relied upon this.

10.4 *Fiscal Year.* The fiscal year of the Corporation shall be as fixed by the Board of Directors.

10.5 *Amendment of Bylaws.* Except as otherwise provided by law, by the Articles of Incorporation or herein, these Bylaws may be amended or repealed and new Bylaws may be adopted by the affirmative vote of a majority of the Directors then holding office at any annual or

special meeting of the Board of Directors; provided, however, that notice of the proposed action shall have been included in the notice of the meeting or shall have been waived as provided in these Bylaws.

We, the undersigned, are all the initial Directors of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the ____ preceding pages, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Board of Directors on this ____ day of _____, 2025.

Director

Director

Director