****

**Town of Cary CERT Association**

**BY-LAWS**

**TABLE OF CONTENTS**

**ARTICLE I: NAME OF ORGANIZATION**

**ARTICLE II: GOALS AND OBJECTIVES**

**ARTICLE III: ORGANIZATION**

**SECTION A: NON-PROFIT**

**SECTION B: POLICIES AND PROCEDURES**

**SECTION C: GEOGRAPHIC REGION**

**SECTION D: OFFICIAL YEAR**

**ARTICLE IV: BY-LAWS**

**SECTION A: AMENDMENTS**

**SECTION B: VOTING ON AMENDMENTS**

**ARTICLE V: MEMBERSHIP**

**SECTION A: ELIGIBILITY**

**SECTION B: LIMITS ON PERSONAL LIABILITY**

**SECTION C: DUES AND FEES**

**SECTION D: TERMINATION OF MEMBERS**

**SECTION E: NON-DISCRIMINATION**

**ARTICLE VI: MEETINGS AND VOTING**

**SECTION A: ANNUAL MEETINGS**

**SECTION B: BOARD MEETINGS**

**SECTION C: SPECIAL BOARD MEETINGS**

**SECTION D: MEMBERSHIP MEETINGS**

**SECTION E: ELIGIBILITY TO VOTE**

**SECTION F: QUORUM FOR MEMBER MEETINGS**

**ARTICLE VII: BOARD OF DIRECTORS**

**SECTION A: LENGTH OF TERM**

**SECTION B: ELECTION OF DIRECTORS**

**SECTION C: VOTING ON REMOVAL OF DIRECTORS**

**ARTICLE VIII: OFFICERS**

**SECTION A: ENUMERATION OF OFFICERS**

**SECTION B: ELECTION OF OFFICERS**

**SECTION C: TERM**

**SECTION D: COMPENSATION**

**SECTION E: SPECIAL APPOINTMENTS**

**SECTION F: RESIGNATION AND REMOVAL**

**SECTION G: VACANCIES**

**SECTION H: LEGAL RESPONSIBILITIES**

**ARTICLE IX: DUTIES OF OFFICERS**

**SECTION A: PRESIDENT**

**SECTION B: VICE PRESIDENT**

**SECTION C: SECRETARY**

**SECTION D: TREASURER**

**ARTICLE X: FINANCES AND ASSETS**

**SECTION A: ACCOUNTS**

**SECTION B: BUDGET**

**SECTION C: ACCOUNTING PRINCIPLES**

**ARTICLE XI: LIMITED LIABILITY**

**ARTICLE XII: DISSOLUTION**

# ARTICLE I: NAME OF ORGANIZATION

The name of the organization or association is Town of Cary Community Emergency Response Team Association, herein known as Cary CERT Association.

# ARTICLE II: GOALS AND OBJECTIVES

The goals and objectives of this Association, in the Wake County, N.C. area, are to:

* Educate citizens in the community to be prepared to take care of themselves; family, friends, and neighbors in the event of a disaster of any type until trained emergency responders can arrive.
* Establish the Cary Community Emergency Response Team as an emergency management resource of volunteers to help during an emergency.
* Equip and supply Cary CERT members with training and materials for disaster planning and preparedness to achieve their maximum potential to save lives and property when called upon.
* Help government agencies that request volunteer services within our scope of practice and training.
* Establish functional relationships with the local government and emergency management officials in our area.
* Conduct training exercises for Cary CERT members and the general community during special events.
* Publicize Cary CERT activities and programs to promote awareness of and support for the Cary CERT programs among government entities, businesses, communities, and individuals in the Town of Cary.
* Raise funds and solicit resources needed by Cary CERT Association and its members to achieve its goals and objectives.
* Meet any needs of other Cary CERT Programs and CERT Teams in our area as they are identified.
* Grow and maintain the Cary CERT Association membership.

# ARTICLE III: ORGANIZATION

**SECTION A – Non-Profit**

1- Cary CERT Association is a non-profit, non-partisan organization comprised of volunteer citizens who are affiliated with the CERT program.

2- Cary CERT Association only sponsors or participates in activities which are permitted by organizations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code. These provisions also apply to any future tax code.

3- Cary CERT Association only sponsors or participates in activities which are permitted by organizations that accept deductible contributions under section 170(c)(2) of the Internal Revenue Code.

4- Cary CERT Association is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the Goals and Objectives of the Association as set forth in Article II.

Cary CERT Association will **not** as a Non-Profit:

1- Be conducted for profit and no part of earnings, dues, or donations will go for the benefit of any member, director, officer, or other private person, except as stated in Article III, Section A, paragraph 4.

2- Participate in, or intervene in, including publishing or distribution of statements, any political campaign on behalf of, or in opposition to, any candidate for public office.

3- We do not disseminate propaganda or attempt to influence legislation or referendum before the public. This includes any statements or publications that we may distribute.

**SECTION B – Policies and Procedures**

The Board of Directors reviews and votes on a set of policies of all training and operational procedures. Upon approval, the Board of Directors reviews and either accepts or rejects with comment by majority vote.

**SECTION C – Geographic Region**

Cary CERT Associations geographic operational region includes all incorporated and unincorporated areas of Cary, North Carolina. Cary CERT Association may be deployed, by mutual consent, to other operational areas as needed and necessary.

**SECTION D - Official Year**

The Cary CERT Association’s fiscal year begins on the 1st day of January and ends on the last day of December. The Cary CERT Association’s official year begins on the 1st day of January and end on the last day of December.

# ARTICLE IV: BY-LAWS

The elected members of the Cary CERT Association Board of Directors will adopt a set of By-Laws and assist in conducting the objectives of the Association.

**SECTION A – Amendments**

Subject to the power of the members of this Association to adopt, amend, or repeal the By-Laws of this Association, and except as may otherwise be specified under provision of law, these By-Laws in whole or in part, may be altered, amended, or repealed and replacement or added to be adopted on the approval of the Board of Directors.

Suggested amendments to the By-laws must be submitted in writing to the Secretary and will be acted upon within two months.

**SECTION B – Voting on Amendments**

For By-Law revisions presented via member petition as per ARTICLE IV: By-Laws, two-thirds (2/3) vote of approval of Voting Members present in person at the annual meeting is required for amendment to the By-Laws.

All Board of Director amendments are presented to the membership at the annual meeting for review and discussion. In the event a member wishes to petition for any change to the Board of Director amendments, they will petition in accordance with ARTICLE IV: Revisions to By-Laws are voted on by the Board of Directors and the membership votes on the changes at the same meeting that these changes have been presented, or later agreed upon by majority vote of membership.

# ARTICLE V: MEMBERSHIP

**SECTION A - Eligibility**

Members are defined as at least 18 years of age and graduates of a National CERT Association BASIC training program. Youth under the age of 18 years of age may be members if they have completed a training program that is recognized by the Cary CERT Association. Members must read and complete the Cary CERT Member information form, Cary CERT member release form, and Code of Conduct Form found on page 12 of the N.C State CERT Standard Operating Guide (https://files.nc.gov/readync/NC-CERT-SOG-FINAL.pdf). All signed forms are to be returned to Cary CERT. An active member is defined as one with four (4) monthly training sessions, events, activities and/or Board of Director meetings in a consecutive 12‑month period. All active members are eligible to vote. Active members are to pay annual dues, if required. Exceptions to the meeting attendance will be considered by the Board of Directors, if requested by a member, for reasons beyond the control of the member, i.e., illness of family, bereavement, work schedule, school requirements, etc.

**SECTION B – Limits on Personal Liability**

No member of Cary CERT Association will be personally liable for any of its debts, liabilities, or obligations; nor will any member be subject to any assessment except as provided in these By-Laws. Likewise, obligations incurred by individual without prior written approval of the Board of Directors absolve responsibility of the organization of debts incurred.

**SECTION C - Dues and Fees**

The Board of Directors annually determines the annual dues, if any, for membership. A schedule for dues and notification will be given to all members. A change in the amount of the dues by more than twenty percent (20%) in any fiscal year requires approval by the members. Annual dues are payable on or before the 21st day of February of each calendar year. Any member may privately request a variation in dues by submitting a sealed letter to the Secretary who will inform the Board of Directors. The Board of Directors will then decide and return the decision in writing to the member. Membership dues are not refundable in whole or in part for any reason.

**SECTION D - Termination of Members**

**1 – Resignation:** Resignation, lapsing, or expulsion terminates membership in the Cary CERT Association. Any member may resign from Cary CERT Association with written notice to the Secretary and return of any CERT documents, supplies issued, or other Cary CERT Association property.

**2 – Disciplinary Action:** The Board of Directors, on a majority vote, may consider any member for expulsion.

When considering expulsion, the issue will be given consideration in accordance with the N.C State CERT Standard Operating Guide (https://files.nc.gov/readync/NC-CERT-SOG-FINAL.pdf). Said member will have the right to speak on their own behalf to the Board of Directors at a regular scheduled Board meeting. Expulsion of a member requires a vote by at least two-thirds (2/3) of the Board of Directors.

By approval of the Board of Directors, a member may be suspended rather than terminated. No member may be suspended for more than thirty (30) days in any six-month (6-month) period.

When considering suspension, the issue will be given consideration in accordance with the policies and procedures of the Association. Said member will have the right to speak in his/her behalf.

**SECTION E – Non-Discrimination**

Cary CERT Association does not promote or discriminate against any person, population group, or organization regarding categories protected by applicable United States law. These include, but are not limited to, race, color, religion, sex, gender expression, physical appearance, language, education background, national origin, age, disability, and veteran status.

# ARTICLE VI: MEETINGS AND VOTING

**SECTION A – Annual Meetings**

An Annual Meeting of the membership will be held once a year during the month of November.

**SECTION B – Board Meetings**

The Board will meet at least quarterly at a place to be determined by the Board of Directors. The membership will be notified of the agenda, date, and location of the next Board of Directors meeting published in media available to the membership, such as newspapers, newsletters, web sites, postal mail and/or e-mail. Meetings of the Board are open to all members, and members will have the privilege to be heard. Minutes of all Board Meetings are published to the Cary CERT website and available for review by all members.

**SECTION C – Special Board Meetings**

Any two members of the Board may call special Board meetings. The membership will be notified of a Special Board Meeting at least 24 hours in advance, in media available to the membership, such as newspapers, newsletters, web sites, postal mail and/or e-mail. The purpose of the Special Board meeting must be stated clearly in the notification. The items on the agenda for the Special Board meeting will be the only issues discussed.

**SECTION D – Membership Meetings**

The regular membership/training meetings are held monthly at a **t**ime and on a date, and at a Cary Fire Station or other location to be determined by the Board of Directors. Members will receive fair and reasonable notification of the meeting, and training agenda from the Secretary.

In the case of meetings where elections will be held, the members are informed of the election thirty days (30) in advance.

**SECTION E – Eligibility to Vote**

All active members are eligible to vote. Each member is entitled to one (1) vote.

**SECTION F - Quorum for Member Meetings**

A quorum for any business consists of twenty percent (20%) of the Association’s voting members as per the Secretary’s current records.

# ARTICLE VII: BOARD OF DIRECTORS

The Board of Directors oversees the affairs of the Association.

* The total number of members on the Board is seven (7).
* Four (4) Directors from Cary CERT Association Board of Directors (President, Vice-President, Treasurer, Secretary).
* Three (3) Directors-at-Large.
* The Cary Fire Department Liaison, who is ex officio, will have voice, and no vote.

**SECTION A – Length of Term**

Directors serve a two (2) year term, except that at the first annual meeting, three (3) Directors are elected to serve one (1) one (1) year term. In the event of a vacancy or temporary absence in the Board of Directors, the remaining Directors appoints a replacement to serve out the unexpired term or session.

All actions or approvals by the Board of Directors are by majority vote of all Directors unless otherwise provided in the By-Laws. There must be a quorum of at least four (4) Directors present for the Board of Directors to hold a meeting. Attendance is considered accomplished by conference call as long as all Directors can hear each other.

Any Director of the Board who has two (2) unexcused absences in a six (6) month period will be given a letter of intent to replace. If no response is received within 14 calendar days of official notification, the Director will be replaced by special election by the Board of Directors.

**SECTION B – Election of Directors**

The Board of Directors is elected at the Annual Meeting by secret ballot.

**SECTION C - Voting on Removal of Directors**

A vote of approval of fifty percent (50%) of the total Voting Membership, plus one (1), is required to remove any Director.

# ARTICLE VIII: OFFICERS

**SECTION A – Enumeration of Officers**

The Executive Officers of this Association include a President and Vice-President, both of whom are Members of the Board of Directors, along with a Secretary, and a Treasurer, and other officers as the Board of Directors may create by resolution as needed.

**SECTION B – Election of Officers**

The election of officers takes place at the first meeting of the Members of the Association, and at each subsequent annual meeting thereafter.

**SECTION C - Term**

The officers of the Association are elected by a majority (50 percent plus one) of the Voting Members and each holds office until the next election of officers, unless he or she resigns, is removed, or is otherwise disqualified or unable to serve. Officers assume their duties on January 1 of the calendar year following the annual meeting.

**SECTION D - Compensation**

The officers of this Association do not receive a salary. Any Director or officer may be reimbursed for their expenses incurred in the performance of the duties specified in these By-Laws to the extent such expenses are reasonable and necessary, and funds are available in the Association’s account. Expenses are reimbursed at a level no greater than the statutorily set reimbursable expenses for State employees. Checks issued for all expenses require two signatures – the Treasurer plus one other Executive Officer.

**SECTION E – Special Appointments**

The Board of Directors may elect such other officers as the affairs of the Association may require, each of whom holds office for such period, have such authority, and perform such duties as the Board may determine.

**SECTION F – Resignation and removal**

Any officer may resign at any time, giving written notice to the Board and the President or Secretary. Such resignation will take effect on the date of receipt of such notice or at any later time as specified therein. Unless otherwise specified in the written notice, the acceptance of such resignation is not be necessary to make it effective.

An officer may be removed from their position before their official term expires. If twenty percent of the eligible voting members petition the Board of Directors to hold a recall election, the Board conducts such an election. The Board of Directors informs members of the recall election one month before the election date. A majority of the eligible voting members present at the meeting is required for removal. A special election to fill the vacant position may be held concurrently.

**SECTION G - Vacancies**

A vacancy in any office may be filled by appointment of the Board of Directors. The officer appointed to such vacancy serves for the unexpired term of the officer they replace.

**SECTION H – Legal Responsibilities**

We recognize that our officers may have requirements and/or responsibilities under local, state, and federal law or regulations. We do not adopt requirements and/or responsibilities that contradict these laws or regulations. By-laws or policies found to contradict these laws or regulations are disregarded in favor of the applicable laws or regulations. This provision also applies to future laws and regulations.

# ARTICLE IX: DUTIES OF OFFICERS

**SECTION A - President**

The president is the Chief Executive Officer of the Cary CERT Association and has general and active control of its business and affairs. He/she presides at all meetings of the members. He/she executes all instruments and documents on behalf of the Cary CERT Association that have been approved by the Board of Directors. He/she appoints all committees, unless otherwise provided in these By-Laws, or unless the membership by vote requests the appointment of a committee and is set forth specifically the manner of its selection. He/she prepares and shares the agenda for Board of Director meetings.

**SECTION B – Vice-President**

The Vice-President performs the duties of the president in the absence or incapacity of the president or when the Office of the President becomes vacant and assists the president with their duties.

**SECTION C - Secretary**

The secretary gives notice of all meetings to all members. He/she is responsible for the Association’s seal and has authority to attest all instruments and writings to which the same may be affixed. He/she is responsible for all correspondence of the Cary CERT Association and will notify officers of their election to office. He/she will take roll at all meetings, keep minutes at all meetings, keep attendance records, and keep an updated list of members of Cary CERT Association. He/she will keep a file of printed material and perform other duties as determined by the President.

**SECTION D - Treasurer**

The treasurer has the care and custody of all monies, funds, and securities of the Cary CERT Association and will deposit or cause to be deposited all funds of Cary CERT Association in and with such depositories as the Board of Directors from time to time directs. He/she keeps all books of account relating to the business of Cary CERT Association, keeps a record of funds and or assets, and pays all bills. All expenditures, whether for the purpose of paying bills or for making purchases, are made only after approval by the Board of Directors.

Cary CERT Association books are always open to inspection by any member and the treasurer reports them at every general meeting on the condition of the Cary CERT Association’s finances and every item of receipt or payment not before reported. He/she provides an annual summary report of the Cary CERT Association’s financial dealings for the previous year at each annual meeting. He/she is responsible for staying in compliance with the IRS tax codes for Non-Profit organizations. He/she performs other duties as determined by the President.

# ARTICLE X: FINANCES AND ASSETS

**SECTION A - Accounts**

The Board of Directors chooses two trustees from among the members of Cary CERT Association. The Board with the trustees establishes financial accounts for the organization. The Treasurer tracks all account activity. The Board of Directors will audit the organization's accounts or provide for the organization's accounts to be audited by an external auditing organization on an as needed basis.

**SECTION B - Budget**

The active voting members of Cary CERT Association will adopt a budget for the next fiscal year before the beginning of the next fiscal year. Projected expenditures in the adopted budget must not exceed the projected revenue. The organization is allowed to collect revenue within the provisions of the approved budget.

**SECTION C - Accounting Principles**

Cary CERT Association uses the Generally Acceptable Accounting Principles or GAAP in the financial operations as the standard.

# ARTICLE XI - LIMITED LIABILITY

Except when prohibited by law, participants in Cary CERT Association activities agree to waive any claim of liability for loss, theft, damage, injury, or death for individuals participating in or observing our activities.

Cary CERT Association members agree to indemnify the organization from liability as a condition of membership registration. Non-members must indemnify the organization from liability before being allowed to participate in organization activities.

The Secretary is responsible for securing a proper waiver of liability from each active member. The Cary CERT Association member, members, or committee responsible for a sponsored event must secure a proper waiver of liability from each participant.

# ARTICLE XII: DISSOLUTION

The Association may be dissolved at any time by the written consent of not less than two-thirds (2/3) of the entire active membership. In the event of dissolution of the Association, whether voluntary or involuntary by operation of law, none of the property of either the Association or any proceeds thereof, or any assets of the Association will be distributed to any members of the Association. After payments of the debts of the Association, the Board of Directors will distribute the property and any assets 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 will be distributed to the federal government or to a state or local government for a public purpose. Any such assets not so disposed of will be disposed of by a court of competent jurisdiction of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations as said court determines.

# REVISION HISTORY

The By-laws were approved by the general membership on February 11, 2010.

The following change was approved by the general membership on November 10, 2011.

Article III, Section A, Paragraph 1 –

Removed the phrase “from our geographic region, defined in section C below”

1- Cary CERT Association is a non-profit, non-partisan organization comprised of volunteer citizens ~~from our geographic region, defined in section C below,~~ who are affiliated with the CERT program.

The following change was approved by the board on August 4, 2016, and general membership on August 11, 2016.

Article V, Section E, – Added paragraph

Cary CERT Association does not promote or discriminate against any person, population group, or organization with regard to categories protected by applicable United States law. These include, but are not limited to race, color, religion, sex, gender expression, physical appearance, language, education background, national origin, age, disability, and veteran status.

The following Change was approved by the Board on

# Article V, Section A – Eligibility — Changes within paragraph

Members are defined as at least 18 years of age and graduates of a ~~Cary~~ National CERT Association BASIC training program. Youth under the age of 18 years of age may be members if they have completed a training program that is recognized by the Cary CERT Association. Members must read and complete the Cary CERT Member information form, Cary CERT member release form, and Code of Conduct Form found on page 12 of the N.C State CERT Standard Operating Guide (https://files.nc.gov/readync/NC-CERT-SOG-FINAL.pdf). All signed forms are to be returned to Cary CERT. An active member is defined as one with four (4) monthly training sessions, events, activities and/or Board of Director meetings in a consecutive 12‑month period. All active members are eligible to vote. Active members are to pay annual dues, if required. Exceptions to the meeting attendance will be considered by the Board of Directors, if requested by a member, for reasons beyond the control of the member, i.e., illness of family, bereavement, work schedule, school requirements, etc.

# Article V, Section D – Termination of Members — Changes within paragraph

**2 – Disciplinary Action:** The Board of Directors, on a majority vote, may consider any member for expulsion.

When considering expulsion, the issue will be given consideration in accordance with the N.C State CERT Standard Operating Guide (https://files.nc.gov/readync/NC-CERT-SOG-FINAL.pdf). Said member will have the right to speak on their own behalf to the Board of Directors at a regular scheduled Board meeting. Expulsion of a member requires a vote by at least two-thirds (2/3) of the Board of Directors.

# Article VI, Section B – Board Meetings — Changes within paragraph

The Board will meet at least quarterly at a place to be determined by the Board of Directors. The membership will be notified of the agenda, date, and location of the next Board of Directors meeting published in media available to the membership, such as newspapers, newsletters, web sites, postal mail and/or e-mail. Meetings of the Board are open to all members, and members will have the privilege to be heard. ~~Minutes of all Board Meetings shall be emailed to all members with valid email address and available for review by all other members upon request~~. Minutes of all Board Meetings are published to the Cary CERT website and available for review by all members.