

BYLAWS  
OF  
NORTH CAROLINA DENTAL SOCIETY,  
A NONPROFIT CORPORATION  
*Amended by the NCDS HOD: May 17, 2025*

ARTICLE I

Name

The name of the corporation is North Carolina Dental Society (“NCDS”).

ARTICLE II

Purposes of the Association

The NCDS is a nonprofit corporation organized exclusively as a business league within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the “Code”). The purposes for which the NCDS is organized are to encourage the improvement of the oral health of the public, to promote the art and science of dentistry and encourage the maintenance of high standards of professional competence, and to represent the interest of the members of the dental profession and the public which it serves.

ARTICLE III

State of Incorporation

The NCDS is incorporated under the laws of the State of North Carolina.

ARTICLE IV

Offices

1. PRINCIPAL OFFICE. The principal office of the NCDS shall be located at 1600 Evans Road, Cary, North Carolina.
2. REGISTERED OFFICE. The registered office of the NCDS required by law to be maintained in the State of North Carolina may be, but need not be, identical with the principal office.
3. OTHER OFFICES: The NCDS may have offices at such other places, either within or outside the State of North Carolina, as the Board of Trustees may from time to time determine or, as the affairs of the NCDS may require.

## ARTICLE V

### Membership; District Societies

1. MEMBERSHIP: A person desiring membership in the NCDS shall submit an application upon the form prescribed by the NCDS. The NCDS staff shall then review the application and investigate the applicant pursuant to membership rules prescribed by the Board of Trustees from time to time. No person otherwise eligible for membership in the NCDS shall be denied membership because of race, color, religion, sex, national origin, veteran status, citizenship, age, genetic information, or disability.

2. DISTRICT SOCIETIES: There shall be five (5) district societies in North Carolina ("District Societies"). The Board of Trustees, with approval of the House of Delegates, shall determine the composition of the District Societies. Each District Society shall adopt and maintain a constitution or articles of incorporation and Bylaws that are not in conflict with the Bylaws or policies of the NCDS.

3. CATEGORIES OF MEMBERSHIP: NCDS membership categories will accommodate, but not necessarily be limited to, the membership categories of the American Dental Association (ADA) and may be updated as needed by the Board of Trustees. The Board of Trustees, with approval of the House of Delegates, shall prescribe the benefits, obligations and dues of each class as well as any penalties for nonpayment of dues. The House of Delegates may, by resolution, establish other membership categories deemed appropriate and in the best interest of the NCDS.

4. EXPULSION: Any member may be expelled from the NCDS for cause as described in the Disciplinary Policies promulgated from time to time by the Board of Trustee. In the event of expulsion of a member, no refund of dues shall be made.

5. RESIGNATION: Any member may resign at any time by notice in writing to the President or to the Chief Executive Officer. Upon receipt by the appropriate officer of the NCDS of such notice of resignation, the membership of the person giving such notice shall terminate. No refund of dues shall be made.

6. NONASSIGNABLE: Membership in the NCDS and the rights and privileges of a member are not assignable.

## ARTICLE VI

### Meetings of the Members

1. ANNUAL MEETING OF THE MEMBERS: The annual meeting of the members ("Annual Meeting") shall be held each year with a time and place to be selected by the Board. A report of the affairs of the NCDS and a financial report shall be made to the members at the Annual Meeting. Notice

of the Annual Meeting shall be given at least ten (10) days prior to such meeting in writing as may be determined by the Board of Trustees, or in the absence of such determination, the President.

2. SPECIAL MEETING OF MEMBERS: A special meeting of the members may be called by the President, sanctioned by a majority of the Board of Trustees. Notice of the time and place of any special meeting of the members shall be given to each member at least ten (10) days prior to such meeting. The notice of every special meeting shall state the object of the meeting, and no other business shall come before such meeting.

3. VOTING OF THE MEMBERS: All voting within the NCDS shall be conducted by each District's and Students' duly appointed delegates present at the House of Delegates or a special meeting, unless otherwise required by law. In such cases, all members of the NCDS shall be eligible to vote.

4. QUORUM: Unless, otherwise required by law, seventy-five (75) Members present at a properly called meeting of the members constitute a quorum on matters presented.

## ARTICLE VII

### House of Delegates

1. ANNUAL MEETING OF THE HOUSE OF DELEGATES: Delegates shall be elected by each District Society pursuant to the policies and procedures set forth by the House of Delegates. Each Commission on Dental Accreditation (CODA) accredited school in North Carolina shall select one (1) student delegate who shall have full voting privileges. Each Delegate shall serve in this capacity for one year or until a successor is elected. The annual meeting of the House of Delegates ("Delegates Meeting") shall be held each year with a time and place to be selected by the Board of Trustees. A report of the Board of Trustees shall be made by the President to the delegates at the Delegates Meeting. Notice of the Delegates Meeting shall be given at least ten (10) days prior to such meeting as may be determined by the Board of Trustees, or in the absence of such determination, the President.

2. SPECIAL MEETING OF HOUSE OF DELEGATES: A special meeting of the House of Delegates may be called by the President upon written request of (i) a majority of the Board of Trustees, (ii) a majority of the Council on Constitution, Bylaws, Ethics and Judicial Concerns, or (iii) seven (7) members of the House of Delegates (comprising members from at least three (3) District Societies). Notice of the time and place of any special meeting of the delegates shall be given to each delegate at least ten (10) days prior to such meeting. The notice of every special meeting shall state the object of the meeting, and no other business shall come before such meeting.

3. VOTING OF THE HOUSE OF DELEGATES: Each delegate entitled to vote (“Voting Delegate”) is entitled to one (1) vote on each matter subject to vote. Eleven (11) or more members of the House of Delegates may file a minority report dissenting from the action of the House of Delegates and appealing to the members of the NCDS.

4. QUORUM AND DELIBERATION: Unless otherwise required by law, a majority of the Voting Delegates present at a properly called meeting of the House of Delegates shall constitute a quorum on matters presented; provided however, sixty-seven percent (67%) of the Voting Delegates present shall constitute a quorum for any meeting of the House of Delegates where these Bylaws or the Articles of Incorporation are amended.

5. DUTIES: The duties of the House of Delegates shall include (i) review and adoption of policies that impact members and their practices under which the NCDS will operate, (ii) amendment of the Articles of Incorporation and these Bylaws, (iii) adoption of an amendment of a Code of Ethics governing the professional conduct of the members, (iv) approval of memorials, resolutions or opinions issued in the name of the NCDS that impact members and their practices, (v) receipt of reports of the Board of Trustees, Councils, Committees, District Societies and individual members, and (vi) election of honorary members of the NCDS. All other powers commonly held by a board of directors of a nonprofit corporation shall be vested in the Board of Trustees.

6. ALLOCATION OF DELEGATES: Every five years, the Board of Trustees shall determine the number of delegates to be allocated to each District Society for the upcoming five-year period.

7. ELECTION OF DELEGATES: Each District Society shall elect its delegates to fill its current allotment in the manner prescribed in that District Society’s bylaws which shall not be inconsistent with these Bylaws of the NCDS. Each District Society shall provide the names of its duly elected delegates to the Secretary of the House of Delegates no later than sixty (60) days prior to the Delegates Meeting.

8. OFFICERS OF THE HOUSE OF DELEGATES: The Speaker of the House shall preside at all meetings of the House of Delegates and shall determine the order of business for all meetings subject to the approval of the House of Delegates and shall perform such other duties as custom and in accordance with parliamentary procedures. The decision of the Speaker shall be final unless an appeal from such decision shall be made by a member of the House of Delegates, in which case the final decision shall be by majority vote. The Speaker shall cast the deciding vote in a tie. The Vice President of the NCDS shall serve as Recorder of the House of Delegates.

9. ELECTIONS: NCDS officers, the Speaker of the House and ADA delegates at-large will be elected at the House of Delegates pursuant to procedures as established by the Board of Trustees.

10. RULES: The rules contained in the current edition of the American Institute of Parliamentarians Standard Code of Parliamentary Procedure shall govern the deliberations of the House of Delegates in all cases in which they are applicable and not in conflict with these Bylaws.

## ARTICLE VIII

### Board of Trustees

1. GENERAL POWERS: Except as set forth in Article VII, Section 5, management and governance oversight of the NCDS shall be vested in the Board of Trustees (“Board” or “Board of Trustees”). Members of the Board of Trustees (“Trustees”) shall serve without pay. The Board of Trustees shall have the power to make and amend policies and procedures pertaining to the governance and operation of the NCDS, and shall have responsibility for the strategic and compliance oversight of NCDS, except as may be otherwise provided in these Bylaws.

2. NUMBER, QUALIFICATIONS: The Board shall consist of the President, President-Elect, Vice President, Secretary, Immediate Past President and two (2) Trustees from each District Society. Each District Society shall elect its Trustees to fill its current Board allotment in the manner prescribed in that District Society’s bylaws, subject to review and approval policies as determined by the NCDS Board of Trustees. The Chair of the North Carolina Delegation to the American Dental Association shall serve as ex-officio Trustees with the power to vote. The Chief Executive Officer shall serve as a non-voting member of the Board of Trustees in the role of Secretary. One (1) dental student from each CODA accredited dental school in North Carolina and one designated representative from the Old North State Dental Society shall serve as non-voting Trustees. The Speaker of the House shall be designated as the Chair of the Board of Trustees to facilitate their meetings and shall only cast a vote in the event of a tie. Should the Speaker be unable to perform these duties the President may designate a Board Chair from among the trustees on an interim basis.

3. TERM: The Trustees shall serve staggered terms of two (2) years (maximum three successive terms) so that no more than one-half (½) of the Trustees will be elected each year. The term of office for the dental student Trustees will be one (1) year and the Old North State Dental Society will be three (3) years.

4. RESIGNATION, REMOVAL AND CENSURE: Any Trustee may resign at any time by giving notice to the Board or the President. Such resignation shall take effect on the date of receipt of such notice or at any later time specified in the notice. The Board of Trustees may remove or censure a member of the Board who (a) fails to perform such member's duties after written request, (b) violates any written rules or policies of the NCDS, (c) breaches any written agreement with or statement in favor of the NCDS or (d) acts in a manner that in the judgment of the Board of Trustees materially and adversely affects the business or reputation of the NCDS. The Board of Trustees may remove such member from office by a two-thirds (2/3) vote of its members present and voting. The Board of Trustees may alternatively approve any lesser measure, including censure or reprimand, by a majority vote of its members present and voting. Prior to any vote by the Board of Trustees to remove, censure or reprimand a member of the Board as set forth in this Section 4 of Article VIII, the Board shall provide the member in question with (1) a written description of the potential failure or breach a reasonable number of days prior to such vote and (2) the opportunity to be heard by the Board of Trustees. In the event of removal of any member, vacancies shall be filled according to the procedures set forth in Section 5 of this Article VIII.

5. VACANCIES: A vacancy occurring on the Board of Trustees due to either a resignation or removal by the members shall be filled by the same method in which the Trustee originally was elected or appointed to the Board. A Trustee elected to fill a vacancy shall have the same term as the Trustee they replace and be eligible for any applicable additional term(s) of their position as set forth in Section 3 of this Article VIII.

## ARTICLE IX

### Meetings of the Board of Trustees

1. ANNUAL MEETING OF THE BOARD OF TRUSTEES: The annual meeting of the Board of Trustees ("Trustees' Annual Meeting") shall be held each year prior to the NCDS Annual Meeting of the Members. In addition, the President may call a Board meeting immediately following adjournment of the NCDS Annual Meeting of the Members and/or House of Delegates to address any matters that need to come before the Board. Prior notice of the time and place of such meetings shall be given to the Trustees by any usual means of communication.

2. SPECIAL MEETINGS OF THE BOARD: Special meetings of the Board of Trustees may be called by or at the request of the President or by any three (3) members of the Board of Trustees. Such meetings may be held either within or without the State of North Carolina.

3. **NOTICE OF MEETINGS OF THE BOARD:** The President may call a regular meeting of the Board of Trustees by giving at least five (5) days' advance notice thereof by any usual means of communication. The person or persons calling a special meeting of the Board of Trustees shall, at least five (5) days prior to the meeting, give notice thereof by any usual means of communication. Such notice need not specify the purpose for which the meeting is called. Attendance by a member of the Board of Trustees at a meeting shall constitute a waiver of notice of such meeting, except where a Board member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called.

4. **QUORUM OF THE BOARD:** A majority of the voting members of the Board of Trustees present at the meeting shall constitute a quorum for the transaction of business at any meeting of the Board.

5. **VOTING OF THE BOARD:** The Board of Trustees shall be vested with full power to conduct all business of the NCDS and establish rules and regulations to govern organization and procedure, except as otherwise provided in these Bylaws. The Board of Trustees shall also have the power to amend, recommend and enact policies that impact members and their practices when the House of Delegates is not in session, provided that such policies are ratified by the House of Delegates at the session immediately following their enactment. Except as otherwise provided in this Section or by law, the act of the majority of the members of the Board of Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees.

6. **INFORMAL ACTION BY TRUSTEES:** Action taken by the Trustees without a meeting is nevertheless action by the Board of Trustees if written consent to the action in question is signed by all the Trustees and filed with the minutes of the proceedings of the Board of Trustees, whether done before or after the action so taken. Additionally, action taken by a majority of the Trustees or Executive Committee without a duly called meeting is nevertheless Board of Trustees or Executive Committee action if the action is approved by a majority of the Board of Trustees at the next regular meeting of the Board. If a meeting of Trustees otherwise valid is held without proper call or notice, action taken at such meeting otherwise valid is deemed ratified by a Trustee who did not attend unless promptly after having knowledge of the action taken and of the impropriety in question the trustee files with the Secretary their written objection to the holding of the meeting or to any specific action taken.

## ARTICLE X

### Executive Committee and Other Committees

1.       **EXECUTIVE COMMITTEE:** The Executive Committee of the Board shall include the President, President-Elect, Vice-President, Speaker of the House, Secretary/Chief Executive Officer, and Immediate Past President. The Chief Executive Officer shall serve as a non-voting member of the Executive Committee. The Executive Committee shall have and may exercise all of the authority of the Board of Trustees in the governance and management oversight of the NCDS in the interim between meetings of the Board provided, however, that any appropriation of funds by the Executive Committee may be made after approval of the Board. Members of the Executive Committee shall serve without pay.

2.       **COMMITTEES OF THE BOARD:** The Board may designate one or more committees, each committee to consist solely of Trustees of NCDS. Any such committee, to the extent permitted by applicable law and delegated by the Board, shall have and may exercise the granted powers and authority of the Board in the management of the business and affairs of the NCDS.

3.       **OTHER COUNCILS, COMMITTEES AND TASK FORCES:** Other councils, committees and task forces not having or exercising the authority of the Board of Trustees in the governance and management oversight of the NCDS shall be designated or dissolved by a resolution approved by the Board. Any member of such other council, committee or taskforce may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the NCDS shall be served by such removal.

4.       **TERM OF OFFICE:** Except as otherwise provided herein, each member of a council, committee or task force shall continue as such until resignation or removal with or without cause by the person or persons authorized to appoint such member or until such member shall cease to qualify as a member thereof.

5.       **CHAIR:** One member of each council, committee or task force shall be appointed chair by the person or persons authorized to appoint the members thereof.

6.       **VACANCIES:** Vacancies in the membership of any council, committee or task force may be filled by appointment made in the same manner as provided in the case of the original appointments.

7.       **QUORUM:** Unless otherwise provided in the resolution of the Board designating a council, committee or task force, a majority of the whole council, committee or task force 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 council, committee or task force.



8. RULES: The NCDS shall establish and maintain an up-to-date manual describing the organization, objectives and duties of each council and committee. A description of the objectives and duties of a task force shall be provided in the resolution that created the task force. The manual shall be revised and maintained by the Board of Trustees according to the needs of the NCDS.

## ARTICLE XI

### Officers

1. NUMBER: The officers of the NCDS shall consist of a President, President-elect, Vice President, Secretary/Chief Executive Officer, and Immediate Past President. Officers shall serve without pay.

2. ELECTION AND TERM: The President-elect and Vice-President of the NCDS shall be elected to one (1) year terms by the members of the NCDS at the annual meeting of the House of Delegates. The President-elect automatically succeeds to the office of President at the conclusion of their term. The President automatically succeeds to the office of Immediate Past President at the conclusion of their term. Except as otherwise provided herein, each officer shall hold office until the earlier of their death, resignation, retirement, removal, disqualification, or their successor is elected and qualifies.

3. REMOVAL AND VACANCIES: The Board of Trustees may remove or censure an officer of the NCDS who (a) fails to perform such officer's duties after written request, (b) violates any written rules or policies of the NCDS, (c) breaches any written agreement with or statement in favor of the NCDS or (d) acts in a manner that in the judgment of the Board of Trustees materially and adversely affects the business or reputation of the NCDS. The Board of Trustees may remove such officer from office by a two-thirds (2/3) vote of its members present and voting. The Board of Trustees may alternatively approve any lesser measure, including censure or reprimand, by a majority vote of its members present and voting. Prior to any vote by the Board of Trustees to remove, censure or reprimand an officer of the NCDS as set forth in this Section 3 of Article XI, the Board shall provide the officer in question with (1) a written description of the potential failure or breach a reasonable number of days prior to such vote and (2) the opportunity to be heard by the Board of Trustees. In the event of the resignation or removal of any officers, vacancies shall be filled by the Board.

4. PRESIDENT:

A. Shall be the principal officer of the NCDS, and, subject to the control of the Board of Trustees, shall oversee the management and oversight of the NCDS in accordance with these Bylaws.

B. Shall, when present, preside at all meetings of members.

C. Shall sign, with any other proper officer, any deeds, mortgages, bonds, contracts, or other instruments which may be lawfully executed on behalf of the NCDS, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be delegated by the Board of Trustees to some other officer or agent.

D. Shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Trustees from time to time.

E. May appoint or reappoint Task Forces for the current year.

5. PRESIDENT-ELECT:

A. Shall succeed to the office of President in the event that the President is unable to serve.

B. Shall appoint members and chairs of the councils and committees of the NCDS for the ensuing year with the approval of the Board.

C. May appoint or re-appoint Task Forces for the ensuing year.

6. VICE PRESIDENT:

A. Shall succeed to the office of President in the event that both the President and President-Elect are unable to serve.

B. Shall Serve as the Official Recorder during the House of Delegates.

C. Shall fill the function of the Immediate Past President in the event that the Immediate Past President is unable to serve.

D. Shall serve as Secretary during Executive sessions without the CEO/Secretary present.

7. SECRETARY:

A. Shall be part of the duties of the Chief Executive Officer of the NCDS.

B. Shall give all notices required by law and by these Bylaws.

C. Shall have general charge of the corporate books and records and of the corporate seal, and shall affix the corporate seal to any lawfully executed instrument requiring it.

D. Shall sign such instruments as may require a signature, and, in general, shall perform all duties incident to the office of Secretary and such other duties as may be assigned from time to time by the President or by the Board of Trustees.

8. IMMEDIATE PAST PRESIDENT:

A. Shall have custody of all funds and securities belonging to the NCDS and shall receive, deposit or disburse the same under the direction of the Board of Trustees.

B. Shall keep full and accurate accounts of the finances of the NCDS and shall cause a true statement of its assets and liabilities as of the close of each fiscal year and of the results of its operations and of changes in fund balance for such fiscal year, all in reasonable detail, to be made and filed at the registered or principal office of the NCDS within three months after the end of such fiscal year.

C. Shall sign such instruments as may require a signature.

D. In general, shall perform all duties incident to such office, shall perform duties normally performed by a Treasurer of a Section 501(c) (6) organization, and shall perform such other duties as may be assigned from time to time by the President or by the Board of Trustees.

9. CHIEF EXECUTIVE OFFICER:

A. Shall be a contracted/paid employee of NCDS hired by the Board of Trustees.

B. Shall be responsible to the Board of Trustees and shall be led by the Executive Committee.

C. Shall be the executive head of the central office and all branches and shall be responsible for hiring, engagement, performance evaluation, compensation, supervision and termination of all employees.

D. Shall coordinate the activities of the councils, committees and task forces, assist the officers as needed.

E. Shall assist in the preparation and administration of meetings.

F. Shall oversee the editing, publishing, and business management of the publications of the NCDS.

E. Shall do all other tasks and acts as requested by the Board of Trustees.

## ARTICLE XII

### Indemnification

1.       EXPENSES AND LIABILITIES: Except as provided below, to the extent and upon the terms and conditions provided by the North Carolina Nonprofit Corporation Act as it exists or may hereafter be amended, the NCDS shall indemnify any and all of its officers and Trustees against liability and litigation expense, including reasonable attorneys' fees, arising out of their status as such. Said officers and Trustees shall be entitled to recover from the NCDS, and the NCDS shall pay, all reasonable costs, expenses, and attorneys' fees in connection with the enforcement of rights to 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 right to which such person may be entitled apart from the provisions of this by-law. Such indemnification rights shall apply against liability incurred in a proceeding if the officer or Trustee: ( a) conducted themselves in good faith; (b) reasonably believed: (i) in the case of conduct in their official capacity with the NCDS, that their conduct was in its best interest; and (ii) in all other cases, that their conduct was at least not opposed to its best interest; and (c) in the case of any criminal proceeding, had no reasonable cause to believe their conduct was unlawful. The NCDS shall not indemnify a Trustee or officer: (a) in connection with a preceding by or in the right of the NCDS in which the Trustee or officer was adjudged liable to the NCDS; or (b) in connection with any other proceeding charging improper personal benefit to the Trustee or officer, whether or not involving action in their official capacity, in which the Trustee or officer was adjudged liable on the basis that personal benefit was improperly received by the Trustee or officer. The NCDS shall indemnify a Trustee or officer who was wholly successful, on the merits or otherwise, in the defense of any proceedings to which the Trustee or officer was a party because they are or were a Trustee or officer of the NCDS against reasonable expenses actually incurred by the Trustee or officer in connection with the proceeding.

The NCDS also shall have the power, in its sole discretion, to indemnify any present or former Trustee, officer, employee or agent or any person (who has served or is serving (i) in such capacity at the request of the NCDS in any other corporation, partnership, joint venture, company, trust or other enterprise or (ii) as a trustee or administrator under an employee benefit plan), with respect to any liability or litigation expenses, including reasonable attorneys' fees (incurred in such capacity by any such person) to the extent and upon the terms and conditions provided by the North Carolina Nonprofit Corporation Act as it exists or may hereafter be amended.

2.       ADVANCE PAYMENT OF EXPENSES: Expenses incurred by a Trustee, officer, employee or agent in defending a civil or criminal action, suit or proceeding may be paid by the NCDS in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Trustees in the specific case or as authorized or required under any charter or Bylaw provision or by any applicable resolution or contract upon receipt of an undertaking by or on behalf of the Trustee, officer, employee or agent to repay such amount unless it shall ultimately be determined that they are entitled to be indemnified by the NCDS against such expenses.

Notwithstanding the provisions of the preceding paragraph, the NCDS shall, upon receipt of an undertaking by or on behalf of the Trustee or officer involved to repay the expenses described in the second paragraph of the preceding Section 1 of Article XI unless it shall ultimately be determined that they are entitled to be indemnified by the NCDS against such expenses, pay expenses incurred by such Trustee or officer in defending a civil or criminal action, suit or proceeding in advance of the final disposition of such action, suit or proceeding.

3.       INSURANCE: The NCDS shall purchase and maintain insurance on behalf of any person who is or was a Trustee, officer, employee or agent of the NCDS, or is or was serving at the request of the NCDS as Trustee, officer, employee, trustee or agent of another nonprofit corporation or trust against any liability asserted against them and incurred by them in any such capacity, or arising out of their status as such, whether or not the NCDS would have the power to indemnify them against such liability.

### ARTICLE XIII

#### Contracts, Loans and Deposits

1.       CONTRACTS: The Board of Trustees may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument on behalf of the NCDS, and such authority may be general or confined to specific instances.

2.       LOANS: No loans shall be contracted on behalf of the NCDS, and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances. In no event shall loans be made by the NCDS to members of the Board of Trustees or officers.

3.       CHECKS AND DRAFTS: All checks, drafts or other orders for the payment of money issued in the name of the NCDS shall be signed by such officer or officers, agent or agents, of the NCDS and in such manner as shall from time to time be determined by resolution of the Board of Trustees.

4. DEPOSITS: All funds of the NCDS not otherwise employed shall be deposited from time to time to the credit of the NCDS in such depository or depositories as the Board of Trustees shall direct.

5. GIFTS: The Board of Trustees may accept on behalf of the NCDS any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the NCDS.

#### ARTICLE XIV

##### Forbidden Activities and Liquidation

No part of the net earnings of the NCDS shall inure to the benefit of or be distributable to its officers, Trustees, or other private persons, except that the NCDS shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its non-profit purposes and that the NCDS shall be authorized in the event of liquidation or dissolution to distribute the balance of all money and other property to one or more organizations which is exempt as organizations described in Sections 501(c)(6) of the Code or corresponding sections of any future Federal Internal Revenue laws, or to the Federal, state or local government for exclusively public purposes.

#### ARTICLE XV

##### General Provisions

1. SEAL: The corporate seal of the NCDS shall consist of two concentric circles between which is the name of the NCDS and in the center of which is inscribed "SEAL"; and such seal, as impressed on the margin hereof, is hereby adopted as the corporate seal of the NCDS.

2. WAIVER OF NOTICE: Whenever any notice is required to be given to any member of the NCDS or any member of the Board of Trustees under the provisions of the North Carolina Nonprofit Corporation Act or under the provisions of the charter or Bylaws of this Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

3. AMENDMENTS: Except as otherwise provided herein, these Bylaws or the Articles of Incorporation may be amended or repealed, and new Bylaws or Articles of Incorporation may be adopted by the affirmative vote of the House of Delegates. Advance notice of any amendment to the Articles of Incorporation or Bylaws should be provided in writing in advance of the first session of the House of Delegates. Advance notice may be waived by a vote of ninety percent (90%) of the delegates present. Two-

thirds (2/3) of those present and voting must vote in favor of any amendments or changes to the Articles of Incorporation or Bylaws.

4.       **BOOKS AND RECORDS:** The NCDS shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its meetings and committees.

5.       **FISCAL YEAR:** The fiscal year of the NCDS shall begin on the 1<sup>st</sup> day of November and end on the 31<sup>st</sup> day of October in each year.

6.       **BOND:** The Board of Trustees may, by resolution, require any or all officers, agents and employees of the NCDS to give bond to the NCDS, with sufficient sureties, conditioned on the faithful performance of the duties of their respective offices or positions, and to comply with such other conditions as may from time to time be required by the Board of Trustees.

7.       **ELECTRONIC PARTICIPATION IN MEETINGS:** Any one or more Voting Members, delegates, Trustees, or members of the Executive Committee may participate in a meeting of the Voting Members, House of Delegates, Board of Trustees, or Executive Committee by or similar communication device (includes virtual and/or hybrid meetings if available), which allows all members participating in the meeting to hear each other, and such participation in a meeting shall be deemed participation in person at such meeting and will count toward a quorum.