

**BUNCOMBE COUNTY PUBLIC HEALTH
FOUNDATION**

BYLAWS

BUNCOMBE COUNTY PUBLIC HEALTH FOUNDATION, INCORPORATED

BYLAWS

Revised February 19, 2009

Article 1. NAME AND PURPOSE

The name of this organization is the BUNCOMBE COUNTY PUBLIC HEALTH FOUNDATION, INCORPORATED (“The Foundation”).

The purposes for which The Foundation is organized are:

- (a) Assuring access to health and dental care for the medically indigent population.
- (b) Developing a countywide school health program.
- (c) Addressing those public health needs which cannot be met by established organizations.
- (d) Funding innovative public health initiatives, which do not have established funding sources.
- (e) Promoting collaboration among private and public organizations to achieve public health goals. Collaboration efforts include contracting with local providers and organizations rather than creating new programs.
- (f) Seeking only grants which are not germane to the financial viability of local private, non-profit organizations.
- (g) Receiving donations, grants, endowments and contributions from individuals, organizations, foundations or other entities. The Foundation will make available informational literature about the organization, including how to make contributions.

Article 2. LOCATION

The office of The Foundation shall be located in Buncombe County, North Carolina.

Article 3. BOARD OF DIRECTORS

Section 1. Responsibilities: The Board of Directors shall be the policy-making, rule-making and adjudictory body for the Buncombe County Public Health Foundation, Inc.

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Section 2. Composition: The Board of Directors shall be composed of the Buncombe County Board of Health members, the Health Director who shall serve as Secretary/Treasurer, and their successors or subsequent governing body.

Section 3. Meetings: The Board of Directors shall meet four times per year in February, June, September, and November following the regularly scheduled Board of Health meetings.

All other procedures related to meeting shall be those established for the Board of Health, including terms of office, vacancies, compensation, removal from office, committees of the Board, resignation and elections of officers, order of business, quorum, conduct of meeting, minutes, agenda and public comments.

Section 4. Duties of Officers: The duties, responsibilities, and authority of the Officers shall be as follows:

- (a) **Chair**: The Chair serves as Chair of the Board of Directors, its Executive Committee, and chief spokesperson of The Foundation. The Chair shall schedule and preside at the Annual Meeting, and any other meetings of The Foundation and its Board of Directors. The Chair shall be an ex-officio, non-voting member of all committees, and shall be the Board's representative whenever said Board is not in session.
- (b) **Vice-chair**: The Vice-chair shall exercise the authority of the Chair during that officer's absence or inability to act. Any action taken by the Vice-chair in the performance of the duties of the Chair shall be conclusive evidence of the absence or the inability to act of the Chair at the time such action was taken. The Vice-chair assists the Chair as may be requested.
- (c) **Secretary/Treasurer**: The Secretary/Treasurer is responsible for the timely issuance of all meeting notices of the membership and the preparation and filing of all meeting minutes of the membership, Board of Directors, and Executive Committee. The Secretary/Treasurer is entrusted with the official seal of The Foundation. The Secretary/Treasurer is responsible for maintaining accurate accounts of moneys received and paid out, and the management of funds in accordance with policies of The

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Foundation. The Secretary/Treasurer is responsible for the issuance of periodic financial reports and statements, and preparation of the annual budget for action by the Board of Directors. The Secretary/Treasurer may delegate any or all of said responsibilities to such agents as the Secretary/Treasurer may deem proper, subject to the approval of the Board of Directors.

- Section 5.** Indemnification: Any person who, at any time, serves or has served as a Director, Officer, or agent of The Foundation shall be indemnified to the fullest extent permitted by North Carolina General Statutes. The Board of Directors shall take all such actions appropriate to authorize The Foundation to pay the indemnification required by this Article including without limitation making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due, including any advanced cost. Any person who serves in any said capacities on behalf of The Foundation shall be deemed to have done so in reliance upon, and in consideration for, aid rights of indemnification. Such rights shall inure to the benefit of any such person and shall not be exclusive of any other rights to which such person may be entitled.
- Section 6.** Contracts and Other Official Documents: The Board of Directors may authorize its directors, officers or agents to enter into contracts or execute and deliver any instruments on behalf of The Foundation. Such authority may be general or confined to a specific instance. Unless so authorized by the Board of Directors, no director, officer, or agent shall have power or authority to bind The Foundation by any contract or engagement, or to pledge its credit, or render it liable pecuniarily for any purpose or for any amount.
- Section 7.** Period of Accounting and Reporting: The financial year of The Foundation shall be from July 1 through June 30 of each year. Financial records will be kept and records made during meetings of the Board of Directors as provided for herein.
- Section 8.** Prohibition Against Sharing in Corporate Earnings or Assets: No Director, Officer, member, agent, any person connected with The Foundation, or any other private individual shall receive, at any time, any of the net earnings or pecuniary profit from operations, provided that this shall not prevent the payment of such reasonable

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compensation to any such person for services rendered to or for The Foundation in effecting any of its purposes or shall be fixed by the Board of Directors; but no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of The Foundation.

- Section 9.** Open Meetings: The Board of Directors shall comply with the Open Meeting laws of the State of North Carolina.
- Section 10.** Checks and Drafts: All checks, drafts or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of The Foundation shall be signed by such officer or officers, agent or agents of The Foundation and in such manner as shall from time to time be determined by resolution of the Board of Directors.
- Section 11.** Deposit: All funds of The Foundation shall be deposited to the credit of The Foundation in such banks, trust companies or other depositories as the Board of Directors may select.
- Section 12.** Gifts: The Board of Directors may accept on behalf of The Foundation any contribution, gift, bequest or device for the general purposes or for any special purpose of The Foundation.
- Section 13.** Adoption and Amendment to By-laws: The By-laws shall be adopted at the organizational meeting of the initial Board of Directors named in the Articles of Incorporation. By-laws may be amended or repealed by a simple majority vote of members present at any regular or special meeting at which a quorum is present. By-Laws will be reviewed annually

Adopted: October 12, 2000

Revised: February 19, 2009