

AMENDED AND RESTATED BYLAWS

OF

COMMUNITY LINK, PROGRAMS
OF TRAVELERS AID SOCIETY OF CENTRAL
CAROLINAS, INCORPORATED

**AMENDED AND RESTATED BYLAWS
OF
COMMUNITY LINK, PROGRAMS OF TRAVELERS AID SOCIETY OF CENTRAL
CAROLINAS, INCORPORATED**

WHEREAS, the Bylaws of Community Link were issued in 2010 and were amended in 2012; and

WHEREAS, the Board of Directors desires to adopt additional amendments to the Bylaws and to restate the Bylaws through the adoption of these Amended and Restated Bylaws.

NOW THEREFORE, effective November 24, 2015, the following are adopted as the Amended and Restated Bylaws of Community Link.

ARTICLE I.

CORPORATE NAME, STATUS AND OFFICES

- Section 1. Name and Corporate Status. The organization is known as Community Link Programs of Travelers Aid Society of Central Carolinas, Incorporated (hereinafter “Community Link” or “Corporation”), and is a North Carolina non-profit corporation.
- Section 2. Principal Office. The principal office of the corporation shall be located at 601 East 5th Street, Suite 220, Charlotte, North Carolina 28202.
- Section 3. Registered office. The registered office of the corporation shall be identical with the principal office in the State of North Carolina. The address of the registered office may be changed from time to time by the Board of Directors.
- Section 4. 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 business of the corporation may require.

ARTICLE II.

OBJECTIVES

- Section 1. Primary Purpose. The purpose of Community Link shall be to enable individuals and families to obtain and sustain safe, decent and affordable housing. Such activities may be conducted directly by Community Link and by one or more subsidiary or affiliate organizations.
- Section 2. Additional Purposes. Community Link is also organized for the following purposes:

- (a) To provide for charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law, the “Code”).
- (b) To have and exercise all rights and powers conferred on non-profit corporations under the laws of the state of North Carolina, or which may hereafter be conferred, including the power to contract, rent, buy or sell personal or real property; provided, however, that Community Link will not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of Community Link.

Section 3. Equal Opportunity Statement. The services provided by Community Link are available to all qualifying clients, in accordance with state and federal non-discrimination statutes.

Section 4. Travelers Aid International Obligations. As a member of Travelers Aid International, Community Link is obligated to fulfill its part in maintaining a chain of service throughout the country by being available to answer out-of-town inquiries concerning the return of Mecklenburg and surrounding counties residents to their communities. Community Link may provide travel assistance services in such cases when requested to persons that are stranded and or to persons need to return to the location of their support system.

ARTICLE III.

BOARD OF DIRECTORS

Section 1. General Powers. The business and affairs of the Corporation shall be managed by its Board of Directors.

Section 2. Number. The number of the directors constituting the Board of Directors shall not be less than 12 (twelve) and not more than 24 (twenty four).

Section 3. Election. Elections shall be held during the meeting prior to the annual meeting of each fiscal year. The Board of Directors shall elect by majority vote directors to serve for a three-year term. Elections shall be by an oral vote and if results are unclear the current edition of Robert’s Rules of Order will be followed.

Section 4. Term. Newly elected board members will be invited to attend the annual meeting; however, they will not be permitted to vote until the commencement of their term. A director’s term of office shall commence on the first day of the fiscal year following the election and continue for three (3) years, unless otherwise terminated in accord with these bylaws.

Section 5. Tenure. Directors may not serve more than two (2) consecutive three-year terms except as provided herein.

If a member of the Board of Directors, who is completing a second three-year term, is elected an officer of the Corporation, he/she shall be able to continue to serve on the Board of Directors for the term of his/her office for a period not to exceed three (3) years (if re-elected). If a Vice Chairperson succeeds to the position of Chairperson (Chair) of the Board of Directors and of the Executive Committee (or both) such person shall be entitled to serve in such position for one or more terms not to exceed three (3) years (if re-elected).

Former directors may be re-elected to the Board of Directors after an absence from the Board of Directors for at least one (1) year.

Section 6. Vacancies. In the event a director shall resign, shall be unable to serve, or removed, or shall otherwise forfeit his or her membership on the Board of Directors, the Board Development Committee may recommend candidates to fill the vacant positions. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors, even if less than a quorum, or by the sole remaining director. Any director elected to fill a vacancy shall be elected for the unexpired term of that vacating member and thereafter shall be eligible to be elected to serve two three-year terms.

Section 7. Compensation. No member of the Board of Directors shall be compensated for services as a director of this Corporation.

Section 8. Removal from Board. At any regularly scheduled meeting, or special meeting of the Board called expressly for that purpose, a member of the Board of Directors may be removed with or without cause by a majority vote of the Board of Directors whenever, in its judgment, the best interests of the Corporation would be served by such action. Notwithstanding the foregoing, the notice to Directors of the regular or special meeting of the Board must specifically state that a vote will be taken at such meeting regarding the removal of one or more Directors and identifying the Director(s).

Section 9. Corporate Powers, Property and Affairs of Community Link. The corporate powers, property and affairs of Community Link shall be exercised, conducted, and controlled by the Board of Directors, subject only to the limitations of these bylaws, the articles of incorporation and the laws of the state of North Carolina. In addition to all of the powers granted to it by law, the bylaws, and the articles of incorporation, but limited thereto, the Board of Directors shall have the following powers:

- (a) to manage the business and affairs of the organization;

- (b) to do all things and to perform all acts now or hereafter authorized or required by the North Carolina Non-Profit Corporation Act;
- (c) to purchase or otherwise acquire for the corporation any property, rights or privileges which the organization is authorized by law to acquire, at such price or consideration and on such terms and conditions as the Board of Directors deems advisable; and at its discretion to pay therefore, either wholly or partly, in money, bonds, notes, debentures, or other evidences or indebtedness;
- (d) to create, make and issue mortgages, bonds, deeds of trust, chattel mortgages, trust agreements and negotiable or transferable instruments and securities, secured by mortgage or otherwise and to do every act and thing necessary to effect the same;
- (e) to delegate any powers of the Board of Directors in the course of the current business of the organization to any standing or special committee or to any officer or agent, and to appoint any persons or agents of the organization with such powers and upon such terms as the Board of Directors deems proper;
- (f) to enter into any lease or sales contract and to authorize the conveyance of property of the organization, real or personal, or any part thereof in such manner and upon such term as the Board of Directors deems advisable;

ARTICLE IV.

MEETING OF DIRECTORS

- Section 1. Regular Meetings. The annual meeting of the Board of Directors shall be held in June to August timeframe of each year, on a date and time fixed by the Chair of the Board of Directors. By resolution, the Board of Directors shall meet regularly throughout the year in accord with a schedule established by the Board. The Board of Directors may provide, by resolution, the time and place within the State of North Carolina for the holding of additional meetings without other notice than such resolution. Meetings will be conducted in accordance to the current edition of Robert's Rules of Order.
- Section 2. Special Meetings. Special meetings of the Board of Directors may be called by the Chair or any two directors, upon 48 hours notice to Board members.
- Section 3. Notice. The business to be transacted at, and the purposes of, any meeting of the Board of Directors must be specified in the notice of the meeting.
- Section 4. Waiver of Notice by Attendance. Attendance of a director at a meeting of the Board of Directors 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.

- Section 5. Quorum. A simple majority of the number of directors then holding office shall constitute a quorum for the transaction of business.
- Section 6. 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.
- Section 7. Presumption of Assent. A director of the Corporation who is present at the 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 the contrary vote is recorded or the dissent is otherwise entered in the minutes of the meeting, or unless written dissent to such action is filed with the person acting as the secretary of the meeting.
- Section 8. Informal Action by Directors. Action taken by a majority of the directors then holding office without a meeting constitutes board action when a written consent to the action in question is signed by all directors and filed with the minutes of the proceedings of the Board of Directors.

ARTICLE V

BOARD OF TRUSTEES

- Section 1. Board of Trustees. In addition to the Board of Directors, there shall be a Board of Trustees of Community Link. The initial Board of Trustees shall be elected by a majority vote of the Board of Directors. Thereafter, the Board of Trustees shall be self-perpetuating and new trustees shall be elected by the Board of Trustees. The Chair and Vice Chair of the Board of Directors shall serve as liaisons to the Board of Trustees.
- Section 2. Duties of Trustees. The Board of Trustees shall support the work of the agency, serve as ambassadors for Community Link, help communicate the mission and purpose of the Corporation, and help to generate support from all segments of the community.
- Section 3. Meetings of Board of Trustees. The Board of Trustees will meet at least semi-annually.
- Section 4. Officers of the Board of Trustees. The Officers of the Board of Trustees are the Chair, Vice Chair, and Secretary. Officers serve a one year term and are eligible to be re-elected.

ARTICLE VI

OFFICERS

Section 1. Officers of the Corporation. Officers of this Corporation shall consist of a Chair, a Vice-Chair, a Secretary, and Treasurer, together with the Corporation's President and Chief Executive Officer, and such additional assistant secretaries and assistant treasurers as the Board of Directors may from time to time elect.

New officer(s) may be created and filled at any meeting of the Board of Directors. Each officer, other than the President and Chief Executive Officer, shall hold office for a period of one year, or until death, resignation, retirement, removal, or disqualification, or until a successor shall have been elected and qualified, whichever may occur first.

Section 2. Election and Term. The Chair, Vice-Chair, Secretary and Treasurer of the corporation shall be nominated and elected by the Board of Directors at the annual meeting of the Board of Directors.

No person, other than the President and Chief Executive Officer, may serve for more than three (3) years consecutively in the same office of the Corporation.

Section 3. Compensation of Officers. No officer of this Corporation, other than the President and Chief Executive Officer, shall be compensated for services as such officer of this Corporation.

Section 4. Removal of Officers and Agents. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors at a regular or special meeting of the Board of Directors, in either case, for which notice of such action has been duly provided.

Section 5. Chair. The Chair shall serve as Chairperson of the Board of Directors and Executive Committee. He/she shall appoint the Chair for all standing committees. The Chair shall be a member ex-officio of all committees of the Board of Directors and shall perform such other functions as provided in the by-laws or as assigned by the Board of Directors.

Section 6. Vice-Chair/Chair-Elect. In the absence of the Chair, or in the event of the Chair's death, inability or refusal to act, the Vice-Chair shall perform the duties of the Chair, and when so acting shall have all the powers of and be subject to all the restrictions upon the Chair.

Section 7. Secretary. The Secretary or a designee shall: (a) keep all minutes of the Board of Directors and of all Executive Committee meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance

with the provisions of these by-laws or as required by law; (c) be custodian of the corporate records and 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 authorized; (d) in general, secretary and such other duties as from time to time may be assigned by the Chair or by the Board of Directors.

Section 8. Treasurer. The Treasurer or a designee shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for money due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such depositories as shall be selected in accordance with the provisions of Article VII, Section 4, of these bylaws, and, (b) in general, perform all of the duties incident to the office of the treasurer and such other duties as; from time to time may be assigned by the Chair or Board of Directors.

Section 9. President and Chief Executive Officer. The President and Chief Executive Officer shall serve at the pleasure of the Board of Directors as the chief executive officer of Community Link and have entire charge of the office and employees of the corporation and of the activities of the corporation, subject to such policies and rules as may, from time to time, be adopted by the Board of Directors. The President and Chief Executive Officer shall be an ex-officio, non-voting member of the Board of Directors, the Executive Committee, and the standing committees, except when such attendance is excused by reason of the subject matter before the committee or of matters relating to the performance of his/her duties, compensation and the like. The President and Chief Executive Officer may appoint one or more vice presidents who shall hold their offices at the pleasure of the President and Chief Executive Officer. The same person may be appointed to more than one office.

Section 10. Executory Powers. The President and Chief Executive Officer shall sign, with the Secretary, an Assistant Secretary, or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and 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 to be otherwise signed or executed; and in general shall perform all duties incident to the office of the president and such duties as may be prescribed by the Board of Directors from time to time.

Section 11. Fiscal Report. The Treasurer shall prepare, or cause to be prepared, a true statement of the corporation's assets and liabilities as of the close of each fiscal year, all in reasonable detail, which statement shall be made and filed at the corporation's registered office or principle place of business in the State of North

Carolina within three months after the end of such fiscal year and thereafter kept available for a period of at least ten years.

- Section 12. Books and Records. The Secretary shall ensure that Community Link shall keep complete books and records of account, minutes of the proceedings of its Board of Directors, and shall keep at its registered office or principal place of business, a record of its members of the Board of Directors, setting out the name and address of each member of the Board of Directors.
- Section 13. Assistant Secretaries and Assistant Treasurers. Assistant secretaries and assistant treasurers may perform the duties of the secretary and treasurer respectively.

ARTICLE VII

COMMITTEES

- Section 1. Executive Committee. The Executive Committee shall be composed of the officers of the Board of Directors as determined in these Bylaws and the Chairs of standing and special committees. The Executive Committee shall meet at the discretion and call of the Chair. The Executive Committee shall act for the Board of Directors between its regular meetings where a quorum of the Board of Directors would be impractical or impossible, evaluate the President and Chief Executive Officer's performance, determine his/her compensation annually, and handle such matters as may be delegated to it by resolution of the Board of Directors. Such action shall be reviewed at the next regular meeting of the Board of Directors.
- Section 2. Responsibilities of Directors. The designation of an Executive Committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility or liability imposed upon it or him/her/them by law.
- Section 3. Standing Committees. In addition to the Executive Committee provided for above, there shall be the following standing committees:
- (a) Audit Committee
 - (b) Finance Committee
 - (c) Board Development Committee

The Chair shall from time to time appoint the chairperson of such standing committees and special committees as may be directed by the Board of Directors. All standing committees shall adopt a charter to be reviewed annually. Committees may be comprised of both Board Members and community volunteers.

In addition to the forgoing, the Chair shall appoint members of the Executive Committee to act as the Community Link Representative to the Children and Family Service Center (CFSC) Board and who shall serve at the pleasure of the Chair.

ARTICLE VIII

CONTRACTS, LOANS, CHECKS, AND DEPOSIT

- Section 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.
- Section 2. Loans. No loans shall be contracted on behalf of the corporation and no evidences 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.
- Section 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 of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.
- Section 4. Deposits. All funds received by the corporation shall be deposited to the credit of the corporation in such depositories as the Board of Directors may select.

ARTICLE IX

GENERAL PROVISIONS

- Section 1. Waiver of Notice. Whenever any notice is required to be given to any director by law, by the charter, or by these bylaws, 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.
- Section 2. Fiscal Year. The fiscal year of the corporation begins July 1 of each year and ends June 30. Until otherwise changed by the Board of Directors, each subsequent fiscal year shall be the same.
- Section 3. Amendments. These bylaws may be amended, replaced or repealed and new bylaws adopted by a two-thirds (2/3) vote of the Board of Directors at any regular meeting thereof, or at a special or called meeting for this sole purpose. All special or called meetings of the Board of Directors for the purpose of amending these

bylaws shall be called by the Chair, Vice-Chair, or by a majority of the Board of Directors and notice thereof shall be in writing and shall be given to all members of the Board of Directors at least ten (10) days prior to the meeting.

Section 4. Articles of Incorporation Provisions. In case of conflict between any provision in these Bylaws and any provision in the Articles of Incorporation of the Corporation, the Articles of Incorporation provision shall govern.

ARTICLE X

DISSOLUTION

Section 1. Non-profit Status. As this corporation does not contemplate pecuniary gain or profit and is organized for non-profit purposes, no part of any net earnings shall inure to the benefit of any officer, director, or member, if any, of the corporation, or other individuals.

Section 2. Transfer of Assets. Upon dissolution of the corporation, the assets, after all its liabilities and obligations have been discharged, or adequate provisions made therefore, shall be distributed to The Foundation For The Carolinas.

ARTICLE XI

MISCELLANEOUS

Section 1. Registered Office and Registered Agent. Community Link shall have and continuously maintain in the State of North Carolina a registered office and a registered agent, as required by the North Carolina Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office of Community Link in the State of North Carolina, and the address of the registered office may be changed from time to time by the Board of Directors.

Section 2. Notices.

- (a) Whenever by statute, the Articles of Incorporation, these Bylaws, or otherwise, notice is required to be given to a member of the Board of Directors, and no provision is made as to how the notice shall be given, it shall not be construed to require only personal notice, but any such notice may also be given: (i) in writing, by mail, postage prepaid, addressed to the member of the Board of Directors at the address appearing on the books of Community Link, or (ii) in any other method permitted by law. Any notice required or permitted to be given by mail shall be deemed given at the time when the same is deposited in the United States mail.

- (b) Whenever, by statute or the Articles of Incorporation or these Bylaws, notice is required to be given to a member of the Board of Directors, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated in such notice, shall be equivalent to the giving of such notice. Attendance at a meeting shall constitute a waiver of notice of such meeting, except where a person attends for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

Section 3. Action Without Meeting: Telephone and Similar Meetings

- (a) Any action required by statute to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the members of the Board of Directors entitled to vote with respect to the subject matter thereof, and such consent shall have the same force and effect as a unanimous vote of the Board of Directors. The signed consent, or a signed copy, shall be placed in the minute book.
- (b) The Board of Directors may participate in and hold a meeting by means of a conference telephone or similar communications equipment, provided that all persons participating in the meeting can hear and communicate with each other. Participation in such a meeting shall constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

Section 4. Interested Directors and Officers. No contract or other transaction between Community Link and any of its members of the Board of Directors, officers, or any corporation or firm in which any of them are directly or indirectly interested, shall be invalid solely because of this relationship or because of the presence of the director or officer at the meeting authorizing the contract or transaction, or his participation or vote in the meeting or authorization. However, in order to avoid any potential conflict of interest, any member of the Board of Directors, or officer having such an interest shall first disclose such interest or relationship and refrain from voting on the approval of the contract or other transaction. Any such contract or other transaction entered into with a party in which either a member of the Board of Directors or an officer has an interest, must be awarded on the basis of competitive bidding. In order for this Section 6 to apply, the material facts of the relationship or interest of each such member of the Board of Directors or officer (as the case may be) must be known or disclosed to the Board of Directors and it nevertheless authorizes or ratifies the contract or transaction by a vote of a majority of the directors.

This Section shall not be construed to invalidate any contract or transaction that would be valid in the absence of this provision.

Section 5. Indemnification of Officers & Directors; Insurance. Community Link shall indemnify to the fullest extent permitted by law any person who is named a defendant or respondent in any action, suit, or proceeding, whether civil, criminal, administrative, arbitrative, or investigative, or in any appeal in any such action, suit, or proceeding, by reason of the fact that he is or was a director or an officer of the corporation, against all expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such director or officer in connection with any such action, suit, or proceeding. The corporation may indemnify other persons, as permitted by law. The corporation shall pay or reimburse expenses to directors and to officers and may pay or reimburse expenses to other persons, as permitted by law. The corporation may purchase and maintain insurance, create a trust fund, establish any form of self-insurance, secure an indemnity obligation by grant of a security interest or other lien on the assets of the corporation, establish a letter of credit, guaranty, or surety arrangement, or other arrangement on behalf of the directors, officers, or other persons, against any liability asserted against such persons in their capacities as directors, officers, or otherwise, of the corporation, whether or not the corporation would have the power to indemnify such directors, officers, or other persons against such liability, as permitted by law.

[End of Bylaws]