



BYLAWS OF SAILPACK FOUNDATION INC.  
*a North Carolina nonprofit corporation*

Article I

Name, Purpose, Location, Fiscal Year, Existence, Limitations

1. Name: The name of the organization is the SailPack Foundation Inc., incorporated under the laws of the State of North Carolina and is hereinafter referred to as the Corporation.
2. Purpose: This Corporation is organized exclusively for charitable, educational, and community service purposes as specified in Section 501(c)(3) of the Internal Revenue Code, 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, or the corresponding section of any future federal tax code. The Corporation is dedicated to developing and sustaining a competitive intercollegiate sailing program and team comprised of students representing North Carolina State University, to fostering an appreciation of and engagement with the sport of sailing amongst NCSU students and the greater Triangle community, as well as educate and teach the technical skills and safety considerations necessary to sailing. The Corporation further recognizes that sailing instruction develops leadership, responsibility, and service-mindedness in young people, preparing them to become engaged and civic-minded adults. These same skills and values strengthen community resilience, public safety, and emergency preparedness. The Corporation will promote maritime safety education, train youth and adults in seamanship, navigation, and communications, and maintain vessels and equipment that may support community needs during floods, storms, or other emergencies. These activities reflect the Corporation's broader commitment to sustainability, stewardship, and building stronger North Carolina communities. The Corporation will also seek to procure, manage and maintain safe and contemporary equipment, assets, and facilities necessary to achieve its purpose.
3. Location: The principal office of the Corporation shall be located at such place within the State of North Carolina as shall be determined by the Board of Directors, and, if that location changes from the location designated in the corporation's articles of incorporation, the Board of Directors shall file the appropriate paperwork designating the change in principal office location with the North Carolina Secretary of State pursuant to the North Carolina Nonprofit Corporation Act. The Corporation may have auxiliary offices at such other places, either within or outside the State of North Carolina, as the Board of Directors may from time to time determine or, as the affairs of the Corporation may require.
4. Fiscal Year: the Corporation's fiscal year is April 1 – March 31, inclusive, unless otherwise defined by the Board of Directors.
5. Existence and Dissolution: It is the intent of this Corporation that it have perpetual existence. In the event of dissolution of the Corporation, either voluntary or involuntary, all assets and

property which remain after the discharge of the Corporation's liabilities and unless otherwise designated by the donor of an asset shall be paid over or distributed by the Board of Directors to North Carolina State University or to any other non-profit corporation or corporations organized to support the University or affiliated organizations as determined by the Board of Directors in its sole discretion, and shall be used or distributed for no other object or purpose whatsoever; provided, however, that any such organization must be exempt from federal income taxes under Section 501 (c) (3) of the Internal Revenue Code, as amended.

6. Community Resilience and Public Safety: The Corporation may, in furtherance of its purposes, collaborate with public agencies and nonprofit organizations to support disaster preparedness and response, particularly in relation to North Carolina's waterways. This may include making facilities, vessels, equipment, and trained volunteers available, where feasible, to assist in times of flooding, hurricanes, or other emergencies. In doing so, the Corporation will continue to emphasize the development of leadership and civic responsibility among young people, ensuring that the skills learned on the water translate into lifelong service to community and state.
7. Limitations: The Corporation shall not carry on any activity prohibited by an organization exempt from federal income tax under Section 501 (c) (3) or 170 (c) (2) (B) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law. No endorsement or direct affiliation of the Corporation by North Carolina State University, the University of North Carolina system or its affiliates or subsidiaries is intended nor implied. The Corporation maintains a good faith mission to support sailing, leadership development, and community support activities as previously described in Article I, Section 2.

## Article II

### Governance & Board of Directors

1. General Powers: The business and affairs of the Corporation shall be managed under the direction of the Board of Directors or under the direction of such committees as the Board may establish pursuant to these Bylaws.
2. Number and Qualifications of Directorships: The Board shall be composed of between three (3) and eleven (11) individuals as elected. Ex-Officio directors may be elected as the board deems necessary and will not be considered against the aforementioned count. Directors need not be residents of the State of North Carolina. At least one (1) Director must be an alumnus/ae of NC State University. The Board should include individuals who possess expertise in sailing and seamanship instruction, leadership development, and community service when possible. The Corporation is committed to policies and actions of representation that do not discriminate on the basis of race, physical handicap, sex, color, religion, sexual orientation, or age.
3. Elections of Directors: The installation of any and all new Directors must be approved by a majority vote of the voting Directors present at the nominating meeting. A formal proxy vote in favor or opposed to an appointment may be submitted by each Director unable to attend the nominating meeting in advance of said meeting via mail.
4. Terms and Conditions of Office: Directors shall be elected at the discretion of the current Board of Directors. The Founding Board of Directors shall serve until the first meeting of the Board of Directors where the initial Board of Directors shall be replaced by the regular Board of Directors, members of which shall be elected in accordance with the articles of incorporation and bylaws of the Corporation. Should any initial director resign as of the first meeting, the remaining directors shall appoint successors for any such positions. Board Officers will also be elected at the first meeting in accordance with the bylaws of the Corporation. Following the inaugural Board period, each Director shall serve a term of two (2) years and may serve a maximum of three (3) consecutive terms. Any Director may resign at any time by giving notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified in the notice. Furthermore, any member of the Board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter

pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/herself and will vacate his/her seat and refrain from discussion and voting on said item. Directors will also adhere to the Corporation Board of Directors Conflict of Interest Policy (Appendix 1).

5. Ex-Officio Directors and Volunteers: The student(s) serving as the current Commodore and Race Team Captain as elected by the Sailing Club at NC State University shall be included in Board activities as Directors with full rights and privileges of said office, although tenure for these positions will be based upon the term of service for the relevant Sailing Club office. Representatives from NCSU University Recreation, NCSU Department of Athletics, City of Raleigh, Raleigh Parks and Recreation or similar, relevant organizations may be included in Board activities as Ex-Officio Directors without voting rights. Volunteers may also be included in Board activities as deemed necessary, appointed and confirmed by a majority the voting Board of Directors. Terms of service for Ex-Officio Directors will be unrestricted by the terms of service established in Article II, Section 4, however a transfer of this position must be recognized by the Current Board and recorded in meeting minutes. Ex-Officio Directors or volunteers shall not be entitled to vote or be counted for purposes of establishing quorum at a meeting of the Board, however their input and comment will be welcomed through meeting protocol established henceforth.
6. Meetings & Procedural Rules: The annual meeting of the Corporation shall be scheduled at the discretion of the Board at least one (1) time per fiscal year. The Board shall meet at such other times as the presiding officer shall deem necessary. A special meeting may be called at any time by the Chairperson of the Board or upon the written request of any three (3) Directors. The nature of the meeting shall be stated in the notice. *Robert's Rules of Order, Newly Revised 11<sup>th</sup> Edition* governs the conduct and procedure of business at Board meetings.
7. Quorum: One-half ( $\frac{1}{2}$ ) of the voting Directors in office shall constitute a quorum. The organizational bylaws may be amended by a two-third ( $\frac{2}{3}$ ) vote of Board members present at any meeting, provided a quorum is present and provided that a the proposed amendment(s) are provided to each Board member at least one (1) week prior to said meeting.
8. Powers and Duties: The Board of Directors may exercise all power and authority of the Corporation and carry out such legal acts and duties for the furtherance of the aims of the Corporation and transaction of its affairs as are not prohibited by statute, this Constitution or by the Certificate of incorporation. The Board may employ such accountants as it deems advisable for the proper verification of all accounts and require an officer of the Corporation to carry such bonds as it deems advisable. Each Director shall discharge his/her duties as a Director, including his/her duties as a member of a committee, in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the Director reasonably believes to be in the best interest of the Corporation.
9. Officers: The officers of this Corporation shall be President, Vice-President, Secretary, Treasurer and such additional officers with duties as the Board prescribes.
  - a. Officers of the Corporation will be elected annually by the members of the Board at its annual meeting. Each officer will serve two (2) year terms. A vacancy in any office may be filled by a majority vote of the Board for the unexpired portion of the term.
  - b. The *President* will be the chief executive officer of the Corporation. It will be the duty of the President to preside at all meetings of the Board of Directors and to have general supervision of the affairs of the Corporation. He/she will execute on behalf of the Corporation all contracts, deeds, conveyances, and other instruments in writing that may be required or authorized by the Board of Directors for the proper and necessary transaction of the business of the Corporation.

- c. It will be the duty of the *Vice-President* to act in the absence or disability of the President and to perform such other duties as may be assigned to him or her by the President of the board. In the absence of the President, the execution by the Vice-President on behalf of the Corporation of any instrument will have the same force and effect as if it were executed on behalf of the Corporation by the president.
  - d. The *Secretary* will be responsible for keeping the Corporation records. He or she will give or cause to be given all notices of meetings of the board of directors and all other notices required by law or by these bylaws. The Secretary will be the custodian of all books, correspondence, and paper relating to the business of the Corporation, except those of the Treasurer. The Secretary will present at each annual meeting of the Board of Directors a full report of the transactions and affairs of the Corporation for the preceding year and will also prepare and present to the Board
  - e. The *Treasurer* will have general charge of finances of the Corporation. When necessary and proper, he or she will endorse on behalf of the Corporation all checks, drafts, notes, and other obligations and evidences of the payment of money to the Corporation or coming into his or her possession, in such bank or banks as may be selected by the Board. He/she will deposit the same, together with all other funds of the Corporation coming into his/her possession, and will keep full and accurate account of all receipts and disbursements of the Corporation in books belonging to the Corporation, which will be open at all times to the inspection of the Board. He/she will present to the Board at its annual meeting his/her report as Treasurer of the Corporation and will make such other reports to the Board as it may require.
  - f. Any officer of the Corporation, in addition to the powers conferred upon him or her by these bylaws, will have such additional powers and perform such additional duties as may be prescribed from time to time by said Board.
10. Committees: The Board of Directors, by resolution adopted by a majority of the number of officers then in office, may designate and appoint from among the members one or more committees.

### Article III

#### Officer, Director, Employee, and Agent Indemnification

1. Each person who was or is a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal (hereinafter, a "proceeding" and including without limitation, a proceeding brought by or on behalf of the corporation itself), by reason that he is or was a Director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a Director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or as a trustee or administrator under an employee benefit plan, where the basis of such proceeding is alleged action in an official capacity as Director, officer, employee or agent or in any other capacity while serving as Director, officer, partner, employee, agent, trustee or administrator, shall be indemnified and held harmless by the corporation to the fullest extent authorized by the North Carolina Nonprofit Corporation Act of 1994 (the "Act") as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than the Act permitted the corporation to provide prior to such amendment) against all expense, liability and loss (including attorneys' fees, judgments, fines, excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or

suffered by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to serve in the capacity that initially entitled such person to indemnification hereunder and shall inure to the benefit of his heirs, executors and administrators; provided, however, that the corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board.

2. The right to indemnification conferred in this subparagraph (a) above shall be a contract right and shall include the right to be paid by the corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that, if the Act so requires, the payment of expenses incurred by a Director, officer, employee or agent in his capacity as such (and not in any other capacity in which service was or is rendered by such person while a Director, officer, employee, or agent including, without limitation, service to an employee benefit plan) in advance of the final disposition of a proceeding shall be made only upon delivery to the corporation of an undertaking, by or on behalf of such person, to repay all amounts so advanced if it shall ultimately be determined that such person is not entitled to be indemnified under this Section or otherwise.
3. If a claim under subparagraphs (a) and (b) above hereof is not paid in full by the corporation within ninety (90) days after a written claim has been received by the corporation, the claimant may at any time thereafter bring suit against the corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the corporation) that the claimant has not met the standards of conduct which make it permissible under the Act for the corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the corporation. Neither the failure of the corporation (including its Board or independent legal counsel) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he has met the applicable standard of conduct, set forth in the Act, nor an actual determination by the Corporation (including its Board or independent legal counsel) that the claimant has not met the applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.
4. The right to indemnification and the advancement and payment of expenses conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any law (common or statutory), the Articles of Incorporation, these bylaws, any agreement, the vote of disinterested Directors, or otherwise.
5. The corporation may maintain insurance, at its expense, to protect itself and any person who is or was serving as a Director, officer, employer or agent of the corporation or is or was serving at the request of the corporation as a Director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise against any liability asserted against and incurred by that person in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify that person against such liability under the Act.
6. If this Article or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, then the corporation shall nevertheless indemnify and hold harmless each Director, officer, employee and agent of the corporation, as to costs, charges and expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement with respect to any action, suit or proceeding, whether civil, criminal, administrative or investigative to the full extent permitted by any applicable portion of this Article that shall not have been invalidated and to the full extent permitted by applicable law.

The Board of Directors hereby adopts these bylaws effective the 9th day of July, 2013.

Amended and adopted by the Board of Directors effective the 2<sup>nd</sup> day of November, 2018.