

**BYLAWS
OF
CUSTOM CALL MAKERS AND COLLECTORS GUILD**

ARTICLE I

Purposes of the Corporation

1. **PURPOSES:** The Corporation is a nonprofit Corporation organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”). The Corporation’s purposes are :

- a. To promote and preserve the history of the art of game call making.
- b. To do any other lawful charitable or educational activity that qualifies under Section 501(c)(3) of the Code and Section 105-125 and Section 105-130.11(a)(3) of the General Statutes of North Carolina as being a charitable or educational purpose and activity.

2. **LIMITATION OF PURPOSES:** The purposes of the Corporation shall be limited so that it will be an exempt charitable or educational Corporation pursuant to Section 501(c)(3) of the Code and Section 105-125 and Section 105-130.11 of the General Statutes of North Carolina, or the corresponding provision of any future tax law.

ARTICLE II

Offices

1. The **PRINCIPAL OFFICE** of the Corporation shall be located at _____.

2. The **REGISTERED OFFICE** of the Corporation 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 Corporation may have offices at such other places, either within or without 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.

ARTICLE III

Membership

1. **MEMBERS:** The membership of the Corporation shall be open to all interested in

promoting the purposes of the Corporation. The Board of Directors may establish classes of membership, with such qualifications and benefits as the Board of Directors may from time to time determine.

2. **ADMISSION OF MEMBERS:** Members may be admitted to membership at any time.

3. **DUES:** Each Member of the Corporation shall pay dues as determined by the Board of Directors.

4. **VOTING OF MEMBERS:** Members shall have no voting rights.

5. **TERMINATION OF MEMBERSHIP:** Membership in the Corporation shall terminate upon any of the following events:

a. The submission of a written resignation by a Member;

b. The death of a Member;

c. The failure of a Member to pay his or her annual dues on or before the due date.

ARTICLE IV

Directors

1. **GENERAL POWERS:** The management of the Corporation shall be vested in the Board of Directors. The Board may delegate all or part of the management functions to an Executive Committee established by the Board pursuant to these Bylaws. Members of the Board shall serve without pay. The Board of Directors shall have the power to make and amend rules and regulations pertaining to the operation of the Corporation, and shall have the responsibility for the entire management of the affairs of the Corporation, except as may be otherwise provided in the Bylaws.

2. **NUMBER:** There shall be no less than seven (7) and no more than fifteen (15) Directors. The exact number of Directors shall be established by resolution of the Board of Directors from time to time. Directors may be re-elected for consecutive terms.

3. **ELECTION: TERM:** The Directors shall be elected by majority vote of the current Directors present at the annual meeting at which a quorum is present. In order that the Directors serve staggered terms, the initial Directors shall be divided into two (2) groups, as nearly equal in number as may be, to serve for terms of two (2) and three (3) years, respectively, and thereafter the successors in each group of Directors shall be elected to serve for terms of three (3) years. In the

event of any increase or decrease in the number of Directors, the additional or eliminated directorships shall be chosen so that all groups of Directors shall remain or become as nearly equal in number as may be. Directors may be re-elected for consecutive terms.

4. REMOVAL: Board members may be removed from office with or without cause by a vote of two-thirds (2/3) of the Directors at the annual meeting or a special meeting called for that purpose. If any board member is so removed, a new member may be elected at the same meeting.

5. VACANCIES: A vacancy occurring on the Board shall be filled by a majority of the Directors present at their next scheduled meeting. Any Director who shall be absent from three (3) consecutive meetings of the Board, without excuse satisfactory to the Board, shall be deemed to have resigned from the Board, and the vacancy thus created shall be immediately filled as provided herein. A Director elected to fill a vacancy shall have the same term as the Director that he replaces. Any Directorship to be filled by reason of an increase in the authorized number of Directors shall be filled by a majority of the Directors.

6. CHAIRMAN OF THE BOARD: There shall be a Chairman of the Board of Directors elected by the Directors from their number at any meeting of the Board. The Chairman shall preside at all meetings of the Board of Directors and perform such other duties as may be directed by the Board.

ARTICLE V

Meetings of Board of Directors

1. ANNUAL MEETINGS: The annual meeting of the Board shall be held in June each year. In addition, the Board may provide, by resolution, the time and place for the holding of additional regular meetings.

2. SPECIAL MEETINGS: Special meetings of the Board may be called by or at the request of the Chairman of the Board or President of the Corporation or by any two (2) Board members.

3. NOTICE OF MEETINGS: The Chairman of the Board or President of the Corporation may call a regular meeting of the Board by giving at least ten (10) business days' advance notice thereof by any usual means of communication. The person or persons calling a

special meeting of the Board shall, at least ten (10) business 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 Board member 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: A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

5. VOTING: Except as otherwise provided in this Section, the act of the majority of the Board members present at a meeting at which a quorum is present shall be the act of the Board. The vote of a majority of the number of Board members fixed pursuant to these Bylaws shall be required to adopt a resolution constituting an Executive Committee. The vote of a majority of the Board members then holding office shall be required to adopt, amend or repeal a Bylaw. May be done by proxy.

6. INFORMAL ACTION BY MEMBERS: Action taken by the Directors without a meeting is nevertheless Board action if written consent to the action in question is signed by all the Directors and filed with the minutes of the proceedings of the Board, whether done before or after the action so taken.

ARTICLE VI

Executive Committee and Other Committees

1. CREATION: The Board of Directors by resolution may designate three (3) or more Directors to constitute an Executive Committee, which Committee, to the extent provided in such resolution, shall have and may exercise all of the authority of the Board of Directors in the management of the Corporation, except that the Executive Committee shall not have any authority to alter or amend the Bylaws.

2. VACANCY: Any vacancy occurring in the Executive Committee shall be filled by the Directors at a regular or special meeting of the Board of Directors.

3. REMOVAL: Any member of the Executive Committee may be removed at any time with or without cause by the Board of Directors.

4. MINUTES: The Executive Committee shall keep regular minutes of its proceedings and report the same to the Board when required.

5. RESPONSIBILITY 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 by law. If action taken by the Executive Committee is not thereafter formally considered by the Board, a Director may dissent from such action by filing his written objection with the Secretary with reasonable promptness after learning of such action.

6. OTHER COMMITTEES: Other committees not having and exercising the authority of the Board in the management of the Corporation may be designated by a resolution adopted by a majority of the members present at a meeting at which a quorum is present. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal.

7. TERM OF OFFICE: Each member of a committee shall continue as such until resignation or removal with or without cause by the Board, or until such member shall cease to qualify as a member thereof.

8. CHAIRMAN: One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

9. VACANCIES: Vacancies in the membership of any committee may be filled by appointment made in the same manner as provided in the case of the original appointments.

10. QUORUM: Unless otherwise provided in the resolution of the Board designating a committee, a majority of the whole committee 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 committee.

11. RULES: Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board.

ARTICLE VII

Officers

1. **NUMBER:** The officers of the Corporation shall consist of a President, a Secretary, a Treasurer, and such Vice Presidents, Assistant Secretaries, Assistant Treasurers and other officers as the Board of Directors may from time to time elect. Any two or more offices may be held by the same person. In no event, however, may an officer act in more than one capacity where action of two or more officers is required.

2. **ELECTION AND TERM:** The officers of the Corporation shall be elected by the Board of Directors. Such election may be held at any regular or special meeting of the Board. Each officer shall hold office until his death, resignation, retirement, removal, disqualification, or his successor is elected and qualifies.

3. **REMOVAL:** Any officer or agent elected or appointed by the Board of Directors may be removed by the Board with or without cause; but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

4. **PRESIDENT:** The President shall be the principal Executive Officer of the Corporation, and, subject to the control of the Board of Directors, shall supervise and control the management of the Corporation in accordance with these Bylaws. He shall, when present, preside at all meetings. He shall sign, with any other proper officer, any deeds, mortgages, bonds, contracts, or other instruments which may be lawfully executed on behalf of the Corporation, 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 Directors to some other officer or agent; and, in general, he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

5. **VICE PRESIDENTS:** The Vice-Presidents in the order of their election, unless otherwise determined by the Board of Directors, shall, in the absence or disability of the President, perform the duties and exercise the powers of that office. In addition, they shall perform such other duties and have such other powers as the Board of Directors shall prescribe.

6. SECRETARY: The Secretary shall keep accurate records of the acts and proceedings of all meetings of Directors. He shall give all notices required by law and by these Bylaws. He shall have general charge of the corporate books and records and of the corporate seal, and he shall affix the corporate seal to any lawfully executed instrument requiring it. He shall sign such instruments as may require his signature, and, in general, shall perform all duties incident to the office of Secretary and such other duties as may be assigned him from time to time by the President or by the Board of Directors.

7. TREASURER: The Treasurer shall have custody of all funds and securities belonging to the Corporation and shall receive, deposit or disburse the same under the direction of the Board of Directors. He shall keep full and accurate accounts of the finances of the Corporation in books especially provided for that purpose; and he 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 Corporation within three months after the end of such fiscal year. The Treasurer shall, in general, perform all duties incident to his office and such other duties as may be assigned to him from time to time by the President or by the Board of Directors.

8. ASSISTANT SECRETARIES AND TREASURERS: The Assistant Secretaries and Assistant Treasurers shall, in the absence or disability of the Secretary or the Treasurer, respectively, perform the duties and exercise the powers of those offices, and they shall, in general, perform such other duties as shall be assigned to them by the Secretary or the Treasurer, respectively, or by the President or by the Board of Directors.

9. BOND: The Board of Directors may, by resolution, require any or all officers, agents and employees of the Corporation to give bond to the Corporation, 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 Directors.

ARTICLE VIII

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 Corporation shall indemnify any and all of its officers and Directors against liability and litigation expense, including reasonable attorneys' fees, arising out of their status as such. Said officers and Directors shall be entitled to recover from the Corporation, and the Corporation 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 not apply for liability or litigation expense which any officer or Director may incur (i) on account of his activities which were (at the time taken) known or believed by him to be clearly in conflict with the best interest of the Corporation or (ii) in connection with any claim that the Corporation may make against such officer or Director unless he ultimately shall prevail against the Corporation in respect to such claim.

The Corporation also shall have the power, in its sole discretion, to indemnify any present or former Director, officer, employee or agent or any person (who has served or is serving (i) in such capacity at the request of the Corporation 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.

In no case, however, shall the Corporation indemnify or reimburse any person for any federal excise taxes imposed on such individual under Chapter 42 of the Code. Furthermore, if at any time or times the Corporation is a private foundation within the meaning of Section 509 of the Code, then during such time or times, no payment shall be made under this Article if such payment would constitute an act of self-dealing (as defined in Section 4941(d) of the Code).

2. **ADVANCE PAYMENT OF EXPENSES:** Expenses incurred by a Director, officer, employee or agent in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors 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 Director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation against such expenses.

Notwithstanding the provisions of the preceding paragraph, the Corporation shall, upon receipt of an undertaking by or on behalf of the Director or officer involved to repay the expenses described in the second paragraph of the preceding Section 1 of ARTICLE VIII unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation against such expenses, pay expenses incurred by such Director 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 Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as Director, officer, employee, trustee or agent of another nonprofit Corporation or trust against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability.

ARTICLE IX

Contracts, Loans and Deposits

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

2. **LOANS:** No loans shall be contracted on behalf of the Corporation 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 Corporation to its Board members or officers.

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.

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

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

ARTICLE X

Forbidden Activities

1. FORBIDDEN ACTIVITIES: the Corporation is organized as a nonprofit Corporation exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Code. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions for lawful debts and expenditures for the exempt purposes of the Corporation, and to accept money from any person, Corporation, or organization to assist in carrying out its exempt purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by (a) a Corporation exempt from federal income tax under Section 501(c)(3) of the Code or the corresponding provisions of any future federal tax code or (b) a Corporation contributions to which are deductible under Section 170(c)(2) of the Code or any corresponding provisions of any future federal tax code.

2. LIMITATIONS ON ACTIVITIES: Notwithstanding any other provision of this Article X, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under Section 501(c)(3) of the Code, or the

corresponding provision of any future federal tax code or (b) by a Corporation the contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE XI

General Provisions

1. **SEAL:** The corporate seal of the Corporation shall consist of two concentric circles between which is the name of the Corporation 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 Corporation.

2. **WAIVER OF NOTICE:** Whenever any notice is required to be given to any Board member 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 may be amended or repealed and new Bylaws may be adopted by the affirmative vote of a majority of the Board members then holding office at any regular or special meeting of the Board.

The Board of Directors shall have no power to adopt a Bylaw providing for the management of the Corporation otherwise than by the Board or its Executive Committee.

4. **BOOKS AND RECORDS:** The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Board members and committees having any of the authority of the Board.

5. **FISCAL YEAR:** The fiscal year of the Corporation shall begin on the first day of January and end on the thirty-first day of December in each year.