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BY LAWS
OF
BEACON, INC.

ARTICLE I

Board of Trustees

A. Mission Statement. To coordinate the efficient, effective and compassionate provision of emergency assistance through information sharing and joint problem solving by member agencies.

B. Power and Authority of Board of Trustees. Except as otherwise provided by law, all of the authority of the Corporation shall vest in, and be exercised by the Board of Trustees.

C. Number, Qualification, Election and Term of Office of the Board of Trustees.

1. Membership Qualifications. The members of this Corporation shall consist of those persons who represent agencies. Member agencies are those who provide direct or indirect services to persons who are financially unable to meet their basic needs for food, shelter, energy/utilities and/or medical attention. Affiliate members shall consist of those persons representing agencies who primarily provide information and/or advocacy for, but not direct or indirect services to, persons living at or below the poverty line. There shall be a maximum of three (3) Affiliate member agencies which will be determined annually by the Beacon board.

2. Each trustee shall hold office for an indefinite term which will be vacated only at the time in which they no longer maintain an active role in the emergency assistance network. The term of each trustee shall be specified at the time of his or her election, and each trustee shall hold office until his or her successor is elected and qualified, or until his or her earlier resignation, removal from office or death. Trustees shall be elected at the annual meeting of trustees, but when the annual meeting is not held or trustees are not elected at the annual meeting, they may be elected at a special meeting called and held for that purpose. As used herein, "year" shall mean the period from one annual meeting until the close of the next annual

meeting, and if a trustee is elected at a special meeting, it shall mean that the period from such special meeting until the close of the next annual meeting.

C. Removal or Resignation. Any trustee may, by notice in writing to the Board, resign at any time. Any trustee may be removed from office for cause by the affirmative vote of two-thirds (2/3) of the trustees then in office.

D. Vacancies. Vacancies in the Board of Trustees may be filled by the remaining trustees at any meeting of trustees, and any trustees elected at any such meeting shall serve until the next election of trustees and until their successors are elected and qualified.

E. Quorum and Transaction of Business. A majority of the whole authorized number of trustees shall constitute a quorum for the transaction of business, except with respect to the filling of a vacancy on the Board. Whenever less than a quorum is present at the time and place appointed for amy meeting of the Board, a majority of those present may adjourn the meeting from time to time until a quorum shall be present. The act of a majority of the trustees present at a meeting at which a quorum is present shall be the act of the Board.

F. Annual Meeting. Annual meetings of the Board of Trustees shall be held in the month of June. The fiscal year will be fixed by the Board. The notice of the meeting for the consideration of reports to be laid before the Board or the transaction of such other business may be properly called by the President.

G. Regular Meetings. Regular meetings of the Board of Trustees shall be held at such times and places, within the State of North Carolina, as the Board of Trustees may, by resolution determine. The Secretary shall give notice of each such resolution to any trustee who was not present at the time the same was adopted. No further notice of a regular meeting need be given.

H. Special Meetings. Special meetings of the Board may be called by the President or any two trustees, and shall be held at such times and places, within the State of North Carolina, as may be specified in such call.

I. Notice of Annual or Special Meetings. Notice of the time and place of each annual or special meeting shall be given to each trustee by the Secretary or by the person or persons calling the meeting. Such notice need not specify the purpose or purposes of the meeting. It may be given in any manner, provided it is given at such time so that the trustee receiving it may have reasonable opportunity to

perform such duties or functions, not inconsistent with law, as may be delegated to them by the Board. Members present at any committee shall keep full records and accounts of their proceedings and transactions. Any action by a Board committee shall be reported to the Board at its next meeting after such action. Actions taken by committees shall be subject to approval. Vacancies in such committees shall be filled by the Board. Standing committee chairpersons will be elected at the annual meeting with the election of new officers.

1. Standing Committees. The Standing Committees of Beacon, Inc. shall be: BARIS, By-Laws, Emergency Assistance Case Management, Emergency Assistance System Assessment, Finance, Membership/Nominating, and Executive.

2. Collaborative Committees. Collaborative Committees will meet to address issues regarding food, shelter, energy and medical concerns. Committees will focus on emerging or existing needs within the scope of Beacon's mission. Committees will be convened on a timely basis as directed by the Board or Executive Committee.

B. Other Committees and Advisory Groups. The Board may provide for such other committees and advisory groups, consisting in whole or in part of non-trustees, as it deems desirable, and discontinue these committees and groups at its pleasure. Each such committee and group shall be advisory to the Board and shall have such powers and perform such duties or functions, not inconsistent with law, as may be set forth for it by the Board. Appointments to and the filling of vacancies on such committees and groups shall be the responsibility of the President unless the Board provides otherwise. Any action by any such committee or group shall be reported to the Board at its next meeting after such action. Actions taken by such committees or groups shall be subject to control, revision and alteration by the Board, provided that no rights of third persons shall be prejudicially affected.

ARTICLE III

Officers

A. Election. The officers of this Corporation shall be a Chairman of the Board of Trustees (who shall be a trustee), a President, one or more Presidents-elect, a Secretary/Treasurer. The Board may also elect such additional officers as it deems desirable. Any two (2) or more offices, except those of President and Secretary, may be held by the same person. Officers shall be elected by a majority vote of the Board and shall hold office until the

next annual meeting of the Board and will not succeed themselves for more than three (3) terms or until their successors are elected and qualified.

B. Duties. The officers of this Corporation shall have such authority and perform such duties as are customarily incident to their respective offices and such other and further duties as may from time to time be required of them by the Board.

C. Removal. Any officer may be removed with or without cause by the affirmative vote of a majority of the Board.

ARTICLE IV

Indemnification

Section 1. Authorization.

A. The Corporation shall indemnify any trustee or officer or any former trustee or officer of the Corporation or any person who is serving or has served at the request of the Corporation as a member, trustee, director or officer of another corporation, joint venture, trust or other enterprise (and his heirs, executors and administrators) against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by him by reason of the fact that he is or was such member, trustee, director or officer in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative to the extent and according to the procedures and requirements set forth in the nonprofit corporation law of the State of North Carolina. The indemnification provided for herein shall not be deemed to restrict the right of the Corporation to indemnify employees, agents and others as permitted by such law.

B. The indemnification provided by Paragraph A of this Section shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the law or any agreement, vote of disinterested trustees or otherwise, both as to action in such person's official capacity and as to action in another while holding such office, and shall continue as to a person who has ceased to be a trustee, director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 2. Limitation. Anything to the contrary not withstanding the Corporation shall not indemnify trustees, officers or any other persons or entities, pay their

expenses in advance or pay insurance premiums on their behalf if such indemnification payment, advance expense payment or payment of insurance premiums shall constitute a violation of any of the provisions of the Internal Revenue Code of 1954 applicable to a private foundation described in Section 509(a) of said Code (or the corresponding provisions of any applicable future United States Internal Revenue law).

ARTICLE V

Fiscal Year

The fiscal year of the Corporation shall be the twelve month period ending on the last day of June.

ARTICLE VI

Conflict of Interest

A trustee having a conflict of interest or a conflict of responsibility on any matter involving the Corporation and any other business or person shall refrain from voting on such matter. No trustee or officer shall use his or her position as a trustee or officer of the Corporation for his or her own direct or indirect financial gain.

ARTICLE VII

Record of Trustees

The Secretary of the Corporation shall keep or cause to be kept a book, which may be included in and be a part of the book containing the minutes of meetings of trustees, in which shall be written the names of all trustees and the date each became a trustee. Upon the termination of any trusteeship for any cause, the date of termination and the facts relating thereto shall be recorded in this book. it shall be the duty of every trustee, promptly upon becoming such, to furnish the Secretary of the Corporation with his or her address and to report promptly to the Secretary any change in his or her address.

ARTICLE VIII

Miscellaneous

An internal financial audit may be requested by any two (2) Board members. A regular internal audit will be conducted within a reasonable time frame at the end of each fiscal year, with results being presented in writing at the next regular meeting.

ARTICLE IX

Amendments

These By-Laws may be amended or repealed by a majority vote of the trustees then in office at a meeting, or by unanimous written action of the trustees without a meeting.

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