

BYLAWS OF THE GREATER CAROLINAS CHAPTER OF THE AMERICAN RED CROSS

A Chartered Chapter American Red Cross

Section 1. General

1.1 Authority. These chapter bylaws (the “bylaws”) have been adopted by the chapter board of directors (“chapter board”) this 23rd day of June, 2009 pursuant to authority delegated to the chapter by the President and Chief Executive Officer (the “President and CEO”) of the American Red Cross (the "Corporation" or the "Red Cross”).

1.2 Certificate of Recognition. The President and CEO has chartered or delegated certain authority to this chapter by issuing a certificate of recognition (the "chapter charter") July 1, 1968.

1.3 Defined Terms. Terms used in these bylaws are defined in the “corporate governance documents,” which comprise the American Red Cross Congressional Charter (the “Congressional Charter”), the Amended and Restated Bylaws of the American Red Cross (the “Bylaws”), and the Corporate Policies and Regulations (the “Corporate Regulations”). The Board of Governors is the governing body or the national corporate board of the American Red Cross.

1.4 Conflicting Provisions to Yield. In the event any provision of these bylaws conflicts or is inconsistent with any provision of the corporate governance documents, as now or hereinafter in effect, the conflicting or inconsistent provisions of the chapter bylaws shall yield to those corporate governance documents and be of no force or effect.

1.5 Prior Chapter Bylaws. These bylaws replace all previously adopted bylaws of the chapter.

Section 2. Name and Jurisdiction

2.1 Name. The chapter shall be known as the Greater Carolinas Chapter of the American Red Cross.

2.2 Jurisdiction. The chapter jurisdiction shall be designated, approved and recorded by the President and CEO or his or her designee, and communicated to the chapter executive and chapter board. See Attachment A to these bylaws.

2.3 Chartered Duties. The chapter charter will authorize the chapter to deliver services and meet corporate obligations, within its assigned jurisdiction, consistent with the mission and goals of the American Red Cross and the Corporate Regulations. While all chapters are subject to the Corporate Regulations, they may not all be assigned identical duties. The Corporation has broad authority and discretion to charter chapters and assign a variety of duties and service obligations, and to establish other local units not requiring a charter, such as chapter branches or satellite offices, with management positions other than chapter executives.

Section 3. Role and Purpose of the Chapter

3.1 Role. The Congressional Charter defines American Red Cross chapters as “local units of the corporation.” Chapters are not separate legal entities. Along with the Blood Services regions, chapters are the local and community face of the American Red Cross.

3.2. Purpose. The purpose of the chapter shall be to implement corporate strategies and operations of the American Red Cross at the local level. These include local plans to deliver the Red Cross mission in disaster services, preparedness and health and safety, international services, services to the armed forces, and community outreach to volunteers and partners. The chapter shall have a budget with expense and revenue targets. By building relationships with state and local governments and civic and not-for-profit organizations, the chapter will be responsible for creating partnerships and enhancing the Red Cross presence and support in the local community. The chapter will actively recruit volunteers and manage its public relations. All these activities will be performed within its assigned chapter jurisdiction and be consistent with the Congressional Charter, the American Red Cross Mission, strategic plan, and Corporate Regulations.

Section 4. Membership and Membership Meetings

4.1 Purpose of Membership. The American Red Cross is a membership organization. The purpose of membership is to promote community understanding, commitment, and support for the American Red Cross Mission and strategic plan and for the services of chapters and Blood Services regions.

4.2 Members. Membership shall be open to all persons who make a monetary contribution, perform volunteer service, and/or donate blood to the American Red Cross. Members of the American Red Cross are eligible to vote at membership meetings of the chapter.

4.3 Annual Membership Meetings. The chapter shall have an annual membership meeting in the last quarter of the fiscal year, at a convenient location within the chapter jurisdiction, for the purpose of: (1) holding elections of nominees to the chapter board, (2) pursuant to Section 12 herein, electing delegates to the Annual Meeting of the Corporation, and (3) transacting such other business as may properly come before the meeting. The chapter executive shall be invited to attend all membership meetings.

4.4 Special Meetings. Special membership meetings may be called at any time by the chapter board. The chair of the chapter board shall call a membership meeting upon the written request of a majority of the voting members of the chapter board or not less than twenty (20) members in the chapter jurisdiction. The chapter executive shall be invited to attend all special membership meetings.

4.5 Notice of Meetings. Notice of any membership meeting shall be announced in one or more newspapers or other public media of general circulation within the chapter jurisdiction at least three days in advance of the meeting. In addition, notice may also be given through announcements on the chapter's website and through other means intended to notify all members in the chapter jurisdiction of the meeting. The notice shall outline, as far as practicable, the matters to be considered at the meeting, including specific notice as to any elections to be conducted.

4.6 Quorum. At any annual or special membership meeting, twenty (20) members shall be a quorum, but in the absence of a quorum, a lesser number may adjourn the meeting.

4.8 Termination of Membership. The President and CEO or his or her designee may terminate an individual's membership in the American Red Cross for conduct deemed detrimental to the chapter or the American Red Cross, as a whole or any one of its chartered units, subject to such individual's right of appeal to the President and CEO or his or her designee.

Section 5. Qualifications for Chapter Board Membership and Ethical Standards for the American Red Cross

5.1 Independence. All members of the chapter board shall be persons determined by the chapter board to be independent. The chapter board's determination of independence shall be made on the basis of: (1) information gathered during the chapter board's nominations process; (2) the results of the executed certifications referred to in Section 5.2; and (3) any other information presented by management or another source to the chapter board regarding the independence of a chapter board member for purposes of such determination.

5.2 Code of Business Ethics and Conduct. All members of the chapter board and any chapter board committee shall be provided with a copy of the American Red Cross Code of Business Ethics and Conduct. On an annual basis, chapter board and committee members shall execute a certification which discloses any actual or potential conflicts of interest and asserts an agreement to comply with the Code of Business Ethics and Conduct during the course of the person's relationship with the American Red Cross.

5.3 Chapter Board Membership. Chapter board members may serve on a community chapter board and/or the regional chapter board. A community chapter board member seeking to serve on the regional chapter board must be selected in accordance with the regional chapter board's nomination and election procedures. Participation on the boards of other Red Cross units (such as

Biomedical Services boards) by chapter board members is also subject to that individual being selected in accordance with the unit board's nomination and election procedures. Chapter board members shall not serve on any chapter board or other Red Cross unit board and the Board of Governors at the same time.

5.4 Conflicts of Interest. The chapter board chair must address any known conflicts of interest involving chapter board members. No individual compensated directly or indirectly by the American Red Cross may serve as a chapter board member or member of any chapter board committee. Chapter staff supporting the chapter board or any of its committees are not considered to be a member of the chapter board or the committee.

- a. A directly compensated individual shall mean an employee of any chapter, Blood Services region, the national headquarters of the Corporation or any other Red Cross unit, or any individual who received direct remuneration from the American Red Cross for work performed by such individual on behalf of the American Red Cross.
- b. An indirectly compensated individual shall mean any person who is an immediate family member, including but not limited to the person's spouse, parents, children (including adopted), siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law, grandparents, spouses of siblings or children, and anyone (other than domestic employees) who shares such person's home of any directly compensated individual.

An actual conflict of interest or the appearance of a conflict of interest may also exist where the American Red Cross unit has a contractual arrangement with a business with which a chapter board member is affiliated. To avoid even the appearance of a conflict, work rendered under the contract should not be provided directly by the chapter board member, and no direct benefit under the contract should be received by the chapter board member, including financial benefit. If the chapter board member is aware of such an arrangement, it must be disclosed by the chapter board member to the chapter board chair, or to the national chapter operations group in the case of a conflict involving the chapter board chair. A decision on the appropriate remedial actions must be made, such as the chapter board member recusing himself or herself from discussions or decisions by the chapter board or any committee regarding the matter.

Section 6. Chapter Board of Directors

6.1 Chapter Board of Directors. The chapter board shall number not fewer than nine nor more than thirty (30) voting members.

Chapter board members serve as volunteer leaders of the American Red Cross at the local level. Chartered by Congress as a single-entity corporation, the American Red Cross operates as a national network, with the chapters as local units of the corporation. The effectiveness of chapter boards directly affects the ability of the Red Cross to deliver essential services across the chapter network. The corporate governance documents specify all rights, responsibilities and obligations

of chapter boards.

The objective of chapter boards is to partner with and provide guidance to the chapter executive in developing and monitoring local strategies to deliver mission related services, fundraising, the chapter expense and revenue budget, and community presence and outreach within the chapter jurisdiction. Chapter boards also participate in the search process and provide nominations for the position of chapter executive. Service on chapter boards is completely voluntary and without compensation.

6.2 Accountability and Responsibility. The chapter board shall have the following responsibilities:

Chapter executives.

- a. Participate in the search process and provide nominations to the appropriate executive (the regional chapter executive or the division vice president) in filling the position of chapter executive.
- b. Provide input to the appropriate executive (the regional chapter executive or the division vice president) on the chapter executive's performance evaluation, compensation, retention and/or removal.

Mission related services.

- c. Partner with the chapter executive and provide guidance in the development of local strategies to deliver the Red Cross mission in areas such as disaster services, preparedness and health and safety, international services, service to the armed forces, and community outreach to volunteers and partners.
- d. Partner with the chapter executive and provide counsel to improve performance by monitoring nationally-defined performance measurement and standards.
- e. In the case of regional chapters, the regional chapter board may also provide advice and counsel to the regional chapter executive regarding regional issues and concerns.

Budget.

- f. Partner with the chapter executive and provide guidance in developing the chapter's budget request, including both revenue and expense targets, and then approve it for submission to the appropriate executive (the regional chapter executive or the division vice president) for final approval.
- g. Review regularly chapter financial performance and management of assets.

Fundraising.

- h. Participate actively in developing and executing the fundraising and resource strategy in accordance with the chapter's budget and financial goals.
- i. Ensure chapter board members make an annual personal gift to achieve the board's established goal.

Community presence and outreach.

- j. Represent the Red Cross in the local community by increasing presence, awareness, and

- support for the Red Cross throughout the chapter jurisdiction.
- k. Partner with the chapter executive in recruiting volunteers and building relationships with state and local governments and community organizations.
 - l. Assist the chapter executive in assuring all Red Cross units (other chapters and Blood Services regions) within the geographical grouping work effectively together.

Chapter board administration.

- m. Elect the chapter board officers – chair, vice chair(s) and secretary.
- n. Assure chapter board members meet their obligations of regularly attending chapter board and committee meetings, reviewing management reports, and participating in planning processes.
- o. Build volunteer leadership involvement by recruiting and orienting new chapter board members with the skills necessary for an effective board and who reflect the diversity of the local community.
- p. Evaluate the chapter board’s performance.

6.3 Election of Directors. Directors shall be members of the American Red Cross. Directors shall be elected at the chapter's annual membership meeting with terms to commence on July 1. Directors shall elect the officers of the chapter board. Directors shall serve for terms of up to three years, and for no more than nine consecutive years. Approximately one third of the directors shall be elected annually.

6.4 Nonvoting Classes of Directorship. The chapter board may create nonvoting classes of directorship (such as advisory, honorary, emeritus, or life directors) and may elect or appoint persons to serve in such capacities.

6.5 Rotation. Any voting member of the chapter board who has served as such for nine consecutive years shall be ineligible to serve as a voting chapter board member for a period of two years thereafter.

6.6 Vacancies. Any vacancy among the voting directors may be filled temporarily by the chapter board. A person so appointed shall serve until the chapter’s next annual meeting, at which time a successor shall be elected to fill the vacancy for the remainder, if any, of the unexpired term. Vacancies in nonvoting directorships may be filled at the discretion of, and for terms as determined by, the chapter board.

6.7 Regular Meetings. Regular meetings of the chapter board shall be held a minimum of four (4) times per year, according to a schedule determined by the chapter board. The chapter executive shall be invited to attend all meetings of the chapter board.

- a. Participation by teleconference or other electronic means is permissible provided all persons participating in the meeting can simultaneously hear or read each other’s communications during the meeting.
- b. Participation by teleconference or other electronic means shall constitute presence in person at the meeting and shall entitle the member to vote.

- c. Any regular or special meeting of the chapter board may be held entirely by teleconference or other electronic equipment provided, however, a majority of the chapter board's regular meetings must be held in person, with face-to-face participation.

6.8 Special Meetings. Special meetings of the chapter board may be called by the chair and shall be called upon the written request of one-third of the voting directors. The chapter executive shall be invited to attend all special meetings of the chapter board.

6.9 Notice. Notice of meetings of the chapter board shall be given by any means reasonably calculated to notify the directors at least five (5) days before the meeting. Notice may be waived by agreement signed or returned by electronic communications by any director entitled to said notice, and may be waived before or after the fact. Notice is deemed waived by any director attending the meeting who has not expressed any objection to the notice. Notice of special meetings may be shorter than regular meetings, but shall be no less than one day before the meeting, and shall advise chapter board members of the general nature of business to be transacted at such meeting.

6.10 Action Without Meeting. Any action required or permitted to be taken at any meeting of the chapter board or a committee may be taken without a meeting if a majority of members of the chapter board or the committee shall consent thereto in writing or by electronic transmission. Such written consent or consents shall be filed with the minutes of the proceedings of the chapter board or committee. In the event action is taken by less than unanimous written consent of the members of the chapter board or committee, a copy of the written consent will be provided promptly to each voting member who did not consent to such an action.

6.11 Quorum. Fifty percent (50%) of the voting membership of the chapter board shall constitute a quorum, but a lesser number may adjourn the meeting.

6.12 Voting. Except as otherwise specifically prescribed in these bylaws, all decisions at any meeting of the chapter board or a committee shall be by majority vote of those present and voting. Each member shall have one vote, and no voting by proxy shall be permitted.

6.13 Removal of Chapter Board Members and Others. The American Red Cross President and CEO or his or her designee may remove any chapter volunteer, employee or chapter board member at any time, with or without cause, if such removal is in the best interest of the chapter or the American Red Cross as determined by the President and CEO. Chapter boards may also vote to remove a chapter board member if they deem such removal to be in the best interest of the chapter or the American Red Cross.

6.14 Executive Session. At any regular or special meeting of the chapter board or committee thereof, the chapter board or committee may decide to meet with only voting members (or voting and non-voting members) and the chapter executive present.

Section 7. Committees

7.1 The chapter board should generally have the following standing committees: Executive Committee, Finance Committee, Nominations Committee, and Philanthropy Committee. There may also be special committees depending on the local needs of the chapter.

7.2 Executive Committee. There shall be an Executive Committee of the chapter board, consisting of no more than ten (10) voting directors. The Executive Committee shall be composed of the officers of the chapter board and the chairs of the chapter board committees, and such other members as appointed by the chapter board. The members of the Executive Committee shall serve for a period of one year or until their successors are elected and qualified.

7.2.1 The Executive Committee shall:

- a. Exercise all of the powers and responsibilities of the chapter board when a matter requires the chapter board's immediate attention and due to the nature of the situation the full chapter board is unable to meet.
- b. Provide input on the annual performance evaluation of the chapter executive. The evaluation shall be discussed with the full chapter board.
- c. Have such other authority and perform such other duties as may be delegated to it by the chapter board.

7.2.2 In its conduct of meetings, the Executive Committee shall:

- a. Meet at such times and upon call by the chair of the chapter board or at least 33% or one-third members the Executive Committee shall prescribe.
- b. Report all actions of the Executive Committee at the next regularly scheduled meeting of the chapter board.
- c. Require a quorum of five (5) members of the Executive Committee, but a lesser number may adjourn the meeting.

7.3 Finance Committee. The chapter board chair shall appoint a Finance Committee subject to approval by the chapter board. The Finance Committee shall include only chapter board members

7.3.1 The Finance Committee shall:

- a. Work with the chapter executive to develop the chapter's revenue and expense budget request and recommend approval by the chapter board.
- b. Review the chapter management of assets and financial performance against budget targets, at least quarterly.
- c. Work with the chapter executive to promote the chapter's financial stability

7.3.2 The Finance Committee shall have such other authority and perform such other duties as may be delegated to it by the board. Unless otherwise authorized by the board, the Finance

Committee shall not have power to act on behalf of the board, but shall present its recommendations for the chapter budget (revenues and expenses) to the board for action.

7.4 Nominations Committee. The chapter board chair shall appoint a Nominations Committee subject to approval by the chapter board. The Nominations Committee shall include only voting chapter board members.

7.4.1 The Nominations Committee shall:

- a. Recommend in consultation with the chapter executive, candidates for chapter board membership for approval by the chapter board and chapter membership consistent with democratic principles and Corporate Regulations.
- b. Identify, recruit and evaluate candidates for chapter board membership who represent the cultural profile and diversity of the community the chapter serves, and who have the skills and competencies for chapter board membership and meet the requirements of Sections 5 and 6 above.
- c. Recommend qualifications and candidates for officer positions for election by the chapter board.
- d. Oversee the chapter board self-evaluation, the orientation of new chapter board members, and the chapter board development activities identified by the chapter board self-evaluation.
- e. Oversee the annual execution of the Code of Business Ethics and Conduct by all members of the chapter board.
- f. Recommend in conjunction with the Philanthropy Committee, for full chapter board approval, the board's fundraising goal. The chapter board may consider a "give or get" range of donations for chapter board members – this amount may be either a direct annual personal financial gift donated by board members or gifts facilitated by chapter board members.

7.4.2 The Nominations Committee shall have such other authority and perform such other duties as may be delegated to it by the chapter board. Unless otherwise authorized by the chapter board, the Nominations Committee shall not have power to act on behalf of the chapter board, but shall present its recommendations to the chapter board for action.

7.5 Philanthropy Committee. The chapter board chair shall appoint the Philanthropy Committee subject to the approval of the chapter board. The Philanthropy Committee shall include chapter board members and may include non-chapter board members.

7.5.1 The Philanthropy Committee shall:

- a. Consider policy matters related to fundraising, fund development, and relationships with donors consistent with Corporate Regulations.
- b. Work in partnership with the chapter executive and chapter staff to develop and implement fundraising plans to achieve the philanthropic targets.
- c. Work with the chapter board chair to actively engage the chapter board in activities to ensure that the chapter has an appropriate level of fiscal resources.

- d. Monitor the fundraising activities to ensure they are conducted in accordance with Corporate Regulations, and that fundraising activities are cost-effective.
- e. Ensure that the Board's participation in fundraising is appropriately reviewed and coordinated, including assisting the chapter in reaching the fundraising goals by making personal gifts, leveraging their corporate and foundation contacts, accessing and stewarding affluent donors, and engaging their network of personal friends.
- f. Recommend in conjunction with the Nominations Committee, for full chapter board approval, the board's fundraising goal. The chapter board may consider a "give or get" range of donations for chapter board members – this amount may be either a direct annual personal financial gift donated by board members or gifts facilitated by chapter board members.

7.5.2. The Philanthropy Committee shall have such other authority and perform such other duties as may be delegated to it by the chapter board. Unless otherwise authorized by the chapter board, the Philanthropy Committee shall not have power to act on behalf of the chapter board, but shall present its recommendations to the chapter board for action.

7.6 Authority of Committees. Each committee may exercise any subordinate power, authority, or function delegated to it by the chapter board or these bylaws.

7.7 Committee Chairs. The chair of each of the standing committees shall be appointed by the chair of the chapter board from among the directors. Such appointments shall be subject to chapter board approval.

7.8 Special Committees. To support the chapter executive, the chapter board may establish one or more special committees, such as a Service Delivery Committee.

Section 8. Procedures in the Event of an Emergency

8.1 National or Local Emergency. A national or local emergency means, for purposes of this Section, an attack on the United States of America or on a locality in which the chapter conducts business or customarily holds meetings of the chapter board, any nuclear or atomic disaster, any catastrophe, a severe natural or man-made disaster, community emergency, a Presidentially declared emergency, or other similar event, occurrence or condition requires immediate action of the chapter board.

8.2 Emergency Meeting. In the event of a national or local emergency and upon the direction of the chair or the written or electronic request of four chapter board members, the chair shall call an emergency meeting of the chapter board. Emergency meetings may be held at such time and place or manner as the chair may prescribe.

8.3 Notice of Emergency Meetings. Notice of an emergency chapter board meeting shall be given to each member at least 24 hours before such meeting. Notice shall be given by written or electronic means, and, will include as far as practicable, an outline of the matters to be considered.

8.4 Quorum. Three chapter board members shall constitute a quorum of the chapter board for any emergency meeting.

Section 9. Officers

9.1 Officers. The officers of the chapter board shall be the chair, one or more vice chairs, a secretary, and such additional officers as the chapter board may choose. Officers shall be elected annually by the chapter board from among the voting directors and shall receive no compensation from the chapter for their services as such.

9.2 Election and Terms of Officers. The members of the chapter board shall conduct elections for officer positions during the fourth quarter of the fiscal year with officer terms commencing July 1. The term of the chair shall be two consecutive years and shall be limited to three consecutive years. The term of other volunteer officer positions shall be for one year and limited to three consecutive years. Extensions to officer term limits may be granted by the President and CEO or his or her designee.

9.3 Chair. The chair shall preside at all meetings of the members of the chapter board. The chair shall be a member *ex-officio* of all committees of the chapter board. He or she shall be the senior volunteer officer of the chapter and shall perform such other duties as may be assigned to him or her by the chapter board of directors or the President and CEO or his or her designee.

9.4 Vice Chairs. At the request of the chapter board chair, a vice chair or chairs shall be appointed (in the order determined by the chapter board) and shall perform any and all duties of the chair. The vice chair(s) shall perform such other duties as the chapter board may assign.

9.5 Secretary. The Secretary shall provide for keeping the minutes of all meetings of the chapter membership, the chapter board and committees. He or she shall cause to be issued notices of all meetings of the chapter membership and of the chapter board and shall, in general, perform general duties of the Secretary, subject to the control of the chapter board.

9.5.1 The chapter board may appoint an employee of the chapter to carry out some or all of the duties and functions of the Secretary, who shall be designated as an Assistant Secretary. While acting in such capacity, such an employee shall be neither a member of the chapter board nor an officer of the chapter.

9.6 Officer Vacancies. In the event of death, resignation, or removal of any officer prior to the expiration of the annual term for which such officer was elected, the chapter board may fill the vacancy.

9.7 Removal of Officers. The chapter board may remove any officer with or without cause, if such removal is in the best interests of the chapter or the American Red Cross.

Section 10. Chapter Executive Responsibilities

10.1 Chapter Executive. The regional and community chapters shall have a chapter executive, who is an employee of the American Red Cross. The division vice president is the immediate supervisor of the regional chapter executive; the regional chapter executive is the immediate supervisor of the community chapter executive. Under circumstances determined by the division vice president or regional chapter executive, volunteers may serve as the chapter executive on an interim basis.

10.2 Responsibilities. Chapter executives shall have the responsibility and authority to conduct the business and affairs of the chapters under the management oversight of the division vice president as respects a regional chapter executive and the regional chapter executive, as respects a community chapter executive. The regional chapter executives are responsible for the management of operations within a regional group, which includes a geographical grouping of one or more community chapters and the regional chapter. Community chapter executives are responsible for the management of operations within the community chapter jurisdiction. Chapter executives shall implement the Corporate Regulations and corporate policies and programs and have such other power, authority, responsibilities and accountabilities as determined by the President and CEO or his or her designee.

Section 11. Indemnification and Insurance

The American Red Cross shall offer indemnification and insurance coverage to the extent and under those conditions permitted by Corporate Regulations.

Section 12. Chapter Delegates to Annual Meeting of the Corporation

The chapter board will ensure that the entire chapter membership is provided notice and an opportunity to participate in the election of delegates to the Annual Meeting of the Corporation. However, the members may, by appropriate resolution, authorize the chapter board to appoint such delegates on their behalf.

Section 13. Dissolution

13.1 Dissolution by Revocation. The chapter shall be deemed dissolved when its Charter is revoked by the President and CEO in accordance with the procedures specified in Corporate Regulations.

13.2 Disposition of Funds and Property Upon Dissolution of the Chapter. Upon dissolution of the chapter, all funds and property in its custody or control, its books and records, and its Charter shall be transferred and delivered promptly into the custody of the President and CEO or his or her designee.

Section 14. Amendments

Amendments of the Standard Form of Chapter Bylaws required by the Corporation are not optional, but shall be incorporated automatically into the chapter bylaws. Chapter board amendments regarding board administrative matters must be consistent with Corporate Regulations and adopted by a majority vote of the chapter board. Any question of whether a chapter bylaw provision is consistent with Corporate Regulations will be resolved by a final decision from the Office of the General Counsel.