

**BYLAWS FOR  
EASTERN CAROLINA WORKFORCE DEVELOPMENT BOARD, INC.  
A PRIVATE NOT-FOR-PROFIT CORPORATION**

These Bylaws have been adopted pursuant to the Articles of Incorporation, and Chapter 55A and Section 143B-438.11 of the North Carolina General Statutes.

ARTICLE I  
NAME AND OFFICES

Section 1.1 Corporate Name: The name of the organization shall be Eastern Carolina Workforce Development Board, Inc. (hereinafter "Corporation").

Section 1.2 Principal Office: The principal office of the Corporation shall be at 1341 South Glenburnie Road, New Bern, North Carolina.

Section 1.3 Registered Office: 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.

ARTICLE II  
PURPOSE

Section 1. The purpose for which the Corporation is organized is to perform all functions of a Workforce Development Board and Local Workforce Development Area as set forth in the Federal Workforce Innovation and Opportunity Act of 2014 ("WIOA") or the corresponding provision of any applicable federal or state laws of related purpose and the rules and regulations promulgated thereunder, and Section 143B-438.11 of the North Carolina General Statutes and to perform such functions in partnership with the Eastern Carolina Workforce Development Consortium.

Section 2. The Corporation's service area shall encompass the counties of Carteret, Craven, Duplin, Greene, Jones, Lenoir, Onslow, Pamlico, and Wayne (hereinafter "Service Area").

Section 3. The Corporation shall observe all local, state, and federal laws which apply to a non-profit organization as defined in Section 501 (c)(3) of the Internal Revenue Code.

ARTICLE III  
BOARD OF DIRECTORS

Section 1. There shall be a Board of no more than twenty-eight (28) Directors. Three Directors are to be appointed by the Chief Elected Official(s) of each county from within the Local Workforce Development Area as follows and one (1) additional Director shall be appointed from the member county of the Eastern Carolina Workforce Development Consortium from which the current Chairman was appointed:

A. Business Representatives: A majority of the Directors shall be representatives of businesses in the local area (including small businesses or organizations representing businesses that, at a minimum, include high-quality, work-relevant training and development in in-demand industry sectors or occupations in the local area) and are owners, chief executives or operating officers, or other business executives or employers with optimum policy making or hiring authority.

B. Organized Labor and Community Based Organizations: Not less than 20 percent of the Directors shall be representatives of the workforce within the local area, who—

- (i) shall include representatives of labor organizations, who have been nominated by local labor federations, or other representatives of employees;
- (ii) shall include a representative, who shall be a member of a labor organization or a training director, from a joint labor-management apprenticeship program, or if no such program exists in the area, such a representative of an apprenticeship program in the area, if such a program exists.
- (iii) may include representatives of community-based organizations that have demonstrated experience and expertise in addressing the employment needs of individuals with barriers to employment, including organizations that serve veterans or that provide or support competitive integrated employment for individuals with disabilities; and
- (iv) may include representatives of organizations that have demonstrated experience and expertise in addressing the employment, training, or education needs of eligible youth, including representatives of organizations that serve out-of-school youth;

C. Education and training activities: The Board shall include representatives of entities administering education and training activities in the local area, who—

- (i) shall include a representative of eligible providers administering adult education and literacy activities under title II of the WIOA;
- (ii) shall include a representative of institutions of higher education providing workforce investment activities (including community colleges);
- (iii) may include representatives of local educational agencies, and of community-based organizations with demonstrated experience and expertise in addressing the education or training needs of individuals with barriers to training;

D. The Board shall include representatives of governmental and economic and community development entities serving the local area, who—

- (i) shall include a representative of economic and community development entities;
- (ii) shall include an appropriate representative from the State employment service office under the Wagner-Peyser Act serving the local area;
- (iii) shall include an appropriate representative of the programs carried out under title I of the Rehabilitation Act of 1973, serving the local area;
- (iv) may include representatives of agencies or entities administering programs serving the local area relating to transportation, housing, and public assistance, and
- (v) may include representatives of philanthropic organizations serving the local area; and

E. May include such other individuals or representatives of entities as the chief elected official in the local area may determine appropriate.

F. The Directors of the Corporation, by means of an Executive Committee, shall have final approval of all Directors to ensure that the above categories are maintained.

Section 2. Terms shall be for two years beginning July 1 in the appropriate year. Terms shall be staggered so that at any given time half of the members are experienced in the Corporation's

functions. A vacancy shall be filled by the procedure prescribed for all other appointments and shall be for the remainder of a term.

Section 3. The Board of Directors shall advise the Consortium Counties of potential Board vacancies prior to the end of the term. In the case of a midterm vacancy, an immediate replacement shall be requested of the Consortium County (with the intent to ensure a prompt nominee within ninety (90) days of the vacancy) represented by the departing Director. The appointed director shall fill the remaining term of office.

Section 4. The business and affairs of the Corporation shall be managed by the Board of Directors or by such executive committees as the Board of Directors may establish pursuant to the Articles of Incorporation, or these Bylaws.

Section 5. The Board of Directors shall not compensate Directors for their services, but by resolution of the Board of Directors, a fixed sum and expenses, if any, may be allowed for attendance at each regular or special meeting of the Board. Nothing herein contained shall be construed to preclude any member from serving the Corporation in any other capacity and receiving compensation therefore except as an employee of the Corporation.

Section 6. Removal of Directors: Except as otherwise provided herein, a Director may be removed for cause by a two-thirds vote of the remaining Directors present. For purposes of this Section, the phrase "for cause" shall include, but be not limited to: gross misconduct; lack of commitment to, or service of, the basic objectives of the Corporation; or three (3) unexcused absences from regular scheduled meetings within the preceding twelve calendar months. Notice that a removal vote may be taken for cause must be included on the agenda of said meeting. The Chairman shall send a precautionary letter to the said Director upon two (2) unexcused absences within the preceding twelve calendar months prior to the next meeting.

#### ARTICLE IV MEETINGS

Section 1. Meetings of the Board of Directors shall be held at least bi-monthly at a date and in an accessible facility (in accordance with the American with Disabilities Act (ADA) requirements) as determined by said Board. All materials must be in an accessible format (i.e., large print, Braille, interpreter, etc.), as needed or indicated. Regular Board meetings are face to face; however, Board members may access meetings via conference call, video communications and other alternative methods. Special meetings of the Board of Directors may be called at any time by the Chairman or any two (2) Directors. Notice of all regular meetings of the Board of Directors shall be given in a timely manner. Special meetings shall require at least 48 hours advance notice, unless deemed an emergency by the Chairman or Directors calling for said special meeting. There shall be an annual meeting to be held as soon as practical after the end of the fiscal year. The annual meeting may be held in lieu of a bi-monthly meeting.

Section 2. Except as otherwise provided for in the Articles of Incorporation or these Bylaws, a quorum of at least a majority (not less than 51%) of the Board of Directors then holding office is necessary before any business shall be transacted at any meeting of the Board. 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. However, a two-thirds vote of those present shall be required to amend any provision of these Bylaws. The Chairman shall not vote except in case of tie, in which event he/she shall cast the deciding vote. Once a quorum is established, a quorum will be deemed to exist for the remainder of the meeting, or for an adjourned meeting, even if the number of Directors present is reduced below the minimum number necessary to initially establish a quorum. Each Director present shall be entitled to one (1) vote on each matter for which a vote is taken. Votes may be cast telephonically or via electronic medium.

Section 3. A member may designate a representative to attend a meeting of the Board in his/her absence (except a proxy may not be designated to participate in a meeting of the Executive Committee). The proxy must meet the membership criteria for the member's affiliation type. The proxy will count toward the appointed member's attendance. The representative may participate in discussions and may vote so long as the member provides written voting instructions to the Executive Director allowing his/her proxy representative to cast votes in accordance with the written voting instructions.

## ARTICLE V

### DUTIES AND POWERS OF THE BOARD OF DIRECTORS

Section 1. The Board of Directors shall have the powers and duties necessary or appropriate for the administration of the affairs of the Corporation. All powers of the Corporation, except those specified, granted, or reserved by law, the Articles of Incorporation, or these Bylaws, shall be vested in the Directors.

Section 2. By way of illustration, and not limitation, the Board of Directors shall have the following specific powers and duties promulgated hereunder:

A. Keep or cause to be kept a record of all its acts and affairs and to maintain a summarized statement thereof.

B. Keep or cause to be kept a record of all the receipts and disbursements and to keep the record open for examination by any director at any reasonable time.

C. Cause to be performed an annual audit of the corporate books; cause to be prepared a statement detailing receipts and disbursements; and each year to present a report of the audit and a report of receipts and disbursements to each director not less than thirty (30) days before the date set for the annual meeting.

D. Oversee, supervise, and set the compensation for all managers, officers, agents, employees, or other persons employed by the Corporation.

E. Cause all officers, employees, or managers having fiscal responsibility to be bonded as the Board of Directors may deem appropriate.

F. Exercise for the Corporation, all powers, duties, and authority vested in or delegated to the Corporation by the Articles, or these Bylaws.

G. Enter into contracts to lease or sell individual units purchased or leased by the Corporation upon such terms and conditions as are decided by the Board of Directors.

H. Employ professional management services, managers, independent contractors, attorneys, accountants, bookkeepers, auditors, appraisers, janitors, and other personnel deemed necessary to administer the Corporation, and to prescribe their duties and agree on their compensation.

I. Establish such committees as they deem expedient and prescribe the duties and method

of selection of the members of each such committee.

J. Do any other lawful act necessary, required or deemed desirable by the Board of Directors for the operation, management, and administration of the Corporation according to the Articles or these Bylaws.

K. Exercise full power, except as prohibited by the terms of any instrument of gift, devise, bequest, or other transfer, at its sole discretion, to change the form of any investment and for that or other purposes of the Corporation to dispose of any securities or other property held by the Corporation.

L. Exercise authority over the Corporation and all its projects and activities.

M. Determine general policy designed to accomplish the purpose of the Corporation as set forth herein and in the Articles of Incorporation.

N. Approve and assist in development of the general concept and procedures and activities to be conducted under its cognizance.

O. Approve budgets and assist in development thereof.

P. Be responsible for periodic review, appraisal and evaluation of said activities as to operations and effectiveness.

Q. Convene local workforce development system stakeholders to assist in the development of the local plan and identify non-federal expertise and resources to leverage support for workforce development activities.

R. Lead efforts to engage with a diverse range of employers and with entities in the region.

S. Take such other and further action as is necessary, required or deemed desirable by the Board of Directors to achieve the purposes of the Corporation in accordance with the Articles of Incorporation or these Bylaws.

Section 3. The Board of Directors shall develop and implement policies necessary for the administration and operation of the Corporation, to ensure mission accomplishment plus the safety and well-being of employees and clients.

Section 4. The ultimate responsibility for the management of the Corporation shall be in the Board of Directors. Recognizing, however, that the Directors are unlikely to be professionals in the management of a project of this scope, it is hereby provided that the Board of Directors may delegate certain duties and discretion to professionals.

## ARTICLE VI OFFICERS OF THE BOARD OF DIRECTORS

Section 1. The Board of Directors shall elect for a term of two years a Chairman, a Vice Chairman, and a Secretary/Treasurer, each to serve no more than two (2) consecutive terms. The Chairman, Vice Chairman and Secretary/Treasurer must be a Director appointed from the business sector. With the consent of the Chief Elected Official, the Chairman shall appoint a nominating committee to recommend officers who shall be elected from the Board's business sector membership and shall begin their term at the beginning of the new program year effective July 1. These officers shall serve until their successors are elected and qualified or until they are no longer Directors. If an officer is unable to complete his/her term the Board shall elect a successor to complete the remaining portion of the original term. The Vice-Chairman shall not be required to succeed the Chairman at the end of the Chairman's term of office.

Section 2. Chairman. The Chairman of the Board shall serve as the chief elected officer and shall preside at all meetings of the Board of Directors and of the Executive Committee. The Chairman shall, with the advice and counsel of the Executive Committee and Executive Director determine all committees, and appoint the Chairman and members of all committees. The Chairman shall be an Ex-officio member of all Committees. The Chairman of the Board shall exercise all authority and execute all instruments authorized or directed by the Board of Directors and shall perform all customary duties of the office of Chairman of the Board and such other duties as prescribed by the Board of Directors from time to time. In addition to his/her other duties, the Chairman shall also be deemed to be the President of the Corporation when circumstances so require.

Section 3. Vice Chairman. The Vice-Chairman of the Board shall succeed to the office of Chairman of the Board in the case of resignation or incapacity. In the absence of the Chairman, the Vice-Chairman shall assume his/her duties, powers, and restrictions. The Vice-Chairman shall be an Ex-officio member of all committees. The Vice-Chairman of the Board shall perform such other duties as may from time to time be assigned by the Chairman of the Board, the Executive Committee or by the Board of Directors. In addition to his/her other duties, the Vice-Chairman shall also be deemed to be the Vice President of the Corporation when circumstances so require.

Section 4. Secretary/Treasurer. The Secretary/Treasurer shall be responsible for the safeguarding of all funds received by the Board and for their proper disbursement. Such funds shall be kept on deposit in financial institutions, or invested in a manner approved by the Board of Directors. Checks are to be signed by the Secretary/Treasurer and the Executive Director or in the absence of either or both, by Board approved designees. The Secretary/Treasurer shall submit a financial report to the Board of Directors during its regular meetings. The Secretary/Treasurer of the Board shall perform such other duties as may from time to time be assigned by the Chairman of the Board, the Executive Committee or by the Board of Directors.

Section 5. Executive Director. The Board of Directors in conjunction with the CEO of the Consortium may employ an Executive Director who shall have the responsibility for the day to day management of the business and affairs of the Corporation within the Board established policies and procedures. The Executive Director shall be an Ex-officio member of the Corporation Board of Directors and all committees of the Board, without vote and shall serve as the Chief Financial Officer for the Board of Directors. The Executive Director shall be responsible for seeing to the proper keeping of the minutes of the meetings of the Board of Directors and of the Executive Committee. He/she shall see that all notices are duly given in accordance with the provisions of these Bylaws. He/she shall submit an annual budget to the Board of Directors for their approval prior to the start of any fiscal year, subject to the approval of the chief elected official. The Executive Director shall monitor actual financial performance against budget programming. He/she shall be subject to all other conditions and restrictions as may be made and shall perform such duties specified by the Board of Directors or as may be required by the law.

## ARTICLE VII

### CONFLICT OF INTEREST

Section 1. The Board of Directors affirms that the Directors, officers, and employees of the Corporation have an obligation to exercise their authority and to carry out the duties of their respective

positions for the sole benefit of the Corporation. They should avoid placing themselves in positions in which their personal interests are, or may be, in conflict with the interests of the Corporation. Where a potential conflict of interest exists, it shall be the responsibility of the person involved or any other person with knowledge to notify the Board of Directors of the circumstances resulting in the potential conflict so that the Board of Directors can provide such guidance and take such action as it shall deem appropriate.

Section 2. Directors and officers shall at all times be governed by, and fully comply with, NC General Statutes Sections 55A-8-30, 55A-8-31 and 55A-8-42.

Section 3. No official or employee of the Corporation authorized in their official capacity to negotiate, make, accept, or approve, or to take part in the negotiating, making, accepting, or approving any contract or subcontract in connection with a project; shall have directly or indirectly, any financial or personal interest in any such contract or subcontract. It shall be against the policy of the Corporation for any employee or volunteer to directly or indirectly, corruptly ask, demand, exact, solicit, accept, receive, or agree to receive anything of value for themselves or any other person or entity in return for:

- ☐ Being influenced in the performance of their job or position.
- ☐ Being influenced to commit or aid in committing, or to collude in, or allow, any fraud, or to make opportunity for the commission of any fraud on the Corporation.
- ☐ Being induced to do or admit to any act in violation of their official duties.

Section 4. Each Board member shall annually confirm a statement that affirms such person:

- A. Has received a copy of the Board's Conflict of Interest and Code of Conduct Policies in accordance with state policy;
- B. Has read and understands the policy, and
- C. Has agreed to comply with the policy.

## ARTICLE VIII COMMITTEES

Section 1. The Chairman of the Board shall have the power, except as otherwise provided in this Article, to appoint the members of any Committee for a term of two (2) years. No Committee, except as elsewhere provided in this Article, shall take any action or position on behalf of the Corporation and its Board of Directors, bind the Board or exercise the authority of the Board in the management of the Corporation. The Chairmen of all the Committees shall be members of the Board of Directors. The Executive Committee of the Board of Directors shall meet at the call of the Chairman of the Board or at the written request of any two (2) members of the committee. The Board's other Committees shall meet at the call of their respective Chairman or the Chairman of the Board.

Section 2. The Executive Committee is a standing committee and in concurrence with the Eastern Carolina Workforce Development Consortium CEO shall have authority to act for and on behalf of the Board of Directors when the Board is not in session, but shall be accountable to the board for its

actions. It shall be composed of one private sector representative from each county to include the Chairman, Vice Chairman, and Secretary/Treasurer.

Section 3. The Youth Council is a standing committee and shall consist of Board Members and community partners (local workforce training providers, schools, community organizations, and others) to coordinate services in the community. The Council shall be chaired by a private sector member of the Board.

Section 4. Electronic meetings shall be permissible in lieu of face to face committee meetings at the call of the Committee Chair. An electronic meeting of the Committee occurs when Board members are in different locations, connected by electronic means, through audio, video or both. All votes taken during an electronic meeting shall be by roll call. All scheduled electronic meetings shall be held in such a way that all members participating can hear each other at the same time. When speaking, each member will be asked to clearly identify himself, so that proper recognition is given and recorded. All Board policies, administrative practices and bylaws shall apply equally to electronic meetings.

## ARTICLE IX GOVERNING RULES

Section 1. The Rules of Procedure for the Eastern Carolina Workforce Development Board, Inc., as adopted, shall govern the meetings of the Board of Directors and the Executive Committee. The Board shall refer to the current edition of *Robert's Rules of Order Newly Revised*, to answer procedural questions not resolved in the Rules of Procedures, so long as RONR does not conflict with North Carolina law or with the spirit of the Rules of Procedures.

Section 2. The Fiscal Year of the Corporation will be from 1 July through 30 June of the following annual year.

## ARTICLE X FINANCES

Section 1. Use of Income: All gifts to the Corporation or other income not otherwise designated by the donor shall go into the general fund of the Corporation and shall be used in accordance with the general purposes of the Corporation. The Corporation may receive, manage, invest, and disburse conditional gifts only if such gifts are for the exclusive use and benefit of the Corporation.

The phrase "exclusive use and benefit of the Corporation" shall include gifts for the benefit of any separate or independent organization which is supportive of or affiliated with the Corporation or its programs and functions, provided that such organization is (a) organized exclusively for charitable, scientific, or educational purposes and for the exclusive use and benefit of the Corporation and (b) qualified as an organization exempt from income tax under 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law). The Board may from time to time provide procedures for the establishment of special or designated funds to be administered by the Board under the conditions of their creation in accordance with the Articles of Incorporation.



Section 2. Contributions and Disbursements: All contributions received by the Corporation shall be deposited by the Secretary/Treasurer in a special account or accounts in such banks, trust companies, or other depositories as the Board may select. All disbursements shall be made under a proper authority of the Board. All contributions to and disbursements from the Corporation shall be recorded by the Secretary/Treasurer, and such records shall be subject to examination at any reasonably time, upon request, by any Director.

Section 3. Checks, Drafts, Etc.: All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness 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 provided by resolution of the Board. In the absence of such provision by the Board, such instrument shall be signed by the Secretary/Treasurer and countersigned by the Chairman.

## ARTICLE XI

### EXECUTION OF CONTRACTS, DEEDS, AND TRANSFERS AND REPRESENTATION WITH REFERENCE TO SECURITIES

Section 1. Execution of Contracts and Deeds: Except as otherwise provided by resolution of the Board authorizing the execution thereof, all contracts, deeds, mortgages, pledges, transfers, and other written instruments binding upon the Corporation shall be executed on behalf of the Corporation by the Chairman of the Board and the corporate seal shall be affixed and attested by the Secretary/Treasurer.

Section 2. Voting Securities Owned by the Corporation: Unless otherwise ordered by resolution of the Board, the Chairman of the Board, and Secretary/Treasurer shall have full authority on behalf of the Corporation to attend, to act, and to vote at any meetings of the stockholders, bondholders, or other security holders of any corporation, trust, or association in which the Corporation may hold securities. At any such meeting the Chairman of the Board and Secretary/Treasurer shall possess all of the rights and powers incident to the ownership of such securities, which as owner thereof the Corporation might have possessed if present, including the authority to delegate such authority to a proxy. The Board may, by resolution, confer like authority upon any other person or persons.

Section 3. Sale of Securities: Unless otherwise ordered by resolution of the Board, the Chairman of the Board and Secretary/Treasurer are authorized and empowered jointly to buy and sell stock held or owned by the Corporation, for such consideration as should meet their approval, and to that end they are further authorized to execute all bills of sale, transfers, assignments, and other writings necessary or convenient for effectuating such purposes. The Chairman of the Board and Secretary/Treasurer are further authorized to give or have given the proper notices of any such action, have all such dispositions registered and noted on the books and records of this or any other corporation or partnership where required, and to do all other things necessary or convenient to accomplish such purchases or sales.

## ARTICLE XII

### INDEMNIFICATION OF DIRECTORS, OFFICERS AND EMPLOYEES

Section 1. General Indemnification of Directors & Officers. The Corporation shall, to the fullest extent to which it is empowered to do so by any applicable laws as may from time to time be in effect, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation), by reason of the fact that such person is or was a Director or officer of the Corporation, or that such person is or was serving at the request of the Corporation as a Director, director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against all judgments, fines, reasonable expenses (including attorneys' fees) and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner he or she reasonably believed to be in, or not opposed to the best interests of the Corporation, or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe his or her conduct was unlawful.

Section 2. Indemnification of Directors & Officers in Actions By or In the Right of Corporation. The Corporation shall, to the fullest extent to which it is empowered to do so by any applicable laws as may from time to time be in effect, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in favor of the Corporation by reason of the fact that such person is or was a Director or officer of the Corporation, or that such person is or was serving at the request of the Corporation as a Director, director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise, against all judgments, fines, reasonable expenses (including attorneys' fees) and amounts paid in settlement actually and reasonably incurred by such person in connection with the defense or settlement of such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonable believed to be in, or not opposed to the best interests of the Corporation, provided that no indemnification shall be made in respect of any claim, issue or matters as to which such person shall be made in respect of any claim, issue or matters as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

Section 3. Authorization of Indemnification. Any indemnification under this Article (unless ordered by a court) shall be made by the Corporation only as authorization in the specific case, upon a determination that indemnification of the Director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth herein or as set forth by Chapter 55A of the North Carolina General Statutes. Such determination shall be made by:

- A. the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or
- B. if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

Section 4. Indemnification of Employees and Agents. Persons who are not covered by the foregoing provisions of this Article and who are or were employees or agents of the Corporation, or who are or were serving at the request of the Corporation as employees or agents of another corporation, partnership, joint venture, trust or other enterprise, may be indemnified to the extent authorized at any time or from time to time by the Board of Directors, subject to the same standards of conduct set forth in this Article; provided, however, that to the extent that such employee or agent has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding to which he or she was made a party by reason of the fact that he or she is or was an employee or agent acting in the above described capacity, or in the defense of any claim, issue or matter therein, the Corporation shall indemnify such employee or agent against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith. This does not apply to independent contractors acting as such.

Section 5. Insurance Against Liability. The Corporation shall purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or agent of the Corporation, or who is or was serving at the request of the Corporation as a Director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of these Bylaws.

Section 6. Other Rights of Indemnification.

A. The indemnification provided or permitted by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled by law or otherwise, and shall continue as to a person who has ceased to be a Director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

B. Further, all rights of indemnification as set forth in Chapter 55A of the North Carolina general Statutes are hereby incorporated herein by reference; and to the extent such statutes conflict with any provision contained herein, the North Carolina General Statutes shall control.

### ARTICLE XIII AMENDMENTS

The Board of Directors shall have the power by a two-thirds vote of those present to amend the Bylaws. Ten (10) days' written notice must be given by the Secretary/Treasurer of any proposed amendments before the meeting at which it is considered.

### ARTICLE XIV SEVERABILITY

In the event that any of the rules, regulations, restrictions, covenants, or conditions of these Bylaws are held to be partially or wholly invalid or unenforceable for any reason, such holding shall not affect, alter, modify, or impair in any manner any of the other terms, provisions, rules, regulations, restrictions, covenants, or conditions contained herein.

ADOPTED THIS 7th DAY OF MAY 2020,

Eastern Carolina Workforce Development Board, Inc.

For the Board Carla Bynes  
CHAIRMAN

STATE OF NORTH CAROLINA

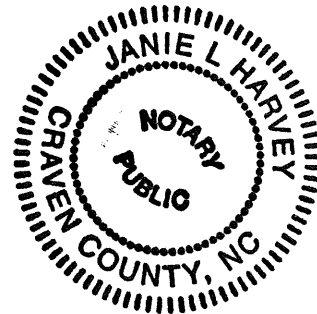
COUNTY OF Craven

I, Janie L Harvey, a Notary Public, do hereby certify that  
Carla Bynes personally appeared before me this day and acknowledged  
the execution of the foregoing instrument.

WITNESS my hand and official stamp or seal, this 14<sup>th</sup> day of May, 2020.

Janie L Harvey  
Notary Public

My Commission Expires: 10-14-2024



ADOPTED THIS 7th DAY OF MAY 2020,

For the Eastern Carolina Workforce Development Consortium

Mark H. Pinner

CHAIRMAN

STATE OF NORTH CAROLINA

COUNTY OF Onslow

I, Chandra F. Baillargeon, a Notary Public, do hereby certify that  
Mark Pinner personally appeared before me this day and acknowledged  
the execution of the foregoing instrument.

WITNESS my hand and official stamp or seal, this 15<sup>th</sup> day of May, 2020.

Chandra F. Baillargeon  
Notary Public

My Commission Expires: October 31, 2022

