

See History of Amendments at end of Bylaws.
This version effective with amendment approved 8-20-2016.

BYLAWS
OF
LWVODC EDUCATION FUND

ARTICLE I

Offices

1. Principal Office. The principal office of the corporation shall be located in Chapel Hill, Orange County, North Carolina.
2. 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.
3. Registered Office. The registered office of the corporation required by the North Carolina Nonprofit Corporation Act to be maintained in the State of North Carolina may, but need not, be identical with the principal office of the corporation, and the address of the registered office may be changed from time to time as provided in the North Carolina Nonprofit Corporation Act.

ARTICLE II

Membership

1. Sole Member. The sole member of the corporation is the League of Women Voters of Orange, Durham and Chatham Counties, a North Carolina unincorporated nonprofit association (the "Member").
2. Action by Sole Member. The Member may act without a meeting. Such action shall be evidenced by a written consent signed by an individual designated by the Member pursuant to Section 3 below or, in the absence of such designation, by the Chair of the board of directors of the Member, before or after such action, which consent shall be delivered to the Secretary of the corporation to be included in the minutes or filed with the corporate records.
3. Authorized Representative of the Member. The Member shall designate by notice to the corporation an individual or individuals to vote or consent on its behalf, or, in the absence of such designation, the president of the Member shall vote or consent on its behalf. Such designated individual or individuals may be removed and replaced at any time by the Member by notice to the corporation.
4. Member Consent Necessary. Notwithstanding anything to the contrary contained in these bylaws, neither the Board of Directors nor any officer or director of the corporation shall, without the prior written consent of the Member, (i) approve the dissolution, merger or the sale, pledge, or transfer of all or substantially all of the corporation's assets, or (ii) adopt, amend, or repeal the articles of incorporation or bylaws of the corporation.

ARTICLE III

Directors

1. General Powers. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board of Directors.

2. Number, Term and Qualification. The number of directors of the corporation shall be not less than five nor more than 15, the exact number of directors of the corporation within such minimum and maximum limits to be fixed and determined from time to time by resolution of the majority of the full Board of Directors or by resolution of the Member. The term of a director expires at the next annual meeting of the Member following his or her election, or when his or her successor is elected and qualified. Despite the expiration of a director's term, however, such director shall continue to serve until the director's successor is elected and qualifies or until there is a decrease in the number of directors.

3. Election of Directors. Except as provided in Section 5 of this Article, the directors shall be elected by the board of directors of the Member at the annual meeting of the Member's board of directors or, if not elected at the annual meeting, at any other regular or special meeting of the Member's board of directors.

4. Removal. Any director may be removed with or without cause upon the vote of the board of directors of the Member or by the affirmative vote of a majority of the Board of Directors of the corporation.

5. Vacancies. Vacancies occurring in the Board of Directors may be filled by the Member or by a majority of the remaining directors, though less than a quorum. The term of a director filling a vacancy in the office of a director elected by the Member shall expire at the next election of directors by the Member.

6. Compensation. Directors shall not be compensated for their services as such, but the Board of Directors may provide for the payment of expenses incurred by directors in connection with the performance of their duties. Directors may, however, be paid reasonable compensation for services rendered in a capacity other than as a Director.

7. Committees. The Board of Directors, by resolution adopted by a majority of the number of directors then in office, may designate from among its directors an Executive Committee and one or more other committees, each consisting of two or more directors, and each of which, to the extent provided in the resolution, shall have and may exercise all of the authority of the Board of Directors in the management of the affairs of the corporation, except as to matters which are by law specifically excepted from the authority of such committees. Any such committee or any director thereof may be discharged by a majority of the directors present at a meeting at which a quorum is present, or by informal action by the Board of Directors as permitted by law or in these bylaws.

8. Conflict of Interest Transactions.

A. Definition: “Conflict of interest transaction” means any transaction in which a director has a direct interest or an indirect interest. A director has a direct interest in a transaction if the director or a member of the director's immediate family has either a material financial interest in the transaction or a relationship with the other parties to the transaction that might reasonably be expected to affect his or her judgment. A director has an indirect interest in a transaction if either (i) another entity in which the director has a material financial interest or in which the director is a general partner is a party to the transaction or (ii) another entity of which the director is also a director or is an officer or trustee is a party to the transaction and the transaction is or should be considered by the Board of Directors of the corporation.

B. Special Requirements: A conflict of interest transaction is not voidable by the corporation solely because of a director's interest in the transaction (1) if the material facts of the transaction and the director's interest were disclosed or known to the Board of Directors or a committee of the Board and the Board or committee authorized, approved or ratified the transaction or (2) if the transaction was fair to the corporation.

C. Disclosure: A director who has a direct or indirect interest in any transaction presented to the Board of Directors or any committee of the Board shall disclose his or her interest.

D. Approval: A conflict of interest transaction must be authorized, approved or ratified by the affirmative vote of a majority of the directors (not less than two) (or by a majority of the directors of the appropriate committee) who have no direct or indirect interest in the transaction and to whom the material facts of the transaction and of any director's interest in the transaction were disclosed or known. If a majority of the directors who have no direct or indirect interest in the transaction vote to authorize, approve or ratify the transaction, a quorum is present for the purpose of taking such action. The presence of, or a vote cast by, a director with a direct or indirect interest in the transaction does not affect the validity of any action taken in accordance with this sub-part D.

ARTICLE IV

Meetings of Directors

1. Regular Meetings. A regular meeting of the Board of Directors shall be held immediately following the first board meeting of the newly-elected Board of Directors of the Member [LWVODC]. In addition, the Board of Directors may provide, by resolution, the time and place, either within or without the State of North Carolina, for the holding of additional regular meetings.

2. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President, the Secretary or any two directors. Such meetings may be held within or without the State of North Carolina.

3. Notice of Meetings. Regular meetings of the Board of Directors may be held without notice. The person or persons calling a special meeting of the Board of Directors shall, at least five days before the meeting, give notice thereof by any usual means of communication, including e-mail. Except as otherwise required by law, the corporation's articles of incorporation or these bylaws, such notice need not specify the purpose for which the meeting is called.

4. Waiver of Notice. Any director may waive any required notice before or after the date and time stated in the notice. Attendance at or participation by a director in a meeting shall constitute a waiver of notice of such meeting, unless the director at the beginning of the meeting (or promptly upon arrival) objects to holding the meeting or transacting any business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

5. Quorum. A majority of the directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

6. Manner of Acting. Except as otherwise provided by law, the corporation's articles of incorporation or these bylaws, the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. The vote of a majority of the directors then holding office shall be required to adopt, amend or repeal a bylaw.

7. Presumption of Assent. A director of the corporation who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken shall be deemed to have assented to the action taken unless the director objects at the beginning of the meeting (or promptly upon arrival) to holding it or transacting business at the meeting, the director's dissent or abstention from the action is entered in the minutes of the meeting, or the director files written notice of dissent or abstention with the presiding officer of the meeting before its adjournment or with the corporation immediately after the adjournment of the meeting. The right of dissent or abstention is not available to a director who voted in favor of the action taken.

8. Attendance by Telephone. The Board of Directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

9. Action by Directors Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if written consent to the action in question, describing the action taken, is signed by all the directors and filed with the minutes of the proceedings of the Board or filed with the corporate records, whether done before or after the action so taken. Such action shall be effective when the last director signs the consent, unless the consent specifies a different effective date.

ARTICLE V

Officers

1. Number. The officers of the corporation shall consist of a President, a Secretary, a Treasurer, and such Vice Presidents, Assistant 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 but no officer may 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 at any regular or special meeting of the Board. Each officer shall hold office until death, resignation, retirement, removal, disqualification or until his or her successor is elected and qualified.

3. Removal. Any officer or agent of the corporation may be removed by the Board of Directors with or without cause; but said removal shall be without prejudice to the contract rights, if any, of the person so removed.

4. Compensation. The compensation of all officers of the corporation shall be fixed by the Board of Directors and the Board of Directors may provide for the payment or reimbursement of reasonable expenses incurred in connection with the performance of their duties as officers of the corporation.

5. 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 overall management of the corporation according to these bylaws. The President shall, when present, preside at all meetings of the Board of Directors. The President may sign, with any other proper officers, any deeds, mortgages, bonds, contracts or other instruments which may lawfully be executed on behalf of the corporation, except where required 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 shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time.

6. Vice President. The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of that office. In addition, the Vice President shall perform such duties as may be assigned to him or her from time to time by the President or the Board of Directors.

7. Secretary. The Secretary shall keep accurate records of the acts and proceedings of all meetings of the directors. The Secretary shall give all notices required by law and by these bylaws. The Secretary shall have general charge of the corporate records and books. The Secretary shall sign such instruments as may require signature, and, in general, shall perform all duties incident to the office of Secretary and such other duties as may be assigned from time to time by the President or the Board of Directors.

8. 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. The Treasurer shall keep full and accurate accounts of the finances of the corporation in books especially provided for that purpose. The Treasurer shall, in general, perform all duties incident to the office of Treasurer and such other duties as may be assigned from time to time by the President or the Board of Directors. The Board of Directors may from time to time designate one or more fiscal agents to perform all or any part of the duties of the Treasurer.

9. Assistant Vice Presidents, Assistant Secretaries and Assistant 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 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 the Board of Directors. The Assistant Vice Presidents shall perform such duties and exercise such powers as shall be assigned to them, respectively, by the President or the Board of Directors.

ARTICLE VI

Indemnification

1. Extent. In addition to the indemnification otherwise provided by law, the corporation shall indemnify and hold harmless its directors and officers against liability and expenses, including reasonable attorneys' fees, incurred in connection with any action, suit, proceeding or claim arising out of their status as directors or officers or their activities in any of such capacities or in any capacity in which any of them is or was serving, at the corporation's request, in another corporation, partnership, joint venture, trust or other enterprise; provided, however, that the corporation shall not indemnify a director or officer against any liability or litigation expense that the director or officer may incur on account of activities that at the time taken were believed or known (or reasonably should have been known) by the director or officer to be clearly in conflict with the best interests of the corporation or if the director or officer received an improper personal benefit. The corporation shall also indemnify a director or officer for reasonable costs, expenses and attorneys' fees in connection with the enforcement of rights to indemnification granted herein, if it is determined in accordance with Section 2 of this Article that the director or officer is entitled to indemnification.

The Board of Directors shall have the authority to adopt such resolutions pertaining to the implementation of this Section 1 of this Article VI as it may from time to time determine, and such resolutions shall be given full effect, even though they supplement, amplify or go beyond the provisions of this Section 1 of this Article VI, provided and to the extent such resolution does not violate any provision of the North Carolina Nonprofit Corporation Act or the corporation's articles of incorporation.

2. Determination. Indemnification under Section 1 of this Article shall be paid by the corporation with respect to any action, suit, proceeding or claim only after a determination that the liability and/or litigation expenses for which indemnification is sought (a) were not

incurred on account of activities which at the time taken were believed or known (or reasonably should have been known) by the person seeking indemnification to be clearly in conflict with the best interests of the corporation and (b) did not involve any transaction from which the person seeking indemnification derived an improper personal benefit. Such determination shall be made (i) by the affirmative vote of a majority (but not less than two) of the directors who were not parties to the action, suit or proceeding or against whom the claim was not asserted (“disinterested directors”) even though less than a quorum, (ii) by independent legal counsel in a written opinion, or (iii) by a court of competent jurisdiction.

3. Advanced Expenses. Expenses incurred by a director or officer in defending any action, suit, proceeding or claim may, upon approval of a majority (but not less than two) of the disinterested directors, even though less than a quorum, or, if there are less than two disinterested directors, upon unanimous approval of the Board of Directors, be paid by the corporation in advance of the final disposition of such action, suit, proceeding or claim upon receipt of an undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that the director or officer is entitled to be indemnified against such expenses by the corporation.

4. Reliance and Consideration. Any director or officer who at any time after the adoption of this Article VI serves or has served in any of the aforesaid capacities for or on behalf of the corporation shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of 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 rights to which such person may be entitled apart from the provision of this Article VI. No amendment, modification or repeal of this Article VI shall adversely affect the right of any director or officer to indemnification hereunder with respect to any activities occurring prior to the time of such amendment, modification or repeal.

5. Insurance. The corporation may purchase and maintain insurance on behalf of its directors, officers, employees and agents and those persons who were serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of, or in some other capacity in, another corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise against any liability asserted against or incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify against such liability under the provisions of this Article VI or otherwise. Any full or partial payment made by an insurance company under any insurance policy covering any director, officer, employee or agent made to or on behalf of a person entitled to indemnification under this Article VI shall relieve the corporation of its liability for indemnification provided for in this Article VI or otherwise to the extent of such payment, and no insurer shall have a right of subrogation against the corporation with respect to such payment.

6. Savings Clause. If this Article VI, or any portion hereof, shall be invalidated on any ground by any court or agency of competent jurisdiction, then the corporation shall nevertheless indemnify each person indemnified hereunder to the fullest extent permitted by the portion of this Article VI that is not invalidated and also to the fullest extent permitted or required by applicable law.

ARTICLE VII

Contracts, Loans, Checks and Deposits

1. Contracts. The Board of Directors 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 of Directors. Such authority may be general or confined to specific circumstances.
3. Checks and Drafts. All checks, drafts or orders for the payment of money issued in the name of the corporation shall be signed by such officer or officers, agent or agents, or employee or employees of the corporation and in such manner, including facsimile signatures, as shall from time to time be determined by resolution of the Board of Directors.
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 depositories as the Board of Directors shall direct.

ARTICLE IX

General Provisions

1. Exempt Activities. Notwithstanding any other provision of these bylaws, no director, officer, employee or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its Regulations as they now exist, or as they may hereafter be amended, or by an organization to which contributions are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.
2. Management of Corporation Funds. No funds received by donation, bequest or any other means shall be diverted from the use specified by the donor, testator or testatrix, unless said use is contrary to or in conflict with law or the purposes of the corporation. No funds shall be used for any purpose other than to effect the purposes of the corporation.
3. Tax Classification of the Corporation. It is anticipated that the corporation will qualify as a public charity and not a private foundation.
4. Fiscal Year. Unless otherwise ordered by the Board of Directors, the fiscal year of the corporation shall be the twelve-month period ending June 30.
5. Amendments. These bylaws may be amended or repealed and new bylaws may be adopted by the consent of the Member and the affirmative vote of a majority of the directors then in office given at any regular or a special meeting of the Board of Directors. The

corporation shall provide at least five days' prior written notice of any meeting of the Board of Directors at which an amendment is to be voted upon, and the notice shall state that the purpose, or one of the purposes, of the meeting is to consider a proposed amendment to the bylaws and contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment. Such notice may be waived as provided in these bylaws.

6. No Personal Liability. No director or officer of the corporation shall be liable or responsible for the debts or obligations of the corporation.

I, Jean Baber, the duly elected, qualified and acting Secretary of LWVODC Education Fund, do hereby certify that the foregoing are the Bylaws of LWVODC Education Fund, adopted by the Board of Directors by action taken as of November 24, 2015.

IN WITNESS WHEREOF, I have hereunto set my hand as of the 24th day of November, 2015.

_____, Secretary

History of Amendments:

Amendment #1, approved 8-20-2016, Article IV, Section 1, Regular Meetings:

Original: A regular meeting of the Board of Directors shall be held immediately after, and at the same place as, the annual meeting of the Member.

Amendment: A regular meeting of the Board of Directors shall be held immediately following the first board meeting of the newly-elected Board of Directors of the Member [LWVODC].